



SQUASH ALBERTA ASSOCIATION BY-LAWS

1.0	NAME	2
2.0	GENERAL	2
3.0	HEAD/REGISTERED OFFICE.....	3
4.0	MEMBERSHIP	3
5.0	REGIONS.....	6
6.0	BOARD OF DIRECTORS	7
7.0	EXECUTIVE COMMITTEE	11
8.0	MEETINGS OF THE ASSOCIATION.....	12
9.0	OFFICERS OF THE ASSOCIATION	16
10.0	COMMITTEES	16
11.0	LIABILITY OF DIRECTORS AND OFFICERS.....	17
12.0	FINANCE AND MANAGEMENT	17
13.0	GENERAL MATTERS AND INTERPRETATION.....	19
14.0	DISSOLUTION	19
15.0	AMENDMENT OF BY-LAW.....	19
16.0	INVALIDITY OF ANY PROVISIONS OF BY-LAW	19
17.0	ADOPTION OF THESE BY-LAWS.....	19

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 review 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 the 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 the 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. Any amendment to the location of the head office will be notified to the Registrar in accordance with the Act (currently within fifteen days (15) after any change in the place or address of its head office).

4.0 MEMBERSHIP

4.1 Categories

The Association has the following categories of Member:

- a) Adult Member – Any individual who is a participant or athlete registered with the Association, who is nineteen (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 eighteen (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) 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^{rds}) approval of the Board of Directors.

- e) Complimentary Member – Awarded to members in good standing in recognition of volunteer contributions (i.e. Casino volunteers) or for receiving a Squash Alberta Award. Granting of Complimentary memberships must be approved by the Squash Alberta Board of Directors. Complimentary memberships are for one season only and carry the same rights and obligations as the membership they are given in place of.

Junior Member

If a Junior Member turns nineteen (19) years of age during the current season (July 1 – June 30), the Junior Member may continue with a Junior Membership until June 30 of the current season. The Junior Member also has the option of upgrading to an Adult Membership for the remainder of the current season when they turn nineteen (19) years of age.

Honorary Member

An Honorary Member may upgrade to an Adult Membership at any time by paying the Adult Membership fee.

Admission and Renewal of Members

4.2 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 the Ordinary Resolution by the Board or by any committee or individual delegated this authority by the Board.

Dues and Duration

4.3 Year

Unless otherwise determined by the Board, the membership year of the Association will be July 1st to June 30th.

Fees, Dues and Assessments

4.4 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.

4.5 Duration

Membership duration is accorded on an annual basis and Members will re-apply for membership annually.

4.6 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

4.7 Transfer

Membership in the Association is non-transferable.

4.8 Suspension or Expulsion

Any Member, upon a two-thirds (2/3^{rds}) vote of the Board of Directors at a meeting of the Board, can be suspended or expelled 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.

4.9 Reinstatement

The Board of Directors may reinstate a Member previously suspended or expelled upon a two-thirds (2/3^{rds}) vote in favor of reinstatement.

4.10 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) Suspension or expulsion in accordance with Section 4.10.

4.11 May Not Resign

A Member may not resign from the Association when the Member is subject to disciplinary investigation or action by the Association.

4.12 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.

4.13 Discipline

A Member may be disciplined in accordance with the Association's policies and procedures relating to the discipline of Members.

4.14 Dues Payable

Any dues, subscriptions or other monies owed to the Association by suspended or expelled Members will remain due.

Good Standing

4.15 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 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.

4.16 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. Using the formula guideline of: one (1) Regional Rep for less than or equal to three hundred (300) members, some regions may have two (2) or more Reps. (In the case of a region having more than one (1) Rep, a minimum of one (1) female and one (1) male Rep is required. Furthermore, where possible, the male to female ratio in a region should be maintained at one to one (1:1) where possible). 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) A minimum of five (5) Region Directors. Using the formula of: one (1) Regional Rep for less than or equal to three hundred (300) members, some regions may have two (2) or more Reps. (In the case of a region having more than one (1) Rep, a minimum of one (1) female and one (1) male Rep is required. Furthermore, where possible, the male to female ratio in a region should be maintained at one to one (1:1) where possible).

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 sixty (60) 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 and Executive Officers wishing to be re-elected are not subject to nomination but must notify the Association of their interest for re-election sixty (60) days prior to the Annual General Meeting.

6.5 Nominations from the Floor

Nominations will not be accepted from the floor of the 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 lined 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.

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 (2) 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 thirty (30) 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.

6.10 Terms

The positions of President, Treasurer, Secretary and two Executive Officers will serve terms of two (2) years; the Regional Directors 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 their By-laws, unless they resign, or are removed from or vacate their office.

6.11 Maximum Terms

The President, Treasurer, Secretary and two Executive Officers will serve terms of two (2) years; the Regional Directors 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.

Resignation and Removal of Directors

6.12 Resignation and Removal

The position of a Director of 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 ceased 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.

6.13 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

6.14 Vacancy

Where the position of a Director becomes vacant for whatever reason and there is still a quorum or 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

6.15 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.

6.16 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.

6.17 Quorum

An any meeting of the Board, quorum will be a majority of Directors holding office.

6.18 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 on Ordinary Resolution. In the event of a tie, the President is entitled to a second vote.

6.19 Proxy

There will be no voting by proxy at a Directors Meeting.

6.20 No Alternate Directors

No person shall act for an absent Director at a meeting of directors.

6.21 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.

6.22 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.

6.23 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.

6.24 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

6.25 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

6.26 Powers of the Board

The Board of Directors shall have the power to govern all matters that affect the Association in accordance to these By-laws. The Board may delegate any of its powers, duties and functions.

6.27 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 By-laws 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 the Board of Directors, except insofar as delegation of such power is prohibited by statute or by any provision of the By-laws 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 of the Executive Committee 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 the Board.
- d) Maintain all financial accounts and records of the Association.
- e) Keeping the Board informed of the affairs of the Association.

7.5 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) Executive Committee Members.

7.6 Quorum

Quorum will consist of three (3) of the Executive Committee's Members present.

7.7 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 the Executive Committee Members present request and secret ballot. Resolutions will be passed by Ordinary Resolution. The President of the Association is entitled to a second vote upon a tie.

7.8 Closed Meetings

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

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 of interest with 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 neither 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 Date and Location

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 Agenda 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 the same from a least twenty five percent (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 the greater of the overall memberships as of June 30th of the previous season or the overall membership numbers at the time of the closing of the vote of the membership in question. The greater of the two overall membership counts will be used to determine the regional thirty percent (30%) thresholds and the Regional Rep voting rights – in the event the thirty percent (30%) regional threshold is not obtained. Only the current and eligible voting members, at the time of the vote of the membership in question, are entitled to vote.

8.14 Voting Rights Members have the following voting rights at all meetings of the Members:

- a) Adult Members may exercise one (1) 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 attend meetings of the Members but are not entitled to vote.
- d) Honorary Members may attend meetings of the Members but are not entitled to vote.
- e) Complimentary Members may exercise one (1) vote at all meetings of the Members.

8.15 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.

8.16 Majority of Votes

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

Quorum

8.17 Quorum

At any General Meeting or Special Meeting of the Association Membership, a minimum of 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.

8.18 Election Voting and Other Decisions Requiring a Vote of the Members Votes will be determined by online/electronic ballot:

- a) In the case of the election of the President, Secretary, Treasurer and Executive Officers or votes involving changes to the By-laws of Squash Alberta, an online voting system will be utilized.
- b) To be eligible to vote one must be an Adult Member in good standing at the time of voting.
- c) Members will be given a minimum ten (10) day window (including two (2) weekends) to cast their votes online.
- d) The deadline for voting will be no less than fifteen (15) days prior to the Annual General Meeting or Special Meeting.
- e) Votes will be tabulated by Region and compared against regional membership numbers as follows:
 - i. Each region requires votes from a minimum of thirty percent (30%) of their regional membership for their vote to stand. In the event a region does not hit the thirty percent (30%) threshold, their Regional Rep(s) will cast the number of remaining votes required to obtain the thirty percent (30%) threshold. Where more than one (1) Regional Rep exists in a region, the remaining votes necessary to obtain the thirty percent (30%) threshold will be divided evenly between the Regional Reps of that region.
 - ii. In the event when the thirty percent (30%) is calculated it is not a whole number, it will be rounded up to the next whole number to determine the thirty percent (30%) threshold to be used.
 - iii. In the event the remaining votes cannot be evenly divided between the Regional Reps, a simple draw from a hat will be used to determine which Regional Rep will vote the one extra vote. (i.e., Two Regional Reps and nine (9) votes to cast. One Rep will have four (4) votes, and the other Rep will have five (5) votes).

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 that 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 of 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 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 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 (1st) day of July each year and shall end on the thirtieth (30th) 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 the 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 By-laws 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 forty-eight (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 of 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.

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 Rules of Order

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 Dissolution

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 By-Law Amendments

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 Invalidity

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 February 24th, 2021.

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.