

**Squash PEI**

**[www.squashpei.org](http://www.squashpei.org)**

**BYLAWS**

Squash**pei**The logo for Squashpei, featuring the word "Squash" in a standard font, followed by "pei" in a bold, lowercase font. A solid black circle is positioned above the letter "i".

## **BYLAW NO. 1**

### **A bylaw to regulate the affairs of the Corporation.**

#### **Article I: Name**

The name of the Corporation shall be: Squash PEI Inc., hereinafter referred to as the Corporation.

#### **Purposes and Objects**

#### **Article II:**

The objectives and purposes of the Corporation are as follows:

- 1) To encourage and develop participation and proficiency in squash in the province of Prince Edward Island;
- 2) To teach, promote, advance and encourage the playing of squash in the province of Prince Edward Island;
- 3) To build a representative membership of persons interested in the promotion, development and playing of squash;
- 4) To provide a forum for exchange of ideas and program information, and to consider and discuss problems and mutual concerns of all members of the Corporation;
- 5) To provide an administrative body that facilitates communication between members and clubs throughout Prince Edward Island, with other provincial squash associations, and with Squash Canada regarding squash;
- 6) To conduct clinics and other programs leading to the development and participation of the residents of Prince Edward Island in squash;
- 7) To promote and assist in maintaining standardization of squash facilities;
- 8) To have all the powers set out in the Companies Act of Prince Edward Island, R.S.P.E.I. 1988, C-14 and amendments thereto.

#### **Article III: Head Office**

The head office of the Corporation shall be at Sport PEI, 40 Enman Cres., Charlottetown, C1E 1E6, in the Province of Prince Edward Island.

#### **Article IV: Dissolution**

The net profit of the Corporation for any years shall be expended in the operations of the Corporation for such year and in the event of winding up or any other dissolution there shall not be any distribution of any kind among members and the funds of the Corporation shall be applied to some charitable use recognized by the Income Tax Act.

## **BYLAW NO. 2**

### **A bylaw with respect to membership in the Corporation.**

#### **Article I: Membership**

1. The following shall be admitted to active membership in the Corporation: any individual who upholds the objects of Squash PEI Inc. and contributes to the Corporation a membership fee.
2. The membership fee for all members of the Corporation shall be prescribed annually by the Board of Directors of Squash PEI Inc.
3. The membership fee shall be paid each and every year at a time identified by the Board of Directors, and in the case of a new member the fee shall be paid at the time of application for membership.
4. Every active member of Squash PEI Inc. shall be entitled to attend any annual or special general meeting of the Corporation and to vote at any general meeting of the Corporation. Active members 16 years of age or older may hold office.
5. Any member may terminate his membership by notifying the Board of Directors in writing to that effect. However, no membership fees will be refunded.
6. Notwithstanding those bylaws relating to meetings and voting procedures as hereinafter provided, the Corporation can terminate a membership with sufficient reason and with a special resolution approved unanimously by the Board of Directors at a special meeting called for that purpose.
7. The member, who has been so removed, may appeal the decision of the Board of Directors at a meeting called by the President for that reason.

## **BYLAW NO. 3**

### **A bylaw in relation to meetings of the Corporation.**

#### **Article I: Meetings of the Corporation**

1. The Corporation shall hold its annual meeting on or before the 31 st day of March in each year at such a time and place as may be determined by the Board of Directors.
2. At the annual meeting of Squash PEI Inc., the order of business shall be as follows unless otherwise waived by the meeting:
  - a) Call to Order
  - b) Adoption of Agenda
  - c) Roll Call and Verification of Voting Delegates
  - d) Minutes of previous Annual General Meeting
  - e) Business Arising from the Minutes
  - f) Report of the President
  - g) Treasurer's Financial Report
  - h) Notices of Motions
  - l) Amendments to the Bylaws
  - j) Election of Directors
  - k) New Business
  - l) Adjournment
3. Special meetings of the Corporation may be called at any time by the President, or, in the absence of the President, by the Vice-President, or by the Secretary upon written request of 10% of the members of the Corporation.
4. Written notice of every annual meeting or special meeting shall be made to all active members at least fourteen (14) days prior to the date of the meeting, and shall briefly outline the purpose or purposes for which the meeting is being called. Local media notification should also be arranged.
5. At all annual or special meetings of the Corporation, 10% of the active members shall be considered a quorum.
6. No business shall be transacted at any meeting of the Corporation unless a quorum of members is present at the commencement of such business.
7. The President of the Corporation shall preside as Chair at meetings of the Corporation. In the absence of the President, the Vice-President shall preside as Chair or designate a Chair as deemed appropriate.

#### **Article II: Meetings of the Board of Directors**

1. Notice of any meetings of the Board of Directors specifying the time and place thereof shall be given either orally or in writing to each director at least forty-eight (48) hours before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings of any meeting of the Board.
2. The Board of Directors shall meet at the call of the President.

3. A majority of Executive Officers shall constitute a quorum for the transaction of business at the Board of Directors meetings.
4. The Executive may invite people to observe a meeting.

## **BYLAW NO. 4**

### **A bylaw with respect to the voting rights of members of the Corporation.**

#### **Article I: Voting**

1. Each active member of the Corporation shall be entitled to one ( 1 ) vote on each motion at each annual general or special meeting of the Corporation, except the Chair who shall vote only in the case of a tie.  
All resolutions or motions arising at any meeting of the Corporation or of the
2. Board shall be decided by a majority of votes or, in the case of any tie, the Chair shall have the deciding vote.

## BYLAW NO. 5

### A bylaw in relation to the Directors of the Corporation.

#### Article I: Directors

1. The property and affairs of the Corporation shall be administered by a Board of Directors which consists of the following Executive Officers: President, Vice President (Men), Vice-President (Women), Secretary, Treasurer and Past President. The offices of the Secretary and Treasurer may be held by the same person.
2. The Board has the powers of the Corporation and may delegate any of its powers, duties and functions. Its powers, in addition to those in the bylaws, are as follows:
  - a) The Board may make policies, procedures and rules for managing the affairs of the Corporation;
  - b) The Board may make policies, procedures and rules relating to the discipline of members, and shall have the authority to discipline members accordingly;
  - c) The Board may make policies, procedures and rules relating to the management of disputes within the Corporation and shall have the authority to deal with all disputes accordingly;
  - d) The Board may establish committees, appoint members of committees, and delegate any of its powers, duties and functions to any committee;
  - e) The Board may appoint or employ such persons as it deems necessary to carry out the work of the Corporation;
  - f) The Board shall have the authority to interpret any work, term or phrase in the bylaws which is ambiguous, contradictory or unclear.
3. Any member of the Corporation who is sixteen (16) years of age or older shall be eligible to be elected an Executive Officer
4. The Executive Officers of the Corporation shall be elected by the members of the Corporation at the annual meeting, and shall serve until their successors are elected at the next annual meeting.
5. Any Executive Officer may withdraw from the Board of Directors by delivering a written resignation to the Secretary of the Corporation. The resignation shall become effective upon receipt by the Secretary.
6. If any Executive Officer resigns his or her position, the remaining Executive Officers shall make an interim appointment to fill the position until such a time as the appointment is ratified by a meeting of the membership.
7. The Board of Directors may remove, by special resolution, any Director before the end of their term of office and appoint another person in their position to complete the specified term of office

## Article II: Duties of Executive Officers

1. The **President** shall:
  - a) preside at meetings of the Corporation and of the Board;
  - b) provide leadership in executing the basic and specific objectives of the Corporation as outlined in the Bylaws;
  - c) be required to prepare an Annual Report which shall be delivered at the annual meetings of Squash PEI Inc. and Squash Canada;
  - d) communicate and cooperate with Squash Canada and other associations, liaise with the Provincial and Federal governments on behalf of Squash PEI, attend Squash Canada meetings;
  - e) have co-signing authority with the Treasurer .
2. The **Vice-President (Men)**, and the **Vice-President (Women)** shall:
  - a) preside at meetings in the absence of the President;
  - b) oversee and coordinate committees and coordinate annual reports;
  - c) assist the President in providing leadership as per these Bylaws;

The Vice-President (Men) shall be a male, and take a lead role in coordinating (Women) shall be a female and take a lead role in coordinating recruitment and retention initiatives specific to female athletes. For the purposes of encouraging continuity on the Board of Directors, it is recommended that one of the Vice-Presidents succeed into the position of President.
3. The **Secretary** shall :
  - a) give notice of all general and special meetings to all members in good standing of the Corporation;
  - b) attend all of the meetings of the Board and all other meetings of the Corporation;
  - c) perform all the duties usually required of a secretary including: taking minutes of all meetings and distributing a copy of these minutes to all Executive Officers, maintaining current records of membership, coordinating outgoing mail. and other related duties.
4. The **Treasurer** shall:
  - a) have custody of all the funds of the Corporation and shall make disbursements as directed by Executive Officers;
  - b) keep the accounts of the Corporation, receive all funds belonging to the Corporation and shall keep the same deposited in a chartered bank or trust company;
  - c) have co-signing authority with the President;
  - d) collect the fees payable by active members or other moneys and revenues accruing to the Corporation, and otherwise perform all duties pertaining to the office of a Treasurer;
  - e) render an accounting of all financial transactions at all meetings of the membership and meetings of the Board, and shall exhibit the books of the Corporation when called upon to do so.
5. The **Past President** shall:
  - a) carry out all duties assigned by the Board of Directors and act as advisor to the Board of Directors;
  - b) be a full voting member of the Board of Directors.



## **BYLAW NO. 6**

### **A bylaw In relation to the finances of the Corporation.**

#### **Article I: Fiscal year**

The fiscal year of the Corporation shall be the period from April 1 in any year to March 30 in the year following.

#### **Article II: Financial Statements**

The Executive shall properly prepare financial statements of the Corporation and present those statements to the members at the Annual Meeting. The Board of Directors may appoint an auditor at its discretion.

## **BYLAW NO. 7**

### **A bylaw in relation to amendments of these bylaws.**

The Bylaws may be amended, repealed, or added to by resolution of a 2/3 majority at the annual general meeting, or a special meeting called for that purpose, provided that a copy of the proposed amendment has been provided to all members at least fourteen ( 14 ) days prior to the date of the meeting at which the proposed amendment will be introduced.

## **BYLAW NO. 8**

### **A bylaw in relation to committees of the Corporation.**

#### **Article I: Committees**

1. The Board may established such committees as it deems necessary for managing the affairs of the Corporation .
2. The Board shall establish terms of reference and operating procedure for committees, and may delegate any of its powers, duties and functions to any committee.
3. The Board may appoint any individual to any committee and may remove any member of any committee.
4. When a vacancy occurs on any committee the Board may appoint a qualified individual to fill the vacancy for the remainder of the committee's term.

## **BYLAW NO. 9**

### **A bylaw in relation to conflicts of interest.**

A Director, Officer, or member of a committee who has 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 all requirements regarding conflict of interest.

## **BYLAW NO. 10**

### **A bylaw In relation to the signing authority of members of the Corporation.**

#### **Article I: Financial documents**

Money, cheques, drafts, or orders for the payment of money, notes, acceptances, and bills of exchange may be drawn, accepted, endorsed, and signed by the President and/or the Treasurer, or such officers, or person or persons whether or not officers of the Corporation, as the membership may from time to time subscribe.

#### **Article II: Other**

Contracts, documents, or any instruments in writing requiring the signature of the Corporation (except trade contracts made in the ordinary course of the Corporation's business) may be signed by the President and the Treasurer. All contracts, documents and other instruments in writing so signed shall be binding on the Corporation without any further authorization or formality. The Board of Directors shall have power from time to time, by resolution, to appoint any other officer or officers and/or directors on behalf of the Corporation to sign specific contracts, documents, or instruments in writing.

## **AMENDMENTS**

Bylaws established at the time of incorporation, July 11, 2000.

Bylaws reviewed and approval given to amend to allow for a second Vice-President by Annual General Meeting, May 31, 2007.

**Bylaws were reviewed, updated, and approved by the Board of Directors on July 23rd, 2019**