

# **EDMONTON SQUASH PLAYERS ASSOCIATION BYLAWS**

## **I. NAME**

The name of the association shall be 'Edmonton Squash Players Association', hereinafter referred to as 'ESPA', or the 'Association', or commonly known as the 'Edmonton Squash League'.

## **II. HEAD OFFICE**

The head office of the Association shall be located in or near the city of Edmonton, Alberta in a location prescribed by the Executives of the Association. The Executives may establish any other offices or agencies as deemed necessary or expedient.

## **III. MEMBERSHIP**

### **A. REQUIREMENTS**

1. Membership of the Association is valid from July 1<sup>st</sup> of each year to June 30<sup>th</sup> of the subsequent year and must be renewed annually.
2. Any individual who pay the membership fee in full and concurrently be a member in good standing of Squash Alberta shall be granted membership to the Association for that year.

### **B. RIGHTS**

Except as otherwise specified in this by-law, the rights, obligations, and privileges of each member in good standing are as follows:

1. The right to move, second, and speak to motions at any General Meeting or Special General Meeting.
2. The right to attend and upon recognition by the Chair, to speak to any motion, issue, or matter under consideration at a meeting of the Association.
3. The obligation to observe and comply with the by-laws, regulations, and policies of the Association.
4. The right to vote at any General Meeting or Special General Meeting of the Association.
5. The privilege of holding any elective office in the Association, subject to the election procedure specified herein.
6. The privilege of participating in any Association sponsored function or activity, including but not limited to the Edmonton Squash League upon payment of any required fees.

### **C. TERMINATION**

Any Member wishing to withdraw their membership may do so upon five days' notice in writing to the Association Executive delivered to the head office of the Association.

#### **D. SUSPENSION OR EXPULSION**

1. Any member, upon a majority vote of the Association Executive can be suspended from membership for any cause that the Association may, in its sole and unfettered discretion, deem reasonable without right of review.
2. Any Member upon two-thirds vote of membership present at a General Meeting can be expelled from the membership for any cause, which the Association may, in its sole and unfettered discretion, deem reasonable.
3. Any Member, who is subject for expulsion before a General Meeting of the Association shall be afforded an opportunity to be heard at that General Meeting.

#### **E. REINSTATEMENT**

1. The Association may reinstate a Member previously suspended upon a majority vote of Association Executive in favour of reinstatement.
2. A Member under expulsion may be reinstated on a two-thirds vote of membership present at a General meeting.

### **IV. ASSOCIATION MANAGEMENT**

The affairs of the Association, except insofar as delegation of such power are prohibited by statute or by any provision of the by-laws of the Association, shall be managed by the Executive Committee.

#### **A. EXECUTIVE COMMITTEE**

1. The Executive Committee consists of six voting members, President, Vice-President Operations, Vice-President League, Vice-President Technical, Vice-President Finance, Secretary, and one non-voting member, Director to Squash Alberta. The Past President shall be an ex officio member with no voting rights.
2. Every position of the Executive Committee is a volunteer position. The Association has no obligation, under any circumstances, to remunerate any member of the Executive Committee for services provided to the Association that relate to the fulfilment of the responsibilities of the office held by the Executive Committee member.
3. Each Executive Committee office has a two-year term expiring on the date of the AGM of the affected year. The positions of President, VP Operations, and Secretary will be filled in even years, while the positions of VP Technical, VP League, VP Finance, and Director to Squash Alberta will be filled in odd years.
4. Any Association member in good standing at the time of an AGM may be elected for an Executive Committee position by majority vote during the same AGM. If no nominations are received for a position at an AGM, or if an Executive member resigns mid-term, this vacancy may be filled by majority vote of the Executive Committee at any Executive Meeting of the Association. Any person so appointed or elected to fill a vacancy shall fill such vacancy until the expiry date of the incumbent's term of office.
5. A person elected to a position within the Executive Committee assumes that position if he/she were present at the meeting when being elected, and did not refuse the appointment. The person may also be elected to an Executive Committee position if he/she were not present at the meeting but consented to the nomination in writing before the election.

6. No individual may hold more than one voting office of the Executive Committee at the same time.
7. Any member of the Executive Committee may be removed from his/her office by a two-thirds majority vote at any Executive Committee meeting or Annual General Meeting.

## **B. GENERAL RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

1. To bear ultimate responsibility for planning, budgeting, and execution of programs or projects of the Association in manners that are compliant to the bylaws of the Association.
2. To act as required, where the committees function relates to the position of the Executive in question.
3. The responsibility for financial signing authority on behalf of the Association lies with the President or VP Finance and any one other Executive Committee member.
4. The Association Executive Committee may from time to time, by resolution, establish committees of an ad hoc nature or standing nature, as deemed necessary, and may delegate powers to these committees other than those required by statute or by this by-law.

## **C. RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE OFFICES**

1. President
  - i) Responsible for the overall Association management.
  - ii) Responsible for producing an annual report to the Registrar of Corporations, and other related Association regulatory documentation that may be required.
  - iii) Responsible for calling all meetings of the Association – Executive Committee meetings, Annual General Meetings, and Special General Meetings.
2. VP Finance
  - i) Take overall responsibility for the book-keeping function of the Association.
  - ii) Assist in the preparation of annual regulatory reporting.
3. VP Operations
  - i) Chair any tournament committee that may be required.
  - ii) Chair the Banquet Committee, and take ultimate responsibility for the execution and management of the same.
4. VP League
  - i) Take overall responsibility for the management of the Edmonton Squash League, including scheduling, registration and statistics.
  - ii) Take overall responsibility for the drafting and implementation of any rule changes of the Edmonton Squash League.
  - iii) Provide the official interpretation of any league rules as required.
5. VP Technical
  - i) Take overall responsibility for the implementation of coaching and officiating clinics

that may be undertaken by the Association.

6. Secretary

- i) Take detailed minutes of every meeting of the Association.
- ii) Provide copies of these minutes to all Association Executive prior to the next Executive Meeting for approval by the Association Executive.
- iii) Ensure that Association documents and records are kept in an orderly fashion.
- iv) Ensure proper notice for all meetings is established.

7. Director to Squash Alberta

- i) To attend all Squash Alberta meetings as specified by Squash Alberta's by-laws and to report proceedings of the same to the Association Executive Committee.
- ii) To report to Squash Alberta the activities, progress, and state of affairs of the Association as deemed appropriate by Association Executive. These reports must be approved by Association Executive prior to the delivery of same to Squash Alberta.
- iii) To participate in the management of the Association as requested by Association Executive.

**V. MEETINGS OF THE ASSOCIATION**

Meetings of the Association shall consist of General (Annual and Special), and Executive Committee.

Reasonable effort will be made to notify participants of upcoming meetings. No error or omission in giving notice to any Association member or Executive Committee member shall invalidate, or make void any proceedings or decisions made at any meeting.

The Chairman of a meeting shall be the President of the Association. In the absence of the President, the Vice Presidents shall act on his/her behalf in the following order: VP League, VP Finance, VP Operations, VP Technical, Secretary, and Directors to Squash Alberta as Chairman. If no member of the Executive Committee is present then the voting delegates present shall choose one from their own number to act as Chairman.

Notice for Annual or Special General Meetings shall be in the form of a notice posted in each participating Club's premises in plain view of all Association Members and/or a notice sent via e-mail to all Association members at least one month prior to the date of the meeting. Such notice shall list time, date, venue, and a brief description of business to be covered at that meeting.

**A. ANNUAL GENERAL MEETING**

The Annual General Meeting of the Association shall be held in the months of May or June in Edmonton at such a time and place as may be fixed by the Association Executive Committee.

The order of business at the Annual General Meeting shall be:

1. Call to order.
2. Establishment of quorum, receipts of appointments of proxies, and confirmation of

voting rights.

3. Declaration that the meeting is duly constituted for transaction of business.
4. Adoption of agenda.
5. Adoption of minutes of previous general meeting.
6. Reports of Association Executive Officers and Director to Squash Alberta.
7. Approval of financial statement for previous fiscal year, and a report from auditors concerning same.
8. Appointment of auditors for the current fiscal year.
9. Presentation of plan and budget.
10. Ratification and confirmation of acts of Association Executive.
11. Ratification of membership fees for upcoming year.
12. Business arising from minutes of previous Annual General Meeting.
13. Acceptance of nominations for Association Executive and Director to Squash Alberta, and voting on the same.
14. Other business.
15. Adjournment.

#### **B. SPECIAL GENERAL MEETING**

A Special General Meeting of the Association may be called by the President, any member of the Association Executive Committee, or by means of a bona fide written demand for the same from at least twenty-five percent of the voting members of the Association, stating the same or similar cause for convening such a Special General Meeting. This meeting shall be held upon due notice to the membership at such a time and place as selected by the Association Executive Committee.

A notice stating the place, time, and date of a Special General Meeting and the nature of the business to be transacted shall be posted in plain view at all participating Clubs' premises and/or sent via e-mails to all Association members at least one month prior to the meeting taking place.

Only business stated on the agenda will be undertaken at a Special General Meeting unless a unanimous vote of approval for the addition of new business is given by those voting members present at the meeting.

#### **C. EXECUTIVE COMMITTEE MEETING**

Meetings of the Executive Committee are to be held monthly or as often as the President deems necessary.

Executive Committee meetings should include all members of the Executive Committee, the Association Past President, the Director to Squash Alberta, and any others deemed appropriate by the Executive Committee for attendance.

## **VI. VOTING**

### **A. GENERAL MEETING**

1. Voting rights shall be based on memberships as of the date of the Annual General Meeting, or in the case of a Special General Meeting, the last Annual General Meeting.
2. Each active member has the right to one vote on any issue requiring such procedure at a General Meeting.
3. In the event that an Association Member is not in attendance, that member's voting rights can be exercised by proxy. A member can appoint another active Association member to vote on his/her behalf, provided that written appointment of such proxy is delivered to the Secretary of the Association prior to the determination of voting rights at that meeting.
4. At any General Meeting, every question shall be decided by a show of hands unless a poll is demanded.
5. Notwithstanding, section 3 above, the Chairman of a General Meeting does not have voting rights except in the event of a tie vote, in which case the Chairman will cast the deciding vote.
6. At any General or Special General Meeting of the Association, fifteen (15) voting Members of the Association must be represented either by their presence or by their duly completed and registered proxy in order constitute a quorum.

### **B. EXECUTIVE COMMITTEE MEETING**

1. Each member of the Executive Committee is entitled to one vote, except for the Director to Squash Alberta and the Past President who have no voting rights.
2. Questions arising at any meeting shall be decided by a majority of votes cast by a show of hands, with the exception of any motion to remove an Executive Committee member from his/her office where a two-thirds majority is required.
3. There is no provision for proxy of any sort.
4. The Chairman may not vote on any motion that does not involve the removal of an Executive Committee member from his/her office except in the event of a tie, in which case the Chairman may cast the deciding vote. The Chairman may vote freely on any motion to remove an Executive Committee member from his/her office.
5. At any Executive Committee Meeting, four out of the six Executive Officers with voting rights must be present in order to constitute a quorum.

## **VII. LIABILITY OF EXECUTIVE COMMITTEE**

No Executive Officer of the Association shall be liable for the acts, receipts, neglects, or defaults of any other Officer or Association Member for any loss, damage, or expense sustained by the Association, through the insufficiency or deficiency of any security in or upon which monies of the Association shall be placed.

Any person acting in his/her official capacity as an Officer or agent of the Association who has undertaken any liability on behalf of the Association shall, from time to time and without reasonable delay, be respectively indemnified out of the funds of the Association from and against:

1. 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 such liability; and
2. 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 Executive Committee.

### **VIII. FEES, DUES, AND ASSESSMENTS**

Fees, dues, and assessments to be paid to the Association as incident of membership shall be determined by the Executive Committee and confirmed at an Annual General Meeting of Association Members. Fees, dues, and assessments so determined shall be in effect for the class of membership or program to which it relates for a fiscal year of the Association. Fees are non-refundable.

### **IX. FINANCIAL AFFAIRS OF THE ASSOCIATION**

- A. The fiscal year of the Association shall commence on the first day of June of each year, and shall end on the thirty-first day of May of the following year.
- B. The financial books, accounts, and records of the Association with respect to a fiscal year shall be audited within 180 days of the end of that fiscal year by a duly qualified accountant, or by two Members of the Association appointed for that purpose at an Executive Committee Meeting. If Members of the Association are chosen to perform the audit, they cannot also be Members of the Executive Committee or Director to Squash Alberta.
- C. A complete and proper statement of the standings of the books from the previous fiscal year shall be submitted by the chosen auditor at the Annual General Meeting of the Association.
- D. The banking business of the Association shall be transacted with such financial institutions as the Executive Committee designates by a resolution at an Executive meeting.
- E. No committee or Officer of the Association except the VP Finance together with the President may establish and maintain a bank account on behalf of the Association.
- F. Any Association member in good standing may inspect the financial records of the Association. A request for inspection must be submitted in writing, in physical or electronic format, to the Executive Committee. The Executive Committee has 10 business days from the date of the receipt of the request to provide the requestor any requested financial documents of the Association that are in electronic form. The Executive Committee also has 10 business days from the date of the receipt of the request for any financial documents of the Association that are not in electronic form to arrange with the requestor a mutually agreeable fashion for the requestor to review the original documents or to receive a copy of the requested documents.
- G. For the purpose of carrying out its objects, the Association may borrow or raise funds in such manner as it may see fit.

## **X. GENERAL MATTERS AND INTERPRETATION**

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 Bourinot's Rules of Order.

## **XI. DISSOLUTION**

In the event that the Association is to be dissolved, the Executive Committee's responsibilities prior to the dissolution of the Association are:

1. Liquidate all assets of the Association.
2. Make payment to or provision for all of the Association's debts and liabilities.
3. Select a charity to which to donate any remaining funds after all debts and liabilities of the Association have been cleared.
4. Prepare the final financial documents of the Association and have them audited by a duly qualified accountant or by two members of the Association appointed for that purpose.
5. Report and file all necessary paperwork with the Registrar of Corporations of the Province of Alberta to complete the dissolution of the Association.

## **XII. AMENDMENT OF BY-LAW**

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, alteration and/or addition, shall go into effect until it has been registered by the Registrar of Corporations of the Province of Alberta.

## **XIII. INVALIDITY OF ANY PROVISIONS OF BY-LAW**

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.