



**SQUASH** NEWFOUNDLAND  
and LABRADOR

**CONSTITUTION**

**Letters Patent  
and  
By-Laws**

**November 2020**

# SQUASH NEWFOUNDLAND AND LABRADOR INC.

## LETTERS PATENT

### 1. **Article 1 - NAME**

The name of the Association shall be Squash Newfoundland and Labrador Inc., hereinafter referred to as “Squash NL” or the “Association”.

### 2. **Article 2 - VISION, MISSION, VALUES and OBJECTIVES**

#### 2.1 Vision

Squash NL’s vision is to promote the game of squash while emphasizing the competitive and social elements of the game and protecting the integrity of the sport throughout the Province of Newfoundland and Labrador.

#### 2.2 Mission

Squash NL will provide leadership through fair and ethical means to expand and enhance opportunities for Newfoundlanders and Labradoreans to participate and excel in squash.

#### 2.3 Values

Squash NL is an organization which is centered around the player, and values Excellence, Sportsmanship, Collaboration, Innovation, Fairness, Integrity, and Respect.

#### 2.4 Objectives

- a) To provide quality services to existing players and increase the number of people playing squash in Newfoundland and Labrador and to provide quality services by which senior and junior players can achieve their potential.
- b) To make Squash NL financially independent, free from reliance on any single source of income, in order to deliver key services and programs.

- c) To enhance the image of squash through general promotion.
- d) To build the Human Resource Capacity necessary for Squash NL to achieve its goals.

**3. Article 3 - DISSOLUTION**

Should the Association wind up its affairs, dissolve, go into liquidation or surrender its charter, its assets, after payment of or provision for its liabilities, shall be delivered to one or more registered amateur athletic organizations in Newfoundland and Labrador or to one or more charitable organizations in Newfoundland and Labrador as determined by the Board of Directors or Executive. It is expressly provided that no part of the income or assets of the Association shall be payable to or otherwise available for the personal benefit of any Director or Participant of the Association.

## SQUASH NEWFOUNDLAND AND LABRADOR INC. BY-LAWS

### 1. **Article 1 - MEMBERSHIP**

- 1.1 People who have paid their annual membership fees shall be considered members of Squash NL. Except for Club Associate members, they shall have the right to vote at General Meetings of the Association as specified below. The Board, at its discretion, may sanction Clubs as Members, with Club representatives who have paid their annual membership fees able to become a Club Associate (non playing or Coaching) member. Club Associate members do not have to be ordinary residents of Newfoundland & Labrador and do not have voting rights.
- 1.2 At any General Meeting of the Association each Member in good standing (defined as having all membership dues fully paid as prescribed by the Association) except Club Associate members shall be entitled to voting rights.
- 1.3 Junior player members, those who are 18 years of age and under , shall have a parent or guardian to represent his/her interest. The representative of each junior player shall be entitled to one vote at all meetings of the members of Squash NL. For clarity, if the same representative is identified for more than one junior player, the representative shall have a vote for each junior player.
- 1.4 Each Member in good standing shall have the right to appoint an authorized delegate or designated alternate to vote on behalf of the Member and carry the voting rights of that Member (e.g. a proxy).
- 1.5 All matters related to the discipline of a Member shall be in accordance with the Association's policy.
- 1.6 Any Member may withdraw from the Association by delivering to the Secretary of the Board of Directors of the Association a written resignation. Such resignation shall not absolve the Member from any previous liability for fees or otherwise to the Association. Withdrawal becomes effective upon receipt of such written resignation by the Association.

### 2. **Article 2 - BOARD OF DIRECTORS**

- 2.1 The Board of Directors of the Association hereinafter is referred to as the "Board".

- 2.1.1 The Board is comprised of the Executive Officers (minimum of 6) of the Association.
  - 2.1.2 The immediate Past President shall be an ex-officio member of the Board.
- 2.2 The Board manages or supervises the management of the business of the Association between General Meetings.
- 2.3 The Board may administer the affairs of the Association in all things and may make or cause to be made for the Association, in its name, any contract which the Association may lawfully enter into and generally may exercise all such powers and do such other acts and things as the Association is by its charter or otherwise entitled to exercise and do.
  - 2.3.1 The Board may make policies and procedures relating to discipline, and shall have the authority to discipline members in accordance with such policy and procedures.
  - 2.3.2 The Board may make policies and procedures relating to how disputes within Squash NL shall be managed, and all such disputes shall be dealt with in accordance with such policies and procedures.
- 2.4 Each member of the Board shall be entitled to one vote except the President who serves as Chair and shall cast a vote only in the event of a tie. Ex-officio members are non-voting members.
- 2.5 The Board will meet at least four times per year. The location of the meeting will be in the Province at a time and place determined by the Board. Notice of such meeting shall be given in writing by ordinary mail, electronic mail, or facsimile at least seven (7) days prior to such meeting unless members agree to a shorter notice period. A director may, where all the directors of the corporation consent, participate in a meeting of directors or of a committee of directors by telephone, electronic means or other method of communication that permits all participants to communicate with each other during the meeting. A director participating in a meeting by telephone, electronic means or other method of communication is considered to be present at the meeting. The directors may determine that a meeting of directors or of a committee of directors shall be held entirely by telephone, electronic means or other method of communication that permits all participants to communicate with each other during the meeting. A meeting held electronically shall be considered to be held at the place where the registered office of the corporation is located.

- 2.6 All decisions of the Board shall require a simple majority of the voting members. A quorum shall consist of at least three (3) voting members of the Board. A vote may be cast in person, by mail ballot, by electronic mail or by teleconference.
- 2.7 The term of office of each Board member is for two (2) years with limits to the number of terms as per Article 3.3.
- 2.8 Board members shall serve without remuneration.
- 2.9 The position of a Board member shall be automatically vacated:
- 2.9.1 if he/she shall resign the office by delivering a written resignation to the President of the Association;
- 2.9.2 if he/she is found to be of unsound mind;
- 2.9.3 if he/she ceases to be ordinarily a resident in the Province;
- 2.9.4 if, at a General Meeting of the Association, a resolution that he/she be removed from office is passed by a three-quarters (3/4) majority vote.

Provided that, if any vacancy shall occur for any reason, the Board may make a temporary appointment until such time as the vacancy shall be filled by an election.

- 2.10 The Members nominate the Executive Officers of the Association for approval by the Members at an Annual General Meeting. Elections for each Executive Officer position shall be made by ballot and a simple majority of the votes cast shall be necessary to elect.
- 2.11 Every Board member and his/her heirs, executors and administrators and estate of such Board member respectively, shall at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expense whatsoever which such Board sustains or is brought, commenced or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them or any Board member, or any acts of omission by them, or Board members in or about the execution of the duties of their office, except such costs, charges or expenses as occasioned by their own willful neglect or default.
- 2.12 Conference Call - Board Members

Where the majority of Board members have consented thereto, any Board member may participate in a meeting of the Board by means of a conference telephone or other means of communication that permits all persons present at the meeting to communicate simultaneously and hear each other.

### **3. Article 3 - EXECUTIVE OFFICERS**

3.1 The Board of the Association shall be: President, First Vice-President, Second Vice-President, Regional Director, Secretary, Treasurer, two Directors without Portfolio and other Officers as named from time to time. The immediate Past President is an ex-officio non-voting member. Removal of an officer may be done upon a three-quarters (3/4) majority vote at a General Meeting. There will be no remuneration for any officers.

3.2 The Executive Officers are hereinafter referred to as the “Board”.

3.3 The term of any executive officer is up to two (2) years or until such time as a replacement is elected or appointed beginning on the day of their election. Individuals can serve a maximum of eight (8) consecutive years in any one Executive position; a maximum of ten (10) consecutive years on the Board. . When the President’s position is vacated, the President shall become Past President, the First Vice-President shall become President and the Second Vice-President shall become First Vice-President.

#### **3.4 President**

The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Board and General Meetings. The President shall, ex-officio, be a member of all Committees of the Association and ensure that the Officers and Committees perform their respective duties. Any duty not specifically assigned to another Executive Officer shall be the responsibility of the President to perform or assign. The President, or person delegated by the President, shall act as the official representative of Squash NL in all relevant matters. The President shall report regularly to the Board and its membership.

#### **3.5 Vice-President**

The Vice-Presidents shall be responsible to work closely with the President. The First Vice-President and Second Vice-President shall be responsible for the junior and senior programs. One shall take

responsibility for the junior program; the other shall take responsibility for the senior program. Responsibility for the junior program shall include the setting of junior tournaments, holding development camps for junior players, oversight of the Canada Games process and anything associated with junior players. Responsibility for the senior program shall include the setting of senior tournaments, holding development camps for senior players who are interested in improving their ability to play squash, selecting senior teams to represent the province in regional or national competitions and anything associated with the senior program. The Vice-Presidents shall report regularly to the Board and its membership.

### 3.6 Treasurer

The Treasurer shall have charge of the finances of the Association. He/she shall deposit all monies and other valuable effects of the Association in the name and to the credit of the Association in banks or other depositories as the Board may from time to time designate by resolution, and shall render to the Board, whenever directed by the Board, an account of the financial condition of the Association and of all of their transactions. As soon as possible after the close of each fiscal year he/she shall make and submit to the Annual General Meeting a financial report for such fiscal year. The Treasurer shall have charge and custody of and be responsible for the keeping of the books of account of the Association.

### 3.6 Secretary

The Secretary shall have charge of the records and minutes of the Association. He/she shall be responsible to keep a record of all meetings of the Board. He/she shall distribute minutes to all members of the Board within 5 working days from the date of the meeting. He/she shall be responsible to send a copy of the Agenda to all members of the Board before each meeting. He/she shall be responsible to maintain membership records for the Association.

### 3.7 Regional Director

A Regional Director shall be elected from members who live outside the Avalon Peninsula. This person shall be responsible to represent the interests of the squash community living in the province outside of the Avalon peninsula. He/she shall look to promote squash and focus on the growth of the sport in communities outside of the Avalon peninsula. He/she shall regularly report to the Board on matters that stymie the development of squash outside of the Avalon peninsula.



3.8 Positions without Portfolio

There shall be a minimum of two (2) and a maximum of four (4) positions elected without portfolio. These positions will be designated to cover important roles not covered by another position. For example, this could include a focus on membership, promotion, web services or any service that may not be receiving appropriate attention under the existing format of the Board.

3.9 In the absence of the President

In the absence of the President, the First Vice-President shall perform the duties of the office of the President, until such time as the President resumes his/her duties. In case of resignation of the President, the First Vice-President shall perform the duties of the President until an election takes place at the next meeting.

3.10 Signing Authority

Any two (2) of the President, First Vice-President, Second Vice-President, Regional Director, Treasurer or Secretary shall be authorized to sign cheques, contracts, leases, mortgages, and similar documents.

**4. Article 4 - EMPLOYEES OF THE ASSOCIATION**

4.1 The Association may employ (assuming appropriate funding is available) such individuals as are necessary to conduct the affairs of the Association.

4.2 Employees may include an Executive Director, and/or other staff as determined by the needs of the Association.

4.3 Executive Director

An Executive Director shall be an employee who performs those duties required of him/her by the President or Board of the Association and will act as Chief Operating Officer and General Manager of the Association.

**5. Article 5 - GENERAL MEETINGS OF MEMBERS**

5.1 Annual General Meeting

5.1.1 Time and Place

The Annual General Meeting of the Association shall be held in the Province no later than six (6) months after the end of the previous fiscal year, at a time and place to be selected and approved at the previous Annual General Meeting. With the consent of the Board, a member may participate in an Annual General Meeting by telephone, electronic means or other method of communication that permits all participants to communicate with each other during the meeting. A Member participating in a meeting by telephone, electronic means or other method of communication is considered to be present at the meeting. The directors may determine that an Annual General Meeting shall be held entirely by telephone, electronic means or other method of communication that permits all participants to communicate with each other during the meeting. A meeting held electronically shall be considered to be held at the place where the registered office of the corporation is located.

5.1.2 Notice

Notice of the Annual General Meeting accompanied by an agenda, proxy form and supporting documentation shall be given in writing by ordinary mail, electronic communications such as mail, website and/or social media, or facsimile to all Members at least thirty (30) days prior to the date of such meeting.

5.1.3 Items of Business

The items of business at the Annual General Meeting of the Association may include:

- a) Call to order;
- b) Roll call and confirmation of voting rights and regular proxies;
- c) Approval of the Agenda;
- d) Presentation and approval of Minutes of the previous Annual General Meeting and of any intervening Special General Meeting, and consideration of any matters arising there from;
- e) Presentation of reports of Executive Officers;
- f) Presentation of Committee reports;
- g) Presentation of financial reports;
- h) Presentation of the Squash NL Strategic Plan;
- i) Ratification of the actions of the Board of Directors;
- j) Nominations and resignations;
- k) Elections;
- l) Correspondence;
- m) New business;
- n) Appointment of Auditor; and
- o) Adjournment.

The order will be pre-determined by the Board and approved at the Annual General Meeting.

## 5.2 Special General Meetings

The President, First Vice-President, Second Vice-President or any combination of six (6) Members, upon notice in writing to the Board, may call a Special General Meeting of the Association which shall be convened within thirty (30) days of receipt of such notice. The Secretary shall give notice to Members at least fifteen (15) days prior to the date of such meeting, together with a list of items of business to be discussed thereat. Notice of such meeting shall contain enough information to allow Members to make a reasoned decision and contain a proxy form. The time and place of such meeting shall be determined by the Board.

## 5.3 Quorum

At all Annual and Special General Meetings of the Association, the presence of 10 Members of the Association shall constitute a quorum.

## 5.4 Voting by Proxy

Voting by proxy shall be permitted at Annual and Special General Meetings of the Association. For Members, a proxy holder must be a Member in good standing as defined in Article 1.1. The proxy shall be deposited with the Secretary of the Association with sufficient appointment in writing from his/her constituent, prior to the determination of voting rights at such meeting.

#### 5.5 Voting at General Meetings

5.5.1 At all General Meetings of the Association, every question must be decided by a simple majority of votes present in person or represented by proxy, unless otherwise required by the By-Laws of the Association or by Law.

5.5.2 Each question shall be decided by a show of hands except as otherwise required by these By-Laws unless a secret ballot be demanded by any Member or proxy. Unless a secret ballot be demanded, a declaration by the Chair that a resolution has been carried or not and an entry to that effect in the Minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. If there is no representative of a Member in good standing present in person or represented by proxy, the vote entitlement of that Member shall not be considered when determining the total votes present at such meeting.

5.5.3 A Member who abstains from voting shall nevertheless be included in computing a quorum of Members present at the meeting. For purposes of computing any majority requirement in respect of a particular matter, an abstaining vote shall be a non-vote.

### 6. Article 6 - DISCIPLINE OF PARTICIPANTS AND ATHLETES

6.1 A "Participant" is a person who participates in activities of the Association, or any of its Members.

6.2 The Board shall have the power to determine whether or not a person qualifies as a Participant and shall, upon request by such a person, advise them in writing the reasons for their decisions.

6.3 All matters relating to the disciplining of a Participant shall be in accordance with Squash NL policy.

6.4 All matters relating to the disciplining of an Athlete shall be in accordance with Squash NL policy.

- 6.5 Matters relating to the participation of a Participant shall be governed by the Squash NL "Conflict of Interest Guidelines".

**7. Article 7 - FISCAL YEAR AND REVIEW**

- 7.1 The fiscal year end of the Association shall be the thirty-first (31) day of August in each year.
- 7.2 At each Annual General Meeting, a person to review the accounts of Squash NL shall be appointed to hold office until the next Annual General Meeting or until the appointment of his/her or their successor or successors. Within one (1) month of the end of each fiscal year, such person shall review the accounts and any financial statements of the Association, relating to that fiscal year and shall report therein to the Members assembled at the Annual General Meeting.

**8. Article 8 - BORROWING BY-LAW**

The Board may from time to time:

- 8.1 borrow money upon the credit of the Association;
- 8.2 limit or increase the amount to be borrowed;
- 8.3 issue debentures or other securities of the Association;
- 8.4 pledge or sell such debentures or other securities for such sum and at such prices as may be deemed expedient; and
- 8.5 mortgage, hypothecate, charge or pledge all or any of the real and personal, movable and immovable property, undertaking and rights of the Association present and future, to secure any such debentures or other liabilities of the Association.

**9. Article 9 - OFFICIAL SEAL**

- 9.1 The Corporate Seal of the Association shall be such as the Board Officers may from time to time approve, and shall be retained at the Head Office of the Association.

**10. Article 10 - HEAD OFFICE**

10.1 The Head Office of the Association shall be situated in the Province of Newfoundland and Labrador at such place therein as the Board shall from time to time determine.

**11. Article 11 - ENACTMENT, REPEAL AND AMENDMENT OF THE CONSTITUTION OR BY-LAWS**

11.1 Proposed amendments to the Constitution or By-Laws shall be delivered in writing to the Secretary before the General Meeting at which they are to be considered. Copies of such amendments shall be available to each Member and each member of the Board at least thirty (30) days prior to the date of such Meeting.

**12. Article 12 - PROCEDURE AT MEETINGS**

The rules contained in the *New Roberts Rules of Order* by Mary A. De Vries shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws of the Association.

**DATED** at St. John's, Newfoundland and Labrador this 29th day of November, 2020 A.D..

Signature

Print Name

Community

**WITNESSED** by:

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name

\_\_\_\_\_  
Date (DD/MM/YY)