**Squash Nova Scotia Association**

Registry of Joint Stocks Number: 2005672

The following amendments to the constitution and Bylaws of the Society were approved via SPECIAL RESOLUTION presented to the Annual General Meeting of the society on the 5th day of June 2018 to address changes in governance being proposed by the directors and changes in the form of bylaws implemented by the registry of joint stocks in 2015.

President Vice-President**Constitution**

1. The name of the Society is Squash Nova Scotia Association
2. On a volunteer and non-profit basis, the objectives of the society are:
	1. To promote and develop the sport of squash, on both a recreational and competitive basis within the province;
	2. To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society;
	3. To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society;
	4. Provided that:
		1. The Society shall not carry on any trade, industry, or business;
		2. All funds shall be used solely for the purposes of the Society and the promotion of its objects;
	5. Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to non-pro­fit organization in Canada having objects similar to those of the society.
3. The society shall be incorporated under the Societies Act of the Statutes of the Province of Nova Scotia and shall be subject to the provisions of this Act.
4. The activities of the Society are to be carried on in the province of Nova Scotia.
5. The Registered office of the Society is located at:

5516 Spring Garden Road

4th Floor

Halifax, NS B3J 1G6

**Bylaws for the Squash Nova Scotia Association**

**Definitions**

1. In these by-laws:
	1. “Society” means Squash Nova Scotia Association
	2. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
	3. “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**Membership Rights and Responsibilities**

1. The Society is ultimately accountable to the members of the Society.
2. Every member is entitled to attend any members’ meeting of the Society.
3. Every member may vote at any members’ meeting of the Society.
4. Any member of legal age, or with their guardian’s written consent, is entitled to hold any office.
5. Membership in the Society shall consist of:
	1. those who support the objects of the Society, and
	2. who reside in the province of Nova Scotia, and
	3. who have paid an annual fee in an amount to be determined by the Society, and
	4. whose name and address is written in the Register of Members by the secretary,
6. Membership in the Society is not transferable.
7. Upon payment of dues membership is valid for 365 days.
8. Membership in the Society shall cease:
	1. upon death, or
	2. if the member resigns by written notice to the Society, or
	3. if the member ceases to qualify for membership in accordance with these by-laws, or
	4. if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member’s membership in the Society has been terminated.
9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the society shall be paid to or be available for the personal benefit of any member.

**Member’s Meetings**

1. Every member, subject to by-law 6, shall have one vote and no more on any issue presented to the members and there shall be not be proxy voting.
2. A general or special meeting of the members may be held at any time and shall be called:
	1. if requested by the chair, or
	2. if requested by a majority of the directors, or
	3. if requested in writing by 25% of the members.
3. Notice to members is required for general or special meetings. The notice must:
	1. specify the date, place and time of the meeting,
	2. be given to the members seven (7) days prior to the meeting,
	3. be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
	4. specify the nature of business, such as the intention to propose a special resolution, and
	5. the non-receipt of notice by any member shall not invalidate the proceedings.
4. An annual general meeting shall be held within three months after every fiscal year end and notice is required pursuant to article 13.
5. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
	1. minutes of the previous annual general meeting,
	2. consideration of the annual report of the directors,
	3. consideration of the annual financial report of the Society,
	4. consideration of the membership classes and annual dues for each proposed by the board,
	5. the appointment of auditors for the ensuing year, and
	6. election of directors.
6. Nominations for available directors positions shall come from the nominating committee or any member in good standing of SNS.
7. The nominating committee shall be comprised of the President, Vice President and Past President.
8. Quorum shall consist of the members present for meetings convened pursuant to by-law 12(a) or 12(b). For meetings convened pursuant to by-law 12(c), quorum shall consist of 30% of members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
	1. If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
	2. If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
9. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members’ meetings.
10. To reach decisions the board requires a motion to be proposed, and seconded. 50% plus one votes are required to carry a motion.
11. Where there is an equality of votes the Chair shall have a casting vote in addition to the vote he/she has as a member.
12. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
13. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

**Directors**

1. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.
2. The number of directors shall be (not less than 5). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
3. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two-year terms, with one half of the directors elected each year.
4. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.
5. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
6. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration. The General Manager is an ex-officio member of the Board of Directors.
7. The directors may appoint an executive committee and other committees as they see fit.
8. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
	1. upon nomination, and
	2. if serving as a director, when the possibility of a conflict is realized.
9. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

**Directors’ Meetings**

1. The board of directors shall meet as often as the business of the society may require but not less than six times each year at the call of the President.
2. A meeting of the board of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must meet the requirements of article 13.
3. Notice can be waived for board meetings with the unanimous approval of the Board.
4. Quorum shall consist of 50% plus one of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
5. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
6. To reach decisions the board requires a motion to be proposed, and seconded. 50% plus one votes are required to carry a motion.
7. At directors’ meetings, where there is an equality of votes the Chair shall have a casting vote in addition to the vote he/she has as a member. There shall be no proxy votes.
8. The board can conduct business outside of meetings secretarially on any issue proposed by receiving the approval of the board members electronically.
9. The board of directors shall have sole control of the assets of the society.
10. The board shall have to power to deal with all matters of administration and management relating to squash that may arise between Annual General Meetings.

**Officers**

1. The officers shall be elected by the members and shall be a President, a Vice-President, a Corporate Secretary, and a Treasurer. The offices of Treasurer and Corporate Secretary may be combined.
2. The previous President shall hold the ex-officio office of Past President and act as an advisor to the President and the Board.
3. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors, including being responsible for the oversight of Governance and Policy development, Succession Planning, the operation of the society, Liaison with the province, the public, Clubs, Squash Canada and Provincial and Territorial Associations for Squash.
4. One of the officers shall be the Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so. The Vice-President is also responsible for the operation of the Support for Squash Program.
5. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
	1. have responsibility for the preparation and custody of all books and records including:
		1. the minutes of members’ meetings,
		2. the minutes of directors’ meetings,
		3. the register of members, and
		4. filing the annual requirements with the office of the Registrar, and
	2. have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
	3. file with the Registrar:
		1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
		2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
	4. have other duties as assigned by the board.
6. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.
7. The Provincial Sport Organization Administrative Coordinator for Squash acts as the Recording Secretary, responsible for taking minutes of all board and members’ meetings, and supports the board in its work.
8. In addition to the officers mandated by the Registrar identified in article 37, the society shall elect:
	1. A Director of:
		1. Competitive Programming – Who oversees the operations of SNS tournaments and leagues; the sanctioning of tournaments and leagues run by clubs or individuals; and the development and support of High Performance Athletes and the selection of individuals and teams representing NS in regional, national and international competition.
		2. Developmental Programming – Who oversees the development and maintenance of programs supporting the development of Players, Coaches, Officials and Club executives,
		3. Communications and Advocacy – Who oversees the Marketing, Communications and Club liaison functions of SNS including campaign development, media relations, communications with members and advocating for the sport, and
		4. Membership and Volunteer Development – Who oversees programs for Membership and Volunteer development including recruitment, developing membership tiers and benefits and volunteer recruitment, orientation and coordination.
		5. Nova Scotia Performance Pathways Initiative – Who operates the NSPPI Program and its budget.
	2. A number of Directors at Large equal to the number of Directors whose term is set to expire in the following year and to the requirement to undertake special projects – Directors at Large typically understudy the Directors whose terms will be up for renewal in the coming year, or undertake a special project for the board.
9. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

**Finance**

1. The fiscal year end of the Society shall be the last day of the month of March annually.
2. The board shall appoint a financial institution to perform the day to day banking functions of the society.
3. Cheques drawn on the bank account of the society must be signed by two designated signing officers.
4. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
	1. a balance sheet showing its assets, liabilities and equity, and
	2. a statement of its income and expenditure in the preceding fiscal year.
5. A copy of the financial report shall be signed by the auditor or by two directors.
6. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
7. An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
8. The Society may only borrow money as approved by a special resolution of the members.
9. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week’s notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
10. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
11. The Society shall not make loans, guarantee loans or advance funds to any director.