

RACQUETBALL CANADA

BYLAWS

ARTICLE 1: DEFINITIONS

In these bylaws unless otherwise indicated, the following words and phrases shall have the meaning so defined:

- a) **Act** – the Canada Not-for-Profit Corporations Act S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b) **Annual Meeting**- the annual meeting of Members;
- c) **Articles** – the restated articles of continuance of the Corporation;
- d) **Auditor** – a Public Accountant, as defined in the Act, appointed by the Members by Ordinary Resolution at the Annual Meeting to audit the books, accounts, and records of the Corporation for a report to the Members at the next Annual Meeting;
- e) **Board** – the Board of Directors of the Corporation;
- f) **Corporation** – Racquetball Canada;
- g) **Days** – total days including weekends and holidays;
- h) **Director** – an individual elected or appointed to serve on the Board pursuant to these Bylaws;
- i) **Member** – those entities meeting the definition of member pursuant to these Bylaws;
- j) **Ordinary resolution** – a resolution passed by the majority of votes cast on that resolution;
- k) **Registered Participant** – individuals who are engaged in activities that are provided, sponsored, support or sanctioned by a Member of, or by the Corporation itself and may include, but are not limited to recreational and competitive athletes, members of national teams, coaches, officials, tournament organizers, administrators of provincial and territorial associations and clubs, and volunteers who serve on club executives, committees and boards of directors; and
- l) **Special resolutions** – a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

ARTICLE 2: INTERPRETATION

- 2.1 Words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- 2.2 These Bylaws have been drafted in English and the official French text is a translation. In the case of conflicting interpretations, the English version will prevail.
- 2.3 Except as provided in the Act, the Board will have the authority to interpret any provision of these Bylaws that is contradictory, ambiguous, or unclear, provided that such interpretation is consistent with the purposes of the Corporation as set out in the Articles.

ARTICLE 3: MEMBERS

Membership Conditions

- 3.1 Subject to the articles, there shall be one class of members in the Corporation. Membership in the Corporation shall be available only to Provincial/Territorial Racquetball Associations which have applied for and been accepted into membership in the Corporation by resolution of the Board, or in such other manner as may be determined by the Board. Only one association from a province or territory will be accepted into membership.
- 3.2 Each Member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation.

Membership Dues

- 3.3 Membership dues will be determined from time to time by ordinary resolution of the Board.

Membership Transferability

- 3.4 A membership may only be transferred to the Corporation.

Suspension or Termination of Membership

- 3.5 A Member who has failed to pay dues or debts owing to the Corporation may be suspended without notice by a three-fourths vote of the Board of Directors. A suspended member may be reinstated to membership by ordinary resolution of the Board upon evidence of payment of dues or debts.
- 3.6 A membership in the Corporation is terminated when:
- 3.6.1 The Member is dissolved.
 - 3.6.2 The Member fails to maintain qualifications for membership described in Article 3, section 3.1.
 - 3.6.3 The Member willfully commits a breach of the bylaws or policies of the Corporation.
- 3.7 Upon termination or suspension of membership, the rights of the Member automatically cease to exist.

Discipline

- 3.8 A Member or a Registered Participant may be suspended or expelled from the Corporation in accordance with the Corporation's policies and procedures relating to discipline of Members and Registered Participants.

ARTICLE 4: MEETINGS OF MEMBERS

- 4.1 Meetings of Members will include Annual Meetings and Special Meetings
- 4.2 A Special Meeting of the Members may be called at fifteen (15) days' notice by the President, any three Directors, or upon the written requisition of Members holding five percent of the total Members' votes. The agenda of Special Meetings will be limited to the subject matter for which the meeting is duly called.

- 4.3 The Annual Meeting of the Corporation shall be held in Canada at such time and place as determined by the Board of Directors.
- 4.3.1 The items of business at the Annual Meeting shall include:
- a) President's remarks
 - b) Presentation of candidates and voting for Directors' positions
 - c) Annual financial report
 - d) Audited statement
 - e) Appointment of the Auditor
 - f) Reports from the Board of Directors
 - g) Notice of motions
- 4.4 Meetings by Electronic Means: A meeting of Members may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 4.5 Participation in Meetings by Electronic Means: Any Member entitled to vote at a meeting of Members may participate in the meeting by means of telephone, or an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility. A person so participating in a meeting is deemed to be present at the meeting.
- 4.6 Notice of Meetings: Notice will include the time and place of a meeting, the proposed agenda, reasonable information to permit Members to make informed decisions, and will be given to each Member by the following means:
- 4.6.1 By telephone, electronic or other communication facility to each Member entitled to vote at the meeting, at least fifteen (15) days before the day on which the meeting is to be held.
- 4.6.2 By posting on the Corporation's website not less than (15) days prior to the date of the meeting.
- 4.7 Change in Notice Requirements: A Special Resolution of Members is required to make any change to the manner of giving notice to Members described in Article 4, section 4.6 and sub-sections 4.6.1 and 4.6.2.
- 4.8 Persons Entitled to Attend: Persons entitled to be present at a meeting of Members are those entitled to vote, the Directors, the Auditor, and such other persons who are entitled or required under any provision of the Act to be present at the meeting. Any other person may be admitted only at the invitation of Chair of the meeting or by Ordinary Resolution of the Members at the meeting.
- 4.9 Adjournment: Any meeting of Members may be adjourned to any time and place as determined by ordinary resolution of the Members at the meeting and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice will be required for any adjourned meeting.

- 4.10 Quorum: The quorum for a meeting of the Members will be four Members. A Member that abstains from voting shall nevertheless be included in computing a quorum.
- 4.11 Voting: Each Member will have ten votes at all meetings of Members.
- 4.11.1 Each Member will appoint a Delegate or Delegates who may attend and participate in Meetings. A Member may assign its ten votes to one Delegate or may distribute its ten votes, as it sees fit, to more than one Delegate, but cannot assign less than a full vote or a full number of votes to any Delegate.
- 4.11.2 A Member will appoint in writing (inclusive of electronic notice) to the Corporation, on or before the day of the meeting of Members, but prior to the start of the meeting, its Delegate or Delegates to represent and vote on its behalf and the number of votes the Member has assigned to each Delegate. Where a Member appoints a single Delegate, that Delegate, whether or not the Member has advised the Corporation of the assignment of votes, will automatically carry the ten votes to which the Member is entitled. A Delegate's vote assignment remains the same throughout the duration of the meeting at which a Delegate is representing a Member. Delegates must be eighteen years of age and older.
- 4.12 Method of Voting: Each question shall be decided by a show of hands except as otherwise required by this bylaw or applicable law except in the case of elections, which require a secret ballot, or unless a secret ballot is demanded by any Member.
- 4.13 Majority of Votes: Except as otherwise provided in the Act or this bylaw, the majority of votes cast by the voting Members present in person shall carry a motion. In the case of a tie, the issue is defeated. Unless a secret ballot is held, a declaration by the Chair of the meeting that a resolution has been carried or not and an entry to that effect in the minutes of the Corporation shall be sufficient evidence of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution. For purposes of computing any majority requirements in respect of a particular matter an abstaining vote shall be a non-vote.
- 4.14 Proxy: There will be no proxy or absentee voting.
- 4.15 Meeting Chair: At all meetings of Members, the President, or in his/her absence, the Vice President, or if both are absent, a person from among the Directors or the appointed Delegates shall take the Chair.

ARTICLE 5: BOARD OF DIRECTORS

- 5.1 The Board will consist of seven (7) Directors, as follows:
- a) President
 - b) Vice President
 - c) Director of Finance
 - d) Athlete Representative
 - e) Three (3) Directors at Large
- 5.2 Eligibility: Any person, who is 18 years of age or older and a Registered Participant, who has the power under law to contract, who has not been declared incapable by a court in Canada or in

another country, and who does not have the status of bankrupt, may be nominated for election as Director.

- 5.3 Athlete Representative Eligibility: To be eligible for nomination as the Athlete Representative, an individual must be a current racquetball National team athlete.
- 5.4 Directors-at-Large: Directors-at-Large may be appointed, by the Board, to serve as Directors of various portfolios related to the operations of the Corporation (e.g., Marketing, Legal, etc.). Directors-at-Large may have more than one portfolio and may be assigned and removed duties by Ordinary Resolution of the Board.
- 5.5 Nominations: Nominations for Directors will be accepted from Members thirty (30) days prior to the Annual Meeting. Any nomination for a Director must be accompanied by signed consent of that individual.
- 5.6 Incumbents: Individuals currently on the Board of Directors wishing and eligible to be re-elected are not subject to nomination but must provide written notice (inclusive of electronic communication) to the Corporation thirty (30) days prior to the Annual Meeting.
- 5.7 Terms: Elected Directors will hold office for two years
- a) The President, Athlete Representative and two (2) Directors-at-Large will be elected to the Board in odd years.
 - b) The Vice President, Director of Finance, and one (1) Director at Large will be elected to the Board in even years.
- 5.8 Elections: Elections will be decided by majority vote of the Delegates at the Annual Meeting in accordance with the following:
- 5.8.1 Where there is a single valid nomination, the nominee will be elected by ordinary resolution.
 - 5.8.2 Where there are two or more valid nominations, nominee 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 than two nominees, the nominee receiving the fewest votes will be deleted from the list of nominees until there remains only two nominees or a successful candidate is declared. If only two nominees remain and there continues to be a tie, the winner will be decided by the Board of Directors by resolution.
- 5.9 Appointments: The Board may appoint up to a maximum of one (1) Director-at-Large upon ordinary resolution of the Board after the Corporation's Annual Meeting or on an annual basis. For clarity, an appointed Director will serve a term of one (1) year and the number of appointed Directors cannot exceed one-third (1/3) of the Directors elected at the previous Annual Meeting. If a Director is appointed in this manner, the Board will consist of eight (8) Directors.

5.10 Resignation: A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the request is accepted by the Board. If a Director resigns, their position as an Officer will automatically and simultaneously be terminated.

Vacating Office: The office of any Director will be vacated automatically if the Director:

- a) Is charged with and/or convicted of any criminal offense related to the position;
- b) Becomes bankrupt, suspends payment, compounds with creditors, makes unauthorized assignment, or is declared insolvent;
- c) Is found by a court to be of unsound mind; or
- d) Dies.

5.11 Removal: A Director may be removed by ordinary resolution of the Members, provided the Director has been given notice of and the opportunity to be heard at such meeting. If the Director is removed and holds a position as an Officer, the Director will automatically and simultaneously be removed from the position as an Officer.

5.12 Filling a Vacancy: Where the position of a Director becomes vacant for whatever reason, the Board may appoint a qualified person to fill the vacancy for the remainder of the term.

5.13 Powers of the Board: Except as otherwise provided in the Act or these Bylaws, the Board has the powers of the Corporation and may delegate any of its powers, duties and functions. More specifically, the Board will:

- a) Manage and supervise the affairs of the Corporation;
- b) Approve the vision, mission, values (or their equivalent) and strategic direction of the Corporation;
- c) Approve policies and procedures to deliver the programs and services of the Corporation, and manage discipline and disputes involving Members and Registered Participants;
- d) Determine registration procedures and fees, dues, assessments, charges and other registration requirements for Members and Registered Participants;
- e) Provide continuity for the Corporation by ensuring its financial health;
- f) Employ or engage under contract an Executive Director and such persons as it deems necessary in accordance with their Bylaws; and
- g) Perform any other duties from time to time as may be in the best interests of the Corporation.

5.14 Call of Meeting: The President or any two Directors may call a meeting of the Board.

5.15 Notice: Notice of meetings of the Board will be given to all Directors at least seven (7) days prior to the scheduled meeting. No notice of meeting of the Board is required if all of the Directors are present and none objects to the holding of the meeting, or if those Directors who are absent consent to the holding of such meeting.

5.16 Quorum: At any meeting of the Board, quorum will be four (4) Directors holding office.

5.17 Voting: Each Director is entitled to one vote. Resolutions passed upon a majority of the votes being in favour of the resolution.

- 5.18 Meeting by Electronic Means: A meeting of the Board may be held by means of telephone, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Corporation makes available such a communication facility.
- 5.19 Closed Meetings: Meetings of the Board will be closed to Members and the public except by invitation of the Board.
- 5.20 Absence of President at Meeting: In the absence of the President, the Vice President will chair the meeting, or if both are absent, the Directors shall appoint a Chair from among those Directors present.

ARTICLE 6: OFFICERS

- 6.1 The Officers of the Corporation are the President, Vice President, Director of Finance and any individual named by the Board to be an Officer. Two or more offices of the Corporation may be held by the same person.
- 6.1.1 The President will be the chief executive officer of the Corporation and shall preside at all meetings of the Board and Members; ensure that all Officers perform their respective duties; and act as the official representative of the Corporation in all relevant matters.
- 6.1.2 The Vice President will, in the absence or disability of the President, perform the duties and exercise the powers of the President, and will perform such other duties as may from time to time be established by the Board.
- 6.1.3 Director of Finance will be the Treasurer of the Corporation and will see that the proper accounting records as required by the Act are kept, will ensure all monies received by the Corporation are deposited into the Corporation's bank account, chair the audit committee, when requested will provide the Board with an account of financial transactions and the financial position of the Corporation, and will perform such other duties as may from time to time be established by the Board.
- 6.2 Removal: An Officer may be removed by special resolution of the Board or by special resolution of the Members in a meeting, provided the Officer has been provided notice of and the opportunity to be present and to be heard at the meeting where such a special resolution is put to a vote. If the Officer is removed, his or her position as a Director will automatically and simultaneously be terminated.
- 6.3 Vacancy: Where the position of an Officer becomes vacant for whatever reason and there is still a quorum of Board members in a meeting, the Board may by ordinary resolution appoint a qualified person to fill the vacancy until the next Annual Meeting.

ARTICLE 7: COMMITTEES

The Board may appoint such Committees as it deems necessary for managing the affairs of the Corporation; may appoint members of, and assign staff members to Committees; prescribe the duties of Committees; and delegate to any Committee any of its powers, duties, and functions except where prohibited by the Act or these Bylaws.

ARTICLE 8: CONFLICT OF INTEREST

In accordance with the Act, a Director, Officer, Member of the Corporation, or member of a Committee or its sub-committee, who has an interest or who may be perceived as having an interest, in a proposed contract or transaction with Corporation will comply with the Act and Corporation's Conflict of Interest Policy and 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.

ARTICLE 9: FINANCE

- 9.1 The financial year end of the Corporation shall be March 31 in each year.
- 9.2 The Corporation will send to the Members a copy of the annual financial statements at least twenty-one (21) days before the Annual Meeting.
- 9.3 At each Annual Meeting the Members may appoint an auditor to audit or conduct a review engagement of the books, accounts and records of the Corporation in accordance with the Act. The auditor will hold office until the next Annual Meeting. The auditor will not be an employee, Officer, or Director of the Corporation.
- 9.4 The banking business of the Corporation shall be conducted at such financial institutions as the Board may designate from time to time by ordinary resolution.
- 9.5 The Directors of the Corporation may, without authorization of the Members, borrow, raise or secure the payment of money in such manner as they think fit, and in particular but without limitation, the Directors may from time to time borrow money on the credit of the Corporation.
- 9.6 Any two (2) of the President, Vice President, Director of Finance and the Executive Director (if employed) are authorized to sign for and on behalf of the Corporation all cheques, contracts, leases, mortgages and similar documents. From time to time, the Board may, by resolution, appoint a Director, Officer or Senior Staff member to sign a specific instrument or contract on behalf of the Corporation. Any instruments or contracts so signed will be binding upon the Corporation without any further authorization or formality. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any authorized signatory may certify a copy of any instrument, resolution, bylaw or other document of the Corporation to be a true copy thereof.

- 9.7 All Directors and Officers who are not employed by the Corporation and members of Committees or sub-committees will serve as such without remuneration and will not directly or indirectly receive any profit from their positions as such; provided that Directors, Officers or members of Committees or sub-committees may be paid reasonable expenses incurred in the performance of their duties.

ARTICLE 10: CORPORATE

- 10.1 The business and affairs of the Corporation will be carried on without the purpose of gain for its Members and any profits or other accretions to the Corporation will be used in promoting its purposes.
- 10.2 The Registered Office of the Corporation will be located in Manitoba at such address as the Board may determine.
- 10.3 The Corporation may have a corporate seal in the form approved by the Board of Directors. If a corporate seal is approved by the Board, the Board shall from time to time by resolution provide for its custody and use.
- 10.4 The necessary books and records of the Corporation required by these Bylaws or by applicable law will be necessarily and properly kept. Minutes from meetings of the Board and records of the Corporation will be available to the Board, each of whom shall receive a copy of such minutes. All other books and records will be available for viewing at the Registered Office of the Corporation in accordance with the Act.

ARTICLE 11: AMENDMENT OF BYLAWS

- 11.1 Except for the items set out in Article 12, these Bylaws may be amended or repealed by ordinary resolution of the Directors at a meeting of the Board. The Directors will submit the Bylaw amendment or repeal to the Members at the next meeting of the Members, and the Members may, by ordinary resolution, confirm, reject or amend the Bylaw, amendment or repeal. The Bylaw amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw amendment is confirmed as amended, by the Members it remains effective in the form in which it was confirmed. The bylaw, amendment, or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.
- 11.2 Bylaws, amendments or repeals to be confirmed by, or proposed to, the Members shall be sent to each Member and each Director at least thirty (30) days prior to the date of meeting of Members at which they are to be considered.

ARTICLE 12: FUNDAMENTAL CHANGES

In accordance with the Act, a Special Resolution of the Members is required to make the following fundamental changes to the Articles or Bylaws of the Corporation:

- a) Change the Corporation's name;
- b) Change the province in which the Corporation's registered office is situated.
- c) Add, change or remove any restriction on the activities that the Corporation may carry on;
- d) Create a new class or group of Members;

- e) Change a condition required for being a Member;
- f) Change the designation of any class or group of Members or add, change, or remove any rights and conditions of any such class or group;
- g) Divide any class or group of Members into two or more classes or groups and fix the rights and conditions of each class or group;
- h) Add, change or remove a provision respecting the transfer of a membership;
- i) Increase or decrease the number of, or the minimum or maximum number of, directors;
- j) Change the statement of purpose of the Corporation;
- k) Change the statement concerning the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- l) Change the manner of giving notice to Members entitled to vote at a meeting of Members;
- m) Change the method of voting by Members not in attendance at a meeting of Members; or
- n) Add, change or remove any other provision that is permitted by this Act to be set out in the Articles.

ARTICLE 13: NOTICE

- 13.1 In these Bylaws, written notice will mean notice which is provided by mail, courier, personal delivery, telephone, electronic or other communication facility to the address of record of the Director or Member, as the case may be.
- 13.2 Date of notice will be the date on which notice is given by personal delivery, one day after the date on which the notice is delivered by telephone, electronic or other communication facility, two days after the notice is couriered, or five days after the date that the notice is mailed.
- 13.3 The accidental omission to give any notice to any Member, Director, Officer, member of a committee or the Auditor, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the Bylaws, or any error in any notice not affecting its substance will not invalidate any action taken at any meeting to which the notice pertained.

ARTICLE 14: DISSOLUTION

Upon the dissolution of the Corporation, any funds or assets remaining after paying all debts will be distributed in accordance with the Act.

ARTICLE 15: INDEMNIFICATION

- 15.1 The Corporation will indemnify and hold harmless out of the funds of the Corporation each Director and Officer, his or her heirs, executors and administrators from and against any and all claims, demands, actions or costs which may arise or be incurred as a result of occupying the position or performing the duties of a Director or Officer.
- 15.2 The Corporation will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty or bad faith.

ARTICLE 16: ADOPTION OF THESE BYLAWS

- 16.1 These Bylaws were ratified by a special resolution of the Members of the Corporation at a meeting of Members duly called and held on June 24, 2019

16.2 In ratifying these Bylaws, the Members of the Corporation repeal all prior Bylaws of the Corporation provided that such repeal does not impair the validity of any action done pursuant to the repealed Bylaws.

BOARD COMPOSITION DURING TRANSITION

1. The existing Board of Directors will have their terms expire at the September 2019 meeting of the Members.
2. At the next two Annual Meetings of the Members, elections will occur as follows:
 - a) 2019 meeting – The President, Athlete Representative, and two (2) Directors-at-Large will be elected for a two-year term and the Vice President, Director of Finance, and one (1) Director-at-Large will be elected for a one-year term
 - b) 2020 meeting – The Vice President, Director of Finance, and one (1) Director-at-Large will be elected for a two-year term
3. Once the staggered terms of Directors have been achieved following the 2020 Annual Meeting of the Members, the Board transition period will have completed and this Transition document will be null and void.