

Proposal to Amend the Speed Skate Nova Scotia Constitution and By-Laws Explanatory Notes

In the Speed Skate Nova Scotia 2013-2015 Strategic Plan, available at [this link](#), Strategy 1.1 under Strengthening Core Infrastructure provides for the update of the Memorandum of Association and By-Laws of the Association in accordance with current practices at the Registry of Joint Stocks.

The last copy of the SSNS constitutional documents submitted to the Registry of Joint Stocks dates from May, 2000. While amendments were passed at AGMs since then, none of them have been submitted to the Registrar for approval, and they have therefore never taken effect. We do not have a complete set of AGM minutes dating back to the last valid constitution, so it is not possible to reconstruct the intentions of previous Boards with respect to the matters addressed in the constitution.

The old constitution is out of date, inconsistent with Registry of Joint Stocks practices, and contains matters that should be dealt with as policies rather than constitutional matters subject to the legal requirements of the Societies Act. The Registry has confirmed that many organizations in similar situations simply repeal their old constitution and introduce a new one rather than attempting to make numerous amendments to their current documents. The SSNS Board is proposing to follow this course of action to bring our constitutional documents up to date.

The following Special Resolution will be put forward at the upcoming Speed Skate Nova Scotia Annual General Meeting:

Special Resolution

That the constitution and by-laws of Speed Skate Nova Scotia Association be amended as follows:

- 1) That the attached "[Speed Skate Nova Scotia Constitution and By-Laws](#)" effective May 13, 2000 be revoked in their entirety and replaced by the attached "[Speed Skate Nova Scotia Association Memorandum of Association](#)" and "[Speed Skate Nova Scotia Association By-Laws](#)".

The new documents are based upon the models provided in the Registry of Joint Stocks "Society Incorporation Forms" package available at [this link](#). Some of the principal differences between the proposed new Memorandum of Association and By-Laws, and the models provided by the Registry would be the following:

- In Clause 5 of the By-Laws, membership is defined as consisting of the affiliated speed skating clubs in Nova Scotia, rather than the individual members of the clubs, with the clubs being represented on the SSNS board by two directors elected by their club members from

among their membership. This follows a model being used by a number of national sport governing bodies in adapting their constitutions to the requirements of the new *Canada Not-for-Profit Corporations Act*. The underlying premise is that the individual club members exercise their voting rights in selecting their representatives on the Board. This change in membership structure addresses the difficulty inherent in attaining meaningful levels of participation in AGMs and other decision-making processes when sports have broadly dispersed membership consisting of individual participants in the sport, but still provides representation to those members. It also ensures that all clubs have a meaningful voice in the decisions of the association, regardless of their size or location.

- Clause 4 of the model by-laws has been deleted as the voting restriction is not required for this membership structure.
- Members (clubs) will have two votes, one for each director that they elect to the board.
- Clause 8 has been added regarding payment of fees.
- Clause 14 provides for the holding of meetings by electronic means.
- Clause 39 provides that the officers will be elected by the directors from among their number.

You may also note that the new By-Laws do not provide for specific director positions for functions such as coaching and officials. The sport is growing so rapidly that it is no longer possible for these requirements to be met by a single individual. The new committee structure introduced this year in conjunction with the new strategic plan addresses these requirements. This committee structure is available at [this link](#).