

# **SPEED SKATE NOVA SCOTIA ASSOCIATION**

## **BY-LAWS**

### **Definitions**

1. In these by-laws:
  - (a) “Society” means the Speed Skate Nova Scotia Association;
  - (b) “Club” means a Speed Skating Club affiliated with Speed Skating Canada and Speed Skate Nova Scotia Association;
  - (c) “Member representative” means a person elected by a member club to serve as their representative on the Board of Directors;
  - (d) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
  - (e) “Special Resolution” means a resolution passed by not less than three-fourths of such member representatives 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**

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to send two representatives to any members’ meeting of the Society.
4. Every member in good standing is entitled to two votes at any members’ meeting of the Society.
5. Membership in the Society shall consist of all affiliated Speed Skating Clubs in Nova Scotia.
6. Organizations wishing to become affiliated Speed Skating Clubs shall submit an application to the Society, and upon approval of their application shall become members of the Society.
7. Membership in the Society is not transferable.

8. It is a requirement of all memberships that any Society dues or fees or other sum of any kind payable by a member to the Society be paid within the time limited therefor, and any member who fails to make such payment shall become a member not in good standing of the Society until the amount due together with any applicable interest and charges are paid in full.
  - (a) Annual fees for the registration of club members to participate in the activities of Speed Skating Canada and Speed Skate Nova Scotia are for the Society's fiscal year period, which begins on the first day of April of each year and ends on the 31st day of March of the following year. These fees are to be collected by the member clubs. Notice of annual fees for the preceding fiscal year shall be sent to every member not later than May 31st following the end of the fiscal year. If the annual fees remain unpaid by any member upon the last day of August following the fiscal year end, that member shall thereupon cease to be a member of the Society.
  - (b) Membership may be reinstated by the Board upon satisfactory excuse for the default being shown, the paying of a reinstatement fee if deemed appropriate by the Board, the paying of the fees that were in default at the time membership ceased together with any applicable interest and charges, and the payment of the annual fees for the year of reinstatement if reinstatement is subsequent to the end of the fiscal year of loss of membership. The Board may waive any of the just described reinstatement requirements save the payment of the annual fees for the year of reinstatement.
9. Any member of a club who is of legal age is entitled to be elected to be a club's member representative, and to be elected to any office of the Society.
10. Membership in the Society shall cease:
  - (a) if the member resigns by written notice to the Society, or
  - (b) if the member ceases to qualify for membership in accordance with these by-laws, or
  - (c) 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.
11. 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.
12. No funds of the society shall be paid to or be available for the personal benefit of any person attached to any of the member clubs.

## **Members' Meetings**

13. Every member shall have two votes and no more and there shall be proxy voting.
14. Meetings of the Society may be held in person, by teleconference or videoconference, or through the use of electronic means. All member representatives participating in the meeting by electronic means must have equal access to that method of communication and be able to participate in "real time" discussions throughout the meeting.
15. A general or special meeting of the members may be held at any time and shall be called:
  - (a) if requested by the chair, or
  - (b) if requested by a majority of the directors, or
  - (c) if requested in writing by 25% of the members.
16. Notice to members is required for general or special meetings. The notice must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the members seven (7) days prior to the meeting,
  - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - (d) specify the nature of business, such as the intention to propose a special resolution, and
  - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
17. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the members thirty (30) days prior to the meeting,
  - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
  - (d) specify the intention to propose a special resolution, and

- (e) the non-receipt of notice by any member shall not invalidate the proceedings.
18. 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:
- (a) minutes of the previous annual general meeting,
  - (b) consideration of the annual report of the directors,
  - (c) consideration of the annual financial report of the Society,
  - (d) the appointment of auditors for the ensuing year, and
  - (e) appointment of directors.
19. Quorum shall consist of the greater of 5 member representatives or 10% of member representatives. No business shall be conducted at any meeting unless a quorum is present either in person or by their presence through teleconference, video conference or electronic means, to open the meeting and, upon request, before any vote.
20. Quorum not present
- (a) If a meeting is convened as per by-law 15(a) or 15(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 member representatives present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the member representatives present shall constitute quorum only for the purpose of winding up the Society.
  - (b) If a meeting is convened at the request of the members as per by-law 15(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
21. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member representative appointed from among those present, shall preside as Chair at members' meetings.
22. 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 representative.

23. 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.
24. Where member representatives attend any meeting through electronic means, voting may also be carried out using electronic means. 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 member representatives. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **Directors**

25. The number of directors shall be not less than 5.
26. Each club is entitled to elect from among their membership two member representatives for their club, who shall serve as directors of the Society. Any member of an affiliated speed skating club shall be eligible to be elected as a club representative director of the Society, provided that they are registered to participate in the activities of Speed Skating Canada and Speed Skate Nova Scotia. The clubs are responsible to notify the Society of the names of their member representatives for the following fiscal year at or before the Annual General Meeting. The member representatives elected by the clubs shall be appointed at the Annual General Meeting.
27. Directors shall be appointed to one year terms. Directors shall retire from office at the end of each annual general meeting at which their successors are appointed. Retiring directors shall be eligible for re-election by their clubs as their club's member representative.
28. If a director resigns his/her office or ceases to be a member of a club, 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 club whose representative position is vacant.
29. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
30. 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.
31. The directors may appoint an executive committee and other committees as they see fit.
32. 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

- (a) upon nomination, and
  - (b) if serving as a director, when the possibility of a conflict is realized.
33. A conflict of interest does not prevent a member representative 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**

34. The board of directors shall meet no less than three times each year.
35. A meeting 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:
- (a) specify the date, place and time of the meeting,
  - (b) be given to the directors seven (7) days prior to the meeting,
  - (c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,
  - (d) the non-receipt of notice by any director shall not invalidate the proceedings;
  - (e) Notice can be waived for board meetings with the unanimous approval of the Board.
36. Quorum shall consist of 50% 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.
37. 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.
38. 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 representative.

### **Officers**

39. The officers shall be elected by the directors from among their number and shall be a President, a Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.

40. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
41. 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.
42. The Corporate Secretary shall:
  - (a) 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
  - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
  - (c) 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
  - (d) have other duties as assigned by the board.
43. The directors may also appoint a Recording Secretary
  - (a) who is responsible for taking minutes of all board and members' meetings, and
  - (b) who need not be a director.
44. 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.
45. 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**

46. The fiscal year end of the Society shall be the last day of March.
47. 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:
  - (a) a balance sheet showing its assets, liabilities and equity, and
  - (b) a statement of its income and expenditure in the preceding fiscal year.
48. A copy of the financial report shall be signed by the auditor or by two directors.
49. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
50. 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.
51. The Society may only borrow money as approved by a special resolution of the members.
52. 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.
53. 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.
54. The Society shall not make loans, guarantee loans or advance funds to any director.