Nova Scotia Curling Association Bylaws

Amended and Approved June 14, 2025

NOVA SCOTIA CURLING ASSOCIATION BYLAWS

A Bylaw relating generally to the conduct of the affairs of Nova Scotia Curling Association.

ARTICLE I GENERAL

1.1 Purpose. These Bylaws relate to the general conduct of the affairs of Nova Scotia Curling Association, a Society incorporated under the Nova Scotia *Societies Act*.

1.2 Definitions. The following terms have these meanings in these Bylaws:

a. *Act* – the Nova Scotia Societies Act, as amended from time to time and any legislation that may be substituted, therefore.
b. *Society* – Nova Scotia Curling Association.
c. *Board* – the Board of Directors of the Society.
d. *Auditor* – an individual appointed by the Board to audit the books, accounts, and records of the Society.
e. *Days* – will mean days including weekends and holidays.
f. *Director* – an individual elected or appointed to serve on the Board pursuant to these Bylaws.
g. *Officer* – an individual elected or appointed to serve as an Officer of the Society pursuant to these Bylaws.
h. *Ordinary Resolution* – a resolution passed by not less than a majority of the votes cast at a meeting of the Board, meeting of a committee, meeting of the Executive or a meeting of Members.
i. *Special Resolution* – a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at an Annual General Meeting or Special Meetings of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
j. *Registrar* – the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
k. *Written and In Writing* – include words printed, lithographed, represented, produced or reproduced in any mode in a visible form, including electronic production or reproduction and transmission such as email.
l. *Club* – any organized curling facility in Nova Scotia with a total membership of thirty (30) or more people, exclusive of the number of divisions operating in the facility.
m. *Member Club (MC)* - all organized curling clubs operating within Nova Scotia that have qualified to be a member as per these Bylaws.
n. *Registered Participan*t – any individual registered with a Member Club (Member) and/or

the Society and has agreed to abide by the Society's Bylaws, policies, procedures, rules and regulations.

o. *Voting Member* – an official delegate of a Member Club and/or a member of the Board of Directors.

p. *Associate Organization* – a provincial curling organization representing a defined group of organized curlers. The Associate Organization must have a provincial championship.

q. *Affiliate Organization* – an organized group of curlers within Nova Scotia who do not have access to membership in a registered Member Club.

1.3 Registration. The Society shall be incorporated as a volunteer, non-profit Society under the Societies Act of Nova Scotia. The Society shall file with the Registrar with its Annual Statement a list of its Directors, with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Directors, notify the Registrar of such change. The Society shall file with the Registrar a copy, in duplicate, of every Special Resolution within fourteen (14) days after the resolution is passed.

1.4 Head Office. The head office of the Society will be always located within the Province of Nova Scotia.

1.5 Corporate Seal. Society may have a corporate seal which may be adopted and may be changed by resolution of the Directors. The seal of the Society shall be in the custody of the Executive Director and may be affixed to any document upon resolution of the Board of Directors.

1.6 Conduct of Meetings. Unless otherwise specified in the Act of these Bylaws, meetings of Members and meetings of the Board will be conducted according to Roberts Rules of Order (current edition). Any person entitled to attend/participate in a meeting of Members, Directors or committees may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A person participating in a meeting by these means is deemed to be present at the meeting.

1.7 Interpretation. Word importing the singular will include the plural and vice versa, words importing the masculine will include the feminine and vice versa, and words importing persons will include bodies corporate.

1.8 Operational. The official language of the Society shall be English.

1.9 Headings. The headings used in the Bylaws are inserted for convenience of reference only.

ARTICLE II MEMBERSHIP AND AFFILIATION

Categories of Membership

2.1 Categories. The Society has the following categories of membership:

a. Member Clubs – all organized curling Clubs operating within the province of Nova Scotia shall be eligible for membership in the Society.
b. Directors

The subscribers to the Memorandum of Association, and such other people/member clubs as shall be admitted to membership in accordance with these Bylaws, and no others shall be members of the Society.

Categories of Affiliation

2.2 Affiliations. The Society has the following categories of affiliation (non-members):

a. Registered Participant – as defined in section 1.2 (o)
b. Associate Organization – as defined in section 1.2 (q)
c. Affiliate Organization – as defined in section 1.2 (r)

Qualifications and Admission

2.3 Qualifications for Membership and Affiliation (Associate/ Affiliate Organizations). Member Clubs, Associate and Affiliate Organizations must be registered and in good standing with the Nova Scotia Registry of Joint Stock Companies.

2.4 Admission of Members/Affiliations. No individual, entity or organization will be admitted as a Member/Affiliation of the Society unless:

a. The candidate has made an application for membership/affiliation in a manner prescribed by the Society. Application for membership/affiliation shall be in writing, duly signed by the proper officers of the Club or Affiliate and including that the applicant agrees to pay fees assessed and to abide by the bylaws of the Society.
b. The candidate is not subject to a disciplinary investigation or action of the Society.
c. The candidate has been approved by majority vote as a member/ affiliation by the Board and;
d. The candidate has paid fees as prescribed by the Board.

The Society may create and maintain relationships with other similar societies, clubs and organizations as are deemed prudent and advisable by the Society.

Membership and Affiliation Duration, Fees and Assessments

2.5 Year. Membership Year of the Society is from April 1st in any year to March 31st in the year following.

2.6 Fees. The Board of Directors shall, yearly and in consideration of the best interests of the Society, recommend fees, assessments, and schedules of payment for membership in the Society, for ratification by Voting Members at a general meeting.

2.7 Associate and Affiliate Organization Fees: To be determined yearly by the Board of Directors of the NSCA.

Affiliation Privileges

2.8 Associate Organizations. After fulfilling the admittance criteria in section 2.2 through 2.7, Associate Organizations will have the rights and privileges as established in the Society's Associate Organization Policy. Associate Organizations do not have voting rights in the Society but will be invited to attend the Annual General Meeting and Special Meetings.

2.9 Affiliate Organizations. After fulfilling the admittance criteria in section 2.2 through 2.7, Affiliate Organizations will have the rights and privileges as established in the Society's Affiliate Organization Policy. Affiliate Organizations do not have voting rights in the Society but will be invited to attend the Annual General Meeting and Special Meetings. Affiliate Organizations have access to the training and development services of the Society. Affiliate Organizations that wish to participate in the Society's sanctioned curling events must obtain written approval from the Society and be required to pay a per member fee, as well as provide required member information for reporting purposes, to the Society.

Withdrawal and Termination of Membership or Affiliation

2.10 Resignation. A Member Club or Associate/Affiliate Organization may resign by delivering written notice to the Secretary of the Society. Resignation shall be effective upon receipt but shall not discharge the Member Club or Associate/Affiliate Organization from the obligation to pay the Society any fees or assessments that are due and unpaid.

2.11 Arrears. A Member Club or Associate/ Affiliate Organization will be expelled from the Society for failing to pay membership fees or assessments owed to the Society by the deadline dates prescribed by the Society or otherwise fails to comply with all other policies of the Society by way of Special Resolution of the Board or Directors.

Provided that, in case of termination for non-payment of fees or assessments, such Member Club or Associate/ Affiliate Organization will be automatically reinstated if, within sixty (60) days after termination, the member Club or Associate/ Affiliate Organization pays to the Society all arrears to date of reinstatement. After sixty (60) days of termination for non-payment of fees, a Member Club or Associate/ Affiliate Organization must re-apply for membership.

2.12 Discipline. In addition to expulsion for failure to pay membership and affiliation fees and assessments, a Member Club or Associate/Affiliate Organization may be suspended or expelled from the Society for not following the bylaws or policies of the Society by way of Special Resolution of the Board of Directors.

2.13 Removal. A Member Club or Associate/affiliate Organization may be removed by Special Resolution of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member Club or Associate/Affiliate Organization has been given fourteen (14) days' written notice of and the opportunity to be present and to be heard at such a meeting.

2.14 Ceases Operation. The Member Club or Associate/Affiliate Organization ceases operation by way of Special Resolution of the Board of Directors.

Good Standing

2.15 Definition. A Member Club or Associate/ Affiliate Organization of the Society will be in good standing provided that the Member Club or Associate/ Affiliate Organization:

a. Has not ceased to be a Member Club or Associate/ Affiliate Organization
b. Has not been suspended or expelled from membership/ affiliation, or had other membership/ affiliation restrictions or sanctions imposed;
c. Has completed and remitted all documents and certifications as required by the Society;
d. Has complied with the Bylaws, policies, rules and regulations of the Society;
e. Is not subject to a disciplinary investigation or action by the Society, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board; and
f. Had paid all required membership/affiliation fees and assessments.

2.16 Cease to be in Good Standing. A Member Club or Associate/Affiliate Organization who ceases to be in good standing, as determined by the Members, Board of Directors, Discipline or

Appeal Panels, will not be entitled to vote at meetings of Members and, where the Member is a Director, at meetings of Directors, or be entitled to the benefits and privileges of membership/affiliation until such time as the Board is satisfied that the Member or Associate/Affiliate Organization has met the definition of good standing as set out above.

ARTICLE III MEETINGS OF MEMBERS

3.1 Types of Meetings. Meetings of Members will include Annual General Meetings and Special Meetings.

3.2 Special Meeting. A Special Meeting of the Members may be called at any time by the President, by the Board or upon the written requisition of twenty (20%) percent or more of the Member Clubs in good standing at the time of presentation of the request. Any such request must specify the business to be conducted at the meeting. The agenda of special meetings will be limited to the subject matter for which the meeting was duly called.

3.3 Location and Date. The society will hold meetings of Members at such date, time and place within Nova Scotia as determined by the Board. The Annual General Meetings will be held within 90 days of the fiscal year end of the Society.

3.4 Notice. Notice of the Annual General meeting of Members will be provided in writing to all Member Clubs 30 days in advance of the meeting date, while a Special Meeting requires 14 days' notice. The notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions.

3.5 Adjournment. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned subsequent meeting other than the business left unfinished at the meeting from which the adjournment took place, unless such notice of new business is given to the Member Clubs and Board of Directors. The parliamentary authority of this Society shall be Robert's Rules of Order.

3.6 Agenda. At each general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

a. Minutes of preceding general meeting
b. Consideration of Business arising from the minutes
c. Correspondence
d. Consideration of the Report of the Directors
e. Consideration of the Financial statements

f. Resolutions
g. Elections to the Board of Directors, as required.
h. New business
i. Appointment of auditors

3.7 New Business. Any Member who wishes to have new business or a matter placed on the agenda of a meeting will give written notice to the Society at least twenty-one (21) days prior to the meeting date.

3.8 Quorum. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business. Such quorum shall consist of not less than twenty (20) Voting Members of the Society, exclusive of members of the Board of Directors, or a smaller number if ten (10) or more Member Clubs are represented.

3.9 No Quorum. If, within one-half hour from the time appointed for any meeting of the Society, a quorum of Voting Members is not present, the meeting, if convened upon the requisition of Member Clubs, shall be dissolved. In any other case it shall stand adjourned to such time and place as the majority of the Voting Members then present shall direct, consistent with the period of notice of meeting as provided in these Bylaws. The number of Voting Members attending the rescheduled meeting will constitute a quorum.

3.10 Chairing of Meetings. The President of the Society shall preside as Chair at every general meeting of the Society. If there is no President, or if at any meeting the President is not present at the time of holding same, the Vice-president shall preside as Chair. If there is no President or Vice-president or if at any meeting neither the President nor Vice-president is present, the members present shall choose some one of their number to act as Chair for such meeting.

3.11 Closed Meetings. Meetings of Members will be closed to the public except by invitation of the Board.

Voting at Meetings of Members

3.12 Voting rights of Members. Power to act and vote on any matter shall reside in the Voting Members of the Society. Every Member in good standing is permitted to attend and participate in discussion at any meeting of the Society, but only the following members are entitled to vote at Meetings of Members:

a. *Member Clubs* – each Member Club in good standing shall be entitled to appoint up to two official delegates to any general meeting of the Society, each of whom may cast one (1) vote on any matter before the meeting, provided they are present at such meeting. Proxy votes shall not be permitted.

b. *Directors* – each member of the Board of Directors shall have one (1) vote at any meeting of the Board or Society at which they are present.

c. *Chair* – the Chair at any meeting of the Board of Directors or of the Society shall have no vote except in the case of equality of votes, in which case the Chair shall have a casting vote.

d. *Associate and Affiliate Organizations* – do not have voting rights.

Any person who is entitled to vote at the meeting may vote by means of any telephonic, electronic or other communication facility that the Society has made available for that purpose.

3.13 Delegates. The name of a Delegate(s) will be communicated to the Society in writing prior to the meeting of members. Delegates must be eighteen (18) years of age and older and a member in good standing. No Delegate may hold voting privileges for more than one Member Club.

3.14 Scrutineers. At the beginning of each meeting, the Board may appoint one or more scrutineers who will be responsible for ensuring that votes are properly cast and counted.

3.15 Proxy Voting. Voting by proxy is not allowed.

3.16 Determination of Votes. Votes will be determined by a show of hands, in writing, or orally unless a secret or recorded ballot is requested by at least five (5) Voting Members. A declaration by the Chair that a resolution has been carried and an entry to that effect in the proceedings of the Society will be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

3.17 Majority of Votes. Except as otherwise provided int he Act or these Bylaws, an Ordinary Resolution will decide each issue. In the case of a tie, the Chair will have the casting vote.

ARTICLE IV GOVERNANCE

Composition of the Board

4.1 Directors. A board of not less than **ten (10) and not more than fourteen (14)** Directors shall be responsible for the management of the Society.

4.2 Composition of the Board. The Board of Directors of the Society will consist of the following:

a. President
b. Vice-Presidents (2)

c. Secretary
d. Finance Director
e. Regional Directors (7)
f. Functional Directors (2)

All directors shall hold office in good faith and without renumeration, except that expenses incurred may be reimbursed according to established policy of the Board of Directors.

Not less than 40% of the directors should be independent. “Independent” means that a director has no fiduciary obligations to anybody for the subject sport at the national or provincial level., received no direct or indirect material benefit from any such party, and is free of any conflict or interest of a financial, personal or representational nature. Whether a director or prospective director is independent is to be determined by the nominating committee.

Election or Appointment of Directors

4.3 Eligibility of Director. Any member of good standing in a Member Club who is eighteen (18) years of age or older, has the power under law to contract, and whose appointment is deemed to be of benefit to the Society, shall be eligible to serve as a Director of the Society. However, not more than three (3) members of any one Member Club can serve on the Board of Directors at any one time. Where Director positions require specific skills/experience and no member is identified with these skills/experience, non-members who meet the criteria for these positions will be eligible to serve as a Director of the Society.

4.4 Regional Directors. The province shall be divided into seven (7) regions, each represented on the Board by a Regional Director resident in and member of a Member Club within that region. The regions will be Cape Breton, Central, Fundy, Northern, South Shore, Southwest and Valley. Member Clubs shall be placed in the appropriate region by resolution of the Board of Directors.

4.5 Functional Directors. Not more than two (2) Directors may be elected to fill positions as Directors of Functional areas as approved by resolution of the Board of Directors. Such functional areas may include, but not limited to competitions, junior development communications, technical, participation, sponsorship, partnerships, officiating, and marketing.

4.6 Staff Restriction. No individual currently serving as an employee or contractor of the Society may be a Director. No Director may become the Executive Director of the Society during their term as a Director or for twelve (12) months thereafter but may become an interim Executive Director for a maximum period of three (3) months (and retain their board position provided that while they serve as Executive Director they do not vote as a director.

4.7 Gender Standard for Board of Directors. In advancement of gender diversity on the Board of Directors, while ensuring the prevailing criterion for election is eligibility, ability and professional performance, the Board shall be constituted in a manner such that no gender identity accounts for more than 60% of the total number of Directors

4.8 Skills and Characteristics. Potential Directors will preferably exhibit multiple attributes and skills listed below:

Attributes

a. Commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director
b. Commitment to betterment of the sport throughout the Province of Nova Scotia and to act as a fiduciary to the Society
c. Knowledge about roles and responsibilities of a Director, Board and Staff
d. Good communication skills
e. Experience in formulating policy
f. Experience in thinking strategically
g. Knowledge of the curling community
h. Ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks
i. Knowledge of organizational performance mechanisms and ability to monitor, evaluate and report
j. Strategic connectivity to key clients
k. Ethical and values-based behavior
l. Representative of client population (athlete & coach)
m. Other attributes valued by the Board of Directors

Skills

a. Accounting designation (CA, CMA, CGA)
b. Legal designation (LL.B)
c. Professional qualifications (MD, PhD, MBA, Sport Science)
d. Personnel Management (Human Resource Professional designation)
e. Media/Marketing/Public Relations contacts/experience
f. Fundraising and funding source contacts
g. Administration/Management experience
h. Government relations/contacts
i. Organizational development/Strategic Planning experience
j. Other skills valued by the Board of Directors

4.9 Nominating Committee. The Board of Directors shall, not later than February 1st of each year, establish a Nominating Committee comprised of an odd number of individuals (minimum 3) for the purpose of identifying prospective Directors and obtaining their agreement to stand for election. Directors must include appropriate representation from the Board and Directors up for election must not be included. The Nominating Committee shall:

a. a) Determine the intentions of the current Directors with respect to serving in the coming year
b. b) Identify the positions to be filled
c. c) Identify prospective Directors with the skills and characteristics defined in section 4.8 and obtain their consent to be nominated, and
d. d) Submit their report, in writing, to the Secretary not later than forty-five (45) thirty (30) days before the annual meeting of the Society, at which time nominations shall cease.
e. e) Any member of the Society may nominate another member to be one of the Directors of the Society, provided however that each member is limited to one (1) nomination *per annum*. Nomination must take place in advance of the Annual General Meeting.

In identifying prospective Directors, the Nominating Committee shall both approach individual curlers who are eligible to serve and invite Member Clubs to submit the names of club members who are interested and able to serve.

4.10 Nomination. Any nomination for election as a Director must be submitted to the Chair of the Nominations Committee no later than forty-five (45) days prior to the Annual General Meeting and will include:

a. A letter of expression of interest or a letter of nomination;
b. A resume of the nominee;
c. Include the confirmed consent of the nominee

During the AGM, nominations will also be accepted from the floor.

4.11 Circulation of Nominations. Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.

Election of Directors

4.12 Election. The Officers of the Society and Functional Directors shall be elected by the Voting Members present and voting at the Annual General Meeting of the Society. If a new President is elected at the Annual General Meeting the outgoing President shall assume the position of the Past President for a one-year term and shall act as an advisor to the President.

a. Any member of the Society may nominate another member to be one of the Directors of the Society and such nomination must take place at the Annual General Meeting.

b. In years when the gender standard is not assured, a gender specific election will be held first to elect candidate(s) sufficient to meet the standards.

4.13 Decision. Positions for which there is only one nominee shall be declared filled by acclamation. Positions for which there is more than one nominee shall be filled by election at the Annual General Meeting except in the case of a Regional Director. In this case an election will be held by the Member Clubs in the appropriate Region. The Secretary shall prepare ballots containing the names of the nominees. One ballot shall be given to each Voting Member present at the General Meeting, who shall clearly mark the ballot to indicate their choice. If a majority vote is not attained after any vote, the nominee with the least number of votes shall be removed from the ballot and a subsequent vote shall be held until a majority is attained by a candidate. In the case of a Regional Director and if the majority of the Member Clubs from that Region are not present at the General Meeting, a write-in vote shall be allowed. This vote shall take place within fourteen (14) days of the Annual General Meeting. The Secretary or designate, through the office of the Society, shall conduct this election.

Terms

4.14 Elected Directors Terms. Elected Directors will serve terms of two (2) years. All elected Directors will have the option of serving one additional term without re-election. No Director may serve for more than three (3) consecutive terms of office without a break of at least one (1) year. No Director shall be President or Vice-President for more than two (2) consecutive terms.

Resignation and Removal of Directors

4.15 Resignation. A Director may resign from the Board at any time by presenting their notice of resignation to the Board. This resignation will become effective the date on which the request is approved by the Board. Where a Director who is subject to a disciplinary investigation or action of the Society resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

4.16 Vacate Office. The office of any Director will be vacated automatically if:

a. The Director has been declared incapable by a court in Canada or in another country;
b. The Director becomes bankrupt;
c. Upon the Director's death.

4.17 Removal. A Director or Officer may be removed from office by Ordinary Resolution of the Board of Directors or of a General Meeting of the Society if they:

a. Are absent without just cause from two consecutive meetings of the Board of Directors.

b. Fail to carry out their duties.
c. Conduct themselves in a manner detrimental to the Society.
d. Cease to be a member in good standing of a Member Club except as outlined in Section 4.3.

A Director of Officer so removed from office may appeal the decision in writing to the Secretary within three (3) weeks of being notified of the removal. The Board shall, within a further three (3) week period, review the grounds on which the appeal is made, confirm or alter the decision, and notify the person appealing immediately thereafter. No further appeal may be made.

Filling a Vacancy on the Board

4.18 Vacancy. In the event that an Officer or Director resigns office, ceases to be eligible for office, or is removed from office by resolution, such office shall be declared vacated. The vacancy created may be filled by appointment by the Board of Directors for the unexpired portion of the term except in the case of a Regional Director. The appointment will be subject to ratification at the next General Meeting of the Society. In the case of the Regional Director, an election will be held by the Member Clubs in the appropriate region either by representatives in person (including proxy) or by e-mail. The Society shall oversee the election. Refer to Article 4.13.

Meetings of Board

4.19 Call of Meeting. Meetings of the Board of Directors will be called by the President and shall be held as often as the business of the Society may require or at the written request of three (3) members of the Board. Notice of all other meetings, specifying the time and place thereof, shall be given orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice shall not invalidate the proceedings at any meeting of the Board of Directors.

4.20 Notice. A meeting of Directors may be held at the close of any general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice shall not invalidate the proceedings at any meeting of the Board of Directors.

4.21 Number of Meetings. The Board will hold a minimum of four (4) meetings per year.

4.22 Quorum. At any meeting of the Board of Directors, quorum will consist of at least fifty (50) percent of voting Directors holding office.

4.23 Voting. Each Director, with the exception of the President, is entitled to one vote. Voting will be by a show of hands, orally or via email unless a majority of Directors present request a secret ballot. The President is only entitled to a vote in the event of a tie. Resolutions will be passed by Ordinary Resolution.

4.24 No Proxies. Directors may not vote via proxy at meetings of Directors.

4.25 Closed Meetings. Meetings of the Board will be closed to Members and the public except by invitation of the Board, excluding the Executive Director and Past President who may attend and speak at Board Meetings but are not entitled to vote.

4.26 Chairing Meetings. The President, or in their absence, one of the two (2) Vice-Presidents, or in the absence of all of them, any Director appointed from amongst those Directors present shall preside as Chair at meetings of the Board.

Powers of the Board

4.27 Powers. Without restricting the generality of the foregoing, the Board of Directors shall have and may exercise the following powers on behalf of the Society:

a. To acquire, purchase, lease, sell, mortgage and convey all real and personal property, subject to the provisions of these By-laws and the Societies Act.
b. To borrow or raise money by way of bank overdraft, promissory note, the issue of bonds, debentures or other obligations or securities in the name of the Society, or by mortgage, pledge or charge of all or any part of the property or undertaking of the Society upon such terms as the Board of Directors may deem expedient and to purchase, redeem or pay off any of the same, subject to the provisions of the herein Bylaws and the Societies Act.
c. To erect, purchase, repair, improve, construct, maintain, alter, sell or dispose of any building structures, equipment or furnishings, the property of the Society.
d. To make and enter into contracts, bonds, engagements and agreements to collect all monies due the Society or that may become due to it, to bring and defend all actions in the corporate name of the Society in respect to all claims and demands due or owing to the said Society.
e. To draw, make accept, endorse, discount, execute, issue and delivery promissory notes, bills of exchange, cheques, receipts, bills of lading, and all other negotiable instruments.
f. To invest and deal with the monies, securities, bequests or endowments of the Society not immediately required for the maintenance and administration in such manner as may from time to time be determined.
g. To do any or all of the foregoing as principal or by means of the officers, trustees, servants

or otherwise.

h. The Board of Directors shall have charge of the planning and supervision of the financial affairs of the Society and, in particular, the receipt, custody, banking and disbursement of funds, the accounting, budget control, the preparation of annual budgets and estimates for the Society, and the collection of monies due the Society, the investment and/or reinvestment of funds, transfer of securities, organization of appeals for current funds, and for the endowment of the work of the Society.
i. The Board of Directors shall have the power to engage any and all paid staff and employees and determine the duties, responsibilities and remuneration of such persons.

4.28 Managing the Affairs of the Society. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these Bylaws or otherwise specially conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in a General Meeting.

The Board of Directors may create, and amend from time to time, policies, procedures and regulations for the administration and operations of the Board of Directors and of the Society.

4.29 Discipline. The Board may make policies and procedures relating to discipline of Members, and will have the authority to discipline Members in accordance with such policies and procedures.

4.30 Dispute Resolution. The Board may make policies and procedures relating to management of disputes within the Society and all disputes will be dealt with in accordance with such policies and procedures.

4.31 Employment of Persons. The Board may employ or engage under contract such persons as it deems necessary to carry out the work of the Society.

4.32 Borrowing Powers. The Board may borrow up to $25,000 as approved by resolution of the Board of Directors.

ARTICLE V OFFICERS AND COMMITTEES

5.1 Composition. The Officers will be comprised of the following:

a. President;
b. Vice Presidents (2);
c. Secretary; and
d. Finance Director

5.2 Duties. The duties of Officers are as follows:

a. The President shall have general supervision of the activities of the Society, chair meetings of the Society, and perform such duties as may be assigned by the Board of Directors from time to time.
b. The Vice Presidents shall, at the request of the Board and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period as the President may request.
c. The Secretary of the Society shall keep the minutes of the meetings of both the Society and the Directors, maintain custody of books and records and perform such other duties as may be assigned by the Board of Directors. The Board of Directors may, if required, appoint a temporary substitute for the Secretary who shall, for the purpose of these Bylaws, be deemed to be the Secretary.
d. The Finance Director shall maintain the accounts of the Society, receive and disburse funds according to the fiscal policies of the Society, and carry out such duties as the Board of Directors may assign. The Board of Directors may, if required, appoint a temporary substitute for the Finance Director who shall, for the purpose of these Bylaws, be deemed to be the Finance Director.

Committees

5.3 Appointment of Committee.

The President, at any meeting of the Board of Directors or of the Society, may constitute and appoint such committee(s) as by a majority vote of those members present, are deemed necessary and expedient for the carrying out of the Society's activities and objects.

The Board of Directors shall define the jurisdiction and duties of all committees and may appoint any additional or special committees as it sees fit at any time and without the consent of the members of the Society. These committees must be chaired or vice-chaired by a Board member. Each committee must develop a set of policies and objectives governing their operation.

A committee shall meet at the call of its chair, may appoint sub-committees for the carrying out of its work, shall not contract any indebtedness without authorization of the Board of Directors, and shall submit a report on its work to the Board of Directors or all meetings of the Society when required by the Board of Directors.

5.4 Standing Committees.

a. *Audit & Finance Committee.* Shall be established annually by the Board of Directors. It shall consist of the Finance Director, as chair, the President (ex-officio), and two other

Directors as members. Under the Direction of the Board, it shall have charge of all finances of the Society, recommend ways and means of revenue for its maintenance, supervise expenditures, and approve all accounts before payment.

b. *Operations Committee.* Composed of the President, the Vice-Presidents, the Finance Director, the Director of Competitions, the Secretary, and the Executive Director ex officio shall be responsible for the operation of the Society between Board of Directors meetings as set down by policy. The Operations Committee shall be chaired by the President of the Society.

c. *Governance & Ethics Committee.* Shall be established annually by the Board of Directors. It shall consist of the Vice President – Operational Excellence, as chair, two (2) Board members and the Executive Director (ex-officio).

5.5 Quorum. A quorum for any committee will be the majority of its voting members.

5.6 Terms of Reference. Each committee must develop a set of policies and objectives governing their operation. This set of policies and objectives shall be submitted to the Board of Directors for approval and a copy kept by the Secretary. All amendments to these policies and objectives shall be submitted for approval of the Board of Directors.

5.7 Vacancy. When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

5.8 President Ex-Officio. The President, or designate as appointed by the President, will be an ex-officio (non-voting) member of all Committees of the Society.

5.9 Removal. The Board may remove any member of any committee.

Remuneration

5.10 No remuneration. All Directors, Officers and members of Committees will serve their term of office without remuneration except for reimbursement of expenses as approved by the Board.

Conflict of Interest

5.11 Conflict of Interest. A Director, Officer or member of a committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with the Society 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 VI FINANCE AND MANAGEMENT

6.1 Fiscal Year. The fiscal year of the Society shall be the period from April 1st in any year to March 31st in the following year.

6.2 Bank. The banking business of the Society will be conducted at such financial institution as the Board may designate.

6.3 Report on Financial Position. The Board of Directors shall make a written report to the members as to the financial position of the Society and the report shall contain a statement of financial position, a statement of revenue and expenses and a statement of members' equity.

6.4 Auditors. An external public accountant shall be appointed annually by the Society at the Annual General Meeting. The external public accountant shall ensure that the financial statement package is prepared in accordance with generally accepted accounting standards and conduct a review engagement. The review engagement will be performed in accordance with Generally Accepted Review Engagement standards. The Society is responsible for the accuracy and completeness of the underlying information used to compile the information as well as selecting the basis of accounting.

6.5 Filing of Financial Reports. A copy of the financial statements and related review engagement report, signed by two Directors, shall be filed with the Registrar within fourteen (14) days following the Annual General Meeting of the Society.

6.6 Books and Records. The books and records of the Society may be inspected by any member at any reasonable time at the registered office of the Society.

6.7 Signing Authority. The Officers of the Society, or any number of them to a minimum of three (3) shall be empowered as signing officers of the Society for the purposes of executing cheques, contracts and other documents. The Signature of any two shall be required in all instances.

6.8 Contracts. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf o the Society by any two of the following: President, Finance Director, Executive Director, or otherwise as prescribed by resolution of the Board of Directors.

6.9 Property. The Society may acquire, lease, sell, or otherwise dispose of securities, lands, buildings or other real or personal property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.10 Borrowing. Notwithstanding anything contained in these Bylaws, a Special Resolution of the Society shall be required to borrow in excess of twenty-five thousand dollars ($25,000.00) to borrow any amount of money which will created a liability for the Society in excess of any current cash surplus, or to sell any Society asset of value exceeding five thousand dollars ($5,000.00).

6.11 Investing. Funds of the Society shall only be invested in securities as contained in the Trustees Act of Nova Scotia, being Chapter 317 of the Revised Statutes of Nova Scotia (1967) and Amendments, thereto.

6.12 Disbursement of Funds. No member or employee of the Society will disburse any funds in their keeping belonging to the Society unless authorized policies and procedures are adhered to.

6.13 Intellectual Property. No person, entity or organization may use the name of any intellectual property of the Society without the prior written authorization of the Board of Directors.

ARTICLE VII REPEAL and AMENDMENT OF BYLAWS

7.1 Voting. The Society shall be empowered to repeal or amend any of these Bylaws by a Special Resolution passed by a three-fourths majority at any general meeting.

7.2 Special Resolution and Notice. May be proposed by the Board of Directors or by any Member Club and shall be submitted in writing to the Secretary at least forty-five (45) days prior to any general meeting of the Society. Special Resolutions shall be included in the notice of meeting sent to all Member Clubs and Directors at least thirty (30) days prior to the meeting in accordance with Article III: Meetings of Members.

Article VIII INDEMNIFICATION

8.1 Will Indemnify. Every Director or Officer of the Society, or other person having been duly authorized by Resolution of the Board of Directors, who has undertaken or is about to undertake any liability on behalf of the Society and their heirs, executors and administrators, and estate and effects respectively, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the Society, from and against:

a. All costs, charges and expenses whatsoever which such Director, Officer, or other persons sustains or incurs in or about any actions, suit or preceding which are brought, commenced or prosecuted against them or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them in or about the execution of the duties of their office; and

b. All other costs, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

8.2 Will Not Indemnify. The Society will not indemnify a Director or Officer or any other person for acts of fraud, dishonesty, or bad faith.

8.3 Insurance. The Society will, at all times, maintain in force such directors' and officers' liability insurance as may be approved by the Board of Directors.