## *FIELD HOCKEY NOVA SCOTIA BY-LAWS*

A By-law relating generally to the conduct of the affairs of *Field Hockey Nova Scotia*

## ARTICLE I

## GENERAL

* 1. Purpose. These By-laws relate to the genera conduct of the affairs of *Field Hockey Nova Scotia*, a Society incorporated under the *Nova Scotia Societies Act*.
	2. Definitions. In these By-laws
		1. *Act* – means the Nova Scotia *Societies Act*, as amended from time to time and any legislation that may be substituted therefore.
		2. *Annual General Meeting –* means the annual general meeting of the Society contemplated under Section 19 of the Act.
		3. *Auditor* – means an individual appointed by the Board to audit the books, accounts, and records of the Society.
		4. *Board* – means the Board of Directors of the Society.
		5. *Committee* means a committee established by the Board pursuant to Section 5.14.
		6. *Days* – means all days including weekends and holidays.
		7. *Delegate* – means an individual duly authorized by written instrument to attend and vote at a meeting on behalf of a Member that is a corporation as provided by Section 3.12.
		8. *Director* – means an individual elected or appointed to serve on the Board pursuant to these By-laws.
		9. *Executive* – means all of the Officers of the Society.
		10. *Member –* means a member of the Society.
		11. *Nominating Committee –* means the Committee to be established by the Board pursuant to Section 4.5.
		12. *Officer* – means an individual appointed to serve as an Officer of the Society pursuant to these By-laws.
		13. *Ordinary Resolution* – means a resolution passed by not less than a majority of the votes cast at a meeting of the Board, a meeting of a Committee, a meeting of the Executive or a meeting of Members.
		14. *Registrar –* means the Registrar of Joint Stock Companies appointed under the *Companies Act*, and includes the Deputy Registrar and a person authorized under that Act to perform duties of the Registrar in his or her absence.
		15. *Society* – *Field Hockey Nova Scotia*
		16. *Special Meeting* – means a meeting of Members described in Section 3.2*.*
		17. *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 Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
	3. Registration. The Society shall be incorporated and operated as a volunteer, non-profit Society under the Act.
	4. Head Office. The head office of the Society will be located at all times within the Province of Nova Scotia.
	5. Corporate Seal. The Society may have a corporate seal which may be adopted and may be changed by resolution of the Directors.
	6. No Gain for Members. The Society will not be carried on for the purpose of gain for its Members and any profits or other accretions to the Society will be used in promoting its objectives.
	7. Conduct of Meetings. Unless otherwise specified in the Act or these By-laws, meetings of Members and meetings of the Board will be conducted according to Robert’s Rules of Order (current edition).
	8. Interpretation. In these By-laws, words 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.
	9. Language. The official language of the Society shall be English.
	10. Headings. The headings used in the By-laws are inserted for convenience of reference only.

## ARTICLE II

## MEMBERSHIP

Categories of Membership

2.1 Categories. The Society has the following categories of membership: voting and non-voting.

2.2 Voting Membership Categories

1. Senior Player
2. Junior Player, over 12 years of age and less than 18 years of age as of January 1 in any playing season
3. Associate Member
4. School or University Member. A School member shall be entitled to nominate a representative to vote on their behalf at all General Meetings of the Society.

2.3 Non-Voting Members

* + 1. Junior Affiliate Member, less than 12 years of age as of January 1 in any playing season
		2. Honorary Life Member. Any individual may be deemed an Honorary Life Member by a majority vote of the voting membership represented at a General Meeting of the Society. Honorary Life Members shall not be required to pay membership fees.

2.4 Voting at General Meetings

1. Any Voting Member of the Society shall have the right to attend and to be heard at General Meetings of the Society. This includes the right to make motions.
2. Each Voting Member shall be entitled to one vote at all General Meetings of the Society.

2.5 Responsibilities of Membership

1. Membership for all voting memberships and non-voting memberships, except for Honorary Life Members, is by annual application to the Board of Directors. The Board may choose to decline membership status with stated reasons. Entry in the register of Members by the Director of Administration of the name, address, and telephone number of any individual shall constitute an admission to membership in the Society.
2. To remain in good standing in the Society, it shall be the duty of each member to pay the membership fee.
3. Every member shall comply with these Bylaws.
4. Every member shall comply with the Policies and Procedures of the Society.

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

1. the candidate has made an application for membership in a manner prescribed by the Society;
2. the candidate is not subject to a disciplinary investigation or action of the Society;
3. the candidate has been approved by majority vote as a Member by the Board or by any Committee or individual delegated this authority by the Board; and
4. the candidate has paid dues as prescribed by the Board.

Membership Duration and Dues

2.7 Year. Unless otherwise determined by the Board, the membership year of the Society shall commence annually on the 1st of April and shall run until the 31st of March.

2.8 Duration. Membership is accorded on an annual basis as determined by the Board, and all Members will re-apply for membership each year.

2.9 Dues. Membership dues for all categories of Membership will be determined by the Board.

Withdrawal and Termination of Membership

2.10 Resignation. A Member may resign by delivering written notice of such resignation to the Secretary.

2.11 Arrears. A Member will be expelled from the Society for failing to pay membership dues or money owed to the Society by the deadline dates prescribed by the Society by way of Ordinary Resolution of the Board.

2.12 Discipline. In addition to expulsion for failure to pay membership dues, a Member may be suspended or expelled from the Society in accordance with the Society’s policies and procedures relating to discipline of Members by way of Ordinary Resolution of the Board.

2.13 Removal. A Member may be removed by a resolution passed by not less than two-thirds of the voting Members present at an Annual General Meeting or Special Meeting, provided the Member has been given fourteen (14) days written notice of and the opportunity to be present and to be heard at such a meeting.

Good Standing

* 1. Definition. A Member of the Society will be in good standing provided that the Member:
1. has not ceased to be a Member;
2. has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed;
3. has completed and remitted all documents and certifications as required by the Society;
4. has complied with the By-laws, policies, rules and regulations of the Society;
5. 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
6. has paid all required membership dues.

2.15 Cease to be in Good Standing. Members who cease to be in good standing, as determined by the Board, 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 until such time as the Board is satisfied that the Member has met the definition of good standing as set out above.

## ARTICLE IIIMEETINGS OF MEMBERS

* 1. Types of Meetings. Meetings of Members will include Annual General Meetings and Special Meetings.
	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 Members who have voting rights. Agenda of special meetings will be limited to the subject matter for which the meeting was duly called.
	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 Meeting will be held within 90 days of the fiscal year end.
	4. Notice. Notice of meetings of Members will be posted on the Society website [at least thirty (30) days prior] to the date of the meeting and written notice will be given to all Members [at least thirty (30) days prior] to the date of the meeting. Notice will contain a proposed agenda and reasonable information to permit Members to make informed decisions, and shall be delivered in accordance with Article 8 of these By-laws.
	5. Adjournment. Any meetings of Members may be adjourned to any time and place as determined by the Board 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.
	6. Agenda. The agenda for the Annual General Meeting may include:
		1. Call to order;
		2. Establishment of Quorum;
		3. Appointment of Scrutineers;
		4. Approval of the Agenda;
		5. Declaration of any Conflicts of Interest;
		6. Adoption of Minutes of the previous Annual Meeting;
		7. President’s Report;
		8. Financial Report;
		9. Board, Staff and Committee Reports;
		10. Election of new Directors;
		11. Business as specified in the meeting notice; and
		12. Adjournment.
	7. New Business. Any Member who wishes to have new business or a matter placed on the agenda at an Annual General Meeting will give written notice to the Society at least twenty-one (21) days prior to the meeting date.
	8. Quorum. A quorum for any meeting of the Members shall consist of [not less than six (6) voting Members] present in person or by teleconference, with the exception that quorum for a meeting at which a Special Resolution is proposed requires Members to be present in person. For greater certainty, for a meeting at which a Special Resolution is proposed, Members attending by teleconference or other electronic means shall not be included in the quorum count and shall not be entitled to vote on such a Special Resolution.
	9. Where No Quorum. If a quorum of Members is not present at a meeting, Members in attendance may reschedule the meeting to a new date and time. Written notice shall be given to all Members at least fourteen (14) days prior to the rescheduled meeting date, and at such rescheduled date the Members shall, with the exception of passing a Special Resolution, be permitted to transact business at the meeting with or without a quorum.
	10. Closed Meetings. Meetings of Members will be closed to the public unless the Board determines otherwise.

Voting at Meetings of Members

* 1. Voting rights of Members. Members are allowed to attend and participate at any meeting of Members but only the following Members are entitled to vote:
		1. Senior Player
		2. Junior Player, over 12 years of age and less than 18 years of age as of January 1 in any playing season
		3. Associate Member
		4. School or University Member. A School member shall be entitled to nominate a representative to vote on their behalf at all General Meetings of the Society.
	2. 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.
	3. 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.
	4. Proxy Voting. Voting by proxy is allowed at meetings of Members.
1. The instrument appointing a proxy shall be in writing under the hand of the appointer. No person shall be appointed a proxy who is not a member of the Society and qualified to vote. No one person shall be allowed to carry more than ten (10) votes for any meeting or adjournment thereof.
2. Every instrument of proxy shall as nearly as circumstances will admit, be in the form following or in such other form as the directors may from time to time determine:

“I, , of , in the County of , being a member of Field Hockey Nova Scotia hereby appoint , of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_(or failing him/her of ) as my proxy to vote for me on my behalf at the General Meeting of the Society to be held on the \_\_\_\_\_ day of , 20 , and at any adjournment thereof.”

As Witness my hand this day of 20 .

 , .

 Signature Witness Name & Signature

* 1. 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 a majority of those Members voting.
	2. Majority of Votes. Except as otherwise provided in the Act or these By-laws, an Ordinary Resolution will decide each issue. In the case of a tie, the issue is defeated.

## ARTICLE IV

## GOVERNANCE

Composition of the Board

* 1. Directors. A board of not less than six (6) and not more than ten (10). Directors shall be responsible for the management of the Society.
	2. Composition of the Board. The Board of Directors of the Society will consist of the following:
		1. President
		2. Director of Administration
		3. Director of Finance

And no less than three of the following

1. Director of Umpiring
2. Director of Coaching
3. Director of Development
4. Director of Men’s Programs
5. Director of Women’s Programs
6. Director of Tournaments
7. Director of Marketing/Communications

Election of Directors

* 1. Eligibility of Director. Any individual who is eighteen (18) years of age or older, who has the power under law to contract, and whose appointment is deemed to be of benefit to the Society may be nominated for election or appointment as a Director.
	2. The Director of Administration shall send a Call for Nominations to all members at least fourteen (14) days before the Annual General Meeting.
	3. Any member of the Society may nominate any individual, including themselves for the positions of Director or any elected office of the Society or both.
	4. Any resolution with respect to the election of Directors or Officers of the Society put to the meeting shall be decided by poll.
	5. If no nominations are received for an elected office, or if such office becomes vacant during the term of the office, the Directors may appoint a member to such office until the expiry of the term of such office.
	6. At all times, the Directors shall have a minimum gender representation of thirty (30) percent.
	7. Skills and Characteristics. Potential Directors will preferably exhibit multiple attributes and skills listed below:

*Attributes*

* + 1. commitment and capacity (time, energy, expertise) to fulfill the commitment as a Director;
		2. commitment to betterment of the sport throughout the Province of Nova Scotia and to act as a fiduciary to the Society;
		3. knowledge about roles and responsibilities of a Director, the Board and staff;
		4. good communication skills;
		5. experience in formulating policy;
		6. experience in thinking strategically;
		7. knowledge of the [sport] community;
		8. ability to identify principal business risks and ensure implementation of appropriate systems to manage those risks;
		9. knowledge of organizational performance mechanisms and ability to monitor, evaluate and report on performance;
		10. strategic connectivity to key clients;
		11. ethical and values-based behavior;
		12. representative of client population (athlete & coach); and
		13. other attributes valued by the Board.

*Skills and Qualifications*

1. accounting designation (CA, CMA, CGA);
2. legal designation (LL.B);
3. professional qualifications (MD, PhD, MBA, Sport Science);
4. personnel management (Human Resource Professional designation);
5. media/marketing/public relations contacts/experience;
6. fundraising and funding source contacts;
7. administration/management experience;
8. government relations/contacts;
9. organizational development/Strategic Planning experience; and
10. other skills valued by the Board.
	1. Nominating Committee.
		1. The Board may appoint a Nominating Committee, which will be comprised of [three individuals] appointed by the Board. The Nominating Committee will be responsible to solicit nominations for individuals to serve as a Director, with the skills and characteristics defined in Section 4.9 and may nominate additional candidates to serve as a Director.
		2. The Nominations Committee shall compile a list of all nominees for any elected position in the Society. Such list of nominees along with a ballot for election shall be sent with the notice of the Annual General Meeting to all members entitled to vote at such meeting.
		3. 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*.
	2. Nomination. Any nomination of an individual for election as a Director will:
		1. Include a completed application form;
		2. Include the written consent of the nominee by signed signature;
		3. Include a cover letter and resume of the nominee;
		4. Be submitted to the Head Office of the Society fourteen (14) days prior to the Annual General Meeting. Nominations will not be accepted from the floor.
	3. Incumbents. Individuals currently on the Board and wishing to be re-elected are not subject to nomination but must notify the Nominating Committee twenty-eight (28) days before Annual General Meeting at which the election is to take place, of their interest in re-election.
	4. Circulation of Nominations. Valid nominations will be circulated to voting Members at the Annual General Meeting prior to the elections.
	5. Election. The election of the Directors will take place as follows:
		1. In the event that 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.
		2. 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.
	6. Decision. Elections will be decided by the voting Members at the Annual General Meeting in accordance with the following:
		1. One Valid Nomination – Winner declared by acclamation.
		2. Two or More Valid Nominations – Winner is the nominee receiving the greatest number of votes. In the case of a tie for the greatest number of votes, the tied nominees will take part in a second vote.

Terms

* 1. Elected Directors Terms. Elected Directors will serve terms of two (2) years and will hold office until their successors have been duly elected in accordance with these By-laws, unless they resign, are removed from or vacate their office.

Resignation and Removal of Directors

* 1. 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 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.
	2. Vacated Office. The office of any Director will be vacated automatically:
		1. if the Director misses two (2) consecutive meetings without the approval of the President;
		2. if the Director is found by a court to be of unsound mind;
		3. if the Director becomes bankrupt; or
		4. upon the Director’s death.
	3. Removal. Any Director may be removed by Ordinary Resolution of the voting Members in a meeting of the Members or by Ordinary Resolution of the Directors in a meeting of the Board, provided the Director has been given fourteen (14) days-notice and the opportunity to be present and to be heard at the meeting where such an Ordinary Resolution is put to a vote.

Filling a Vacancy on the Board

* 1. Vacancy. If a Director resigns his/her office, or ceases to be a Member of the Society, his/her office shall be vacated and the Board may fill the vacancy. The term of the substitute Director will be for the unexpired portion of the term of the Director so substituted.

Meetings of the Board

* 1. Call of Meeting. The meetings of the Board will be held at any time and place as determined by the President or a majority of the Board.
	2. Notice. Written notice, served other than by mail, of Board meetings will be given to all Directors [at least three (3) days prior] to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No notice of a meeting of the Board is required if all Directors waive notice, or if those absent consent to the meeting being held in their absence.
	3. Number of Meetings. The Board will hold a minimum of four (4) meetings per year.
	4. Quorum. At any meeting of the Board of Directors, a quorum will consist of at [least fifty (50) percent] of voting Directors holding office.
	5. Voting. Each Director, with the exception of the President and the Executive Director, is entitled to one vote. Voting will be by a show of hands, orally or by email unless a majority of Directors

present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is only entitled to a vote in the event of a tie.

* 1. Proxies. Directors may vote via proxy at meetings of Directors, in certain situations.
	2. Closed Meetings. Meetings of the Board will be closed to Members and the public except by invitation of the Board. The Executive Director and Past President may attend and speak at Board meetings but are not entitled to vote.
	3. Meetings by Telecommunications. A meeting of the Board may be held by telephone conference call or by means of other telecommunications technology. Any Director who is unable to attend a meeting may participate in the meeting by telephone or other telecommunications technology. Directors who participate in a meeting by telephone or other telecommunications technology are considered to have attended the meeting.

Powers of the Board

* 1. Powers. Except as otherwise provided in the Act or these By-laws, the Board has the powers of the Society. Without limiting the generality of the foregoing, the Board may:
		1. implement policies, procedures and rules for managing the affairs of the Society;
		2. implement policies, procedures and rules relating to the registration of Members and shall have the authority to register Members accordingly;
		3. implement policies, procedures and rules relating to the discipline of Members, and shall have the authority to discipline members accordingly;
		4. implement policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly;
		5. implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Society and shall have the authority to manage these accordingly;
		6. establish committees, appoint members of committees, and determine the duties and functions to any committee; and
		7. appoint or employ such persons as it deems necessary to carry out the work of the Society, including an Executive Director, and determine his/her duties, responsibilities and remuneration.
	2. Managing the Affairs of the Society. The Board may make and approve policies, procedures, and manage the affairs of the Society in accordance with the Act and these By-laws.
	3. 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. Borrowing Powers. The Board may borrow, raise and secure the payment of money in such manner as it thinks fit and issue debentures or mortgage its real property to secure the payment of money borrowed by it provided that any such Special Resolution is filed within the requisite time and approved by the Registrar.

Duties of the Directors

* 1. The President shall be the Chairperson of all General Meetings and of meetings of the Directors. The President shall also:
		1. Have general supervision of the activities of the Society, including its officers, employees, and any business of the Society;
		2. Work closely with the employees of the Society to ensure that the objectives of the members are being met;
		3. Oversee the preparation and presentation of the Society’s submission to the Nova Scotia Government Department and other granting bodies;
		4. Be an ex-officio member of all committees of which the President is not an official member;
		5. Supervise the sending of extra-provincial correspondence or other correspondence in which the opinions of the Society are presented;
		6. Act as the Head of Delegation at major tournaments in which the Provincial teams are participating;
		7. Take an active role in the planning and organization of the major events of the Society;
		8. Report to members on a regular basis;
		9. Provide assistance and guidance to the elected and appointed Directors of the Society and the fulfillment of their responsibilities; and
		10. Establish special committees when required and appoint the members of such committees.
	2. The Director of Administration shall:
		1. Be responsible for revisions of the By-laws of the Society and the Policy and Procedures Manual;
		2. File all Special Resolutions, annual reports and any other notices or documents prescribed by law to be filed with the Registrar;
		3. Arrange for recording and custody of the minutes of all general Meetings and distribute such minutes to all members within thirty (30) days of such meeting;
		4. Arrange for the recording and custody of the minutes of all meetings of the Directors and arrange for distribution to all Directors within ten (10) days of such meeting;
		5. Ensure that all notice requirements as set out in these By-laws are conformed with;
		6. Be responsible for the preparation of agendas for all General Meetings and meetings of the Directors;
		7. Ensure that an accurate and complete record of all minutes of meetings, all correspondence and reports pertaining to the business of the Society is kept;
		8. On request, arrange for an supervise the examination of any accounts and records of the Society by a member at the Registered Office;
		9. Furnish to any member, at their request a copy of the Society’s Memorandum of Association or By-laws, as amended;
		10. Have custody of the seal of the Society;
		11. Ensure that employee performance appraisals are conducted on a regular basis, in a professional manner, with copies filed appropriately; and
		12. Liaise with employees of the Society, particularly with respect to administrative matters.
	3. The Director of Finance shall:
1. Exercise general supervision and control over financial operations of the Society;
2. Ensure that proper books of account are kept of the sums of money received by the Society, keep the matters in respect of which such receipt and expenditure takes place, keep of all records of sales and purchases of goods by the Society, and records of the assets, credits and liabilities of the Society according to generally accepted accounting principles;
3. Ensure that funds are disbursed as approved by the Directors;
4. Ensure that the books and accounts of the Society are closed on the 30th day of September each year, and that financial statements are prepared for the auditors;
5. Ensure that an annual budget for the Society is prepared which sets out the projected revenues and expenses of the Society. Such budget shall be presented to the Directors. Such presentation shall include an analysis of the accuracy of the preceding year’s budget projections;
6. Recommend to the Directors a fee schedule for the next fiscal year and if ratified by the Directors, present it at the next Annual General Meeting;
7. Prepare and present a financial statement at least once a month at meetings of the Directors and an audited financial statement at the Annual General Meeting;
8. Ensure that all members are notified of annual fees;
9. Ensure that all revenue of the Society is deposited with a financial institution approved by the Directors;
10. Investigate possible investments and other fund-raising sources and report to the Board with respect to such matters;
11. Recommend financial policy to the Board and general membership.
	1. The Director of Umpiring shall:
12. Present to the Directors for consideration all major policies recommended by the Umpiring Committee;
13. Encourage and facilitate the assessment of umpires and oversee the Ratings Program as a means of training, developing and promoting Nova Scotia umpires;
14. Ensure that up to date lists of all umpires and their ratings are maintained;
15. Oversee the preparation and distribution of new rule interpretations for field hockey;
16. Receive and send all correspondence for the Society with respect to all international rules and national umpiring organizations or committees;
17. Oversee the use of monies approved for umpiring by the Directors.
	1. The other Directors will be responsible for their specific portfolio as outlined in the Society’s Policies and Procedures and shall undertake tasks as may be assigned by the Board or Executive from time to time.
	2. In the absence of a President, either temporary (i.e. due to illness, inability to attend Executive meetings, or unwillingness to perform his or her duties) or position vacancy, the Board shall elect one of the existing Directors to perform as Acting President.

## ARTICLE V

## OFFICERS AND EXECUTIVE COMMITTEE

* 1. Composition. The Officers will be comprised of the following:
		1. President;
		2. Director of Finance
		3. One “Other” Director
	2. Duties. The duties of Officers are as follows:
		1. The President shall preside as chairman over all Members’ meetings, Special Meetings of Members of the Society, Board Meetings, and meetings of the Executive Committee. The President will also attend to those matters requiring the attention of the Executive members and, subject to the powers and duties of the Board; will oversee the general management of the Society and will have such other powers and duties as may from time to time be delegated to the President by the Board.
		2. The Director of Finance, in the absence of the President, shall exercise the powers and duties of the President and shall also perform all duties assigned by the President or the Board.
		3. The Director of Finance will also:
			1. Administer the financial affairs of the Society including the supervision and preparation of accounts, the receipt and disbursement of monies, the preparation of financial statements for the Society; and
			2. Perform such other duties as may from time to time be delegated to the Treasurer by the Board.
		4. The “Other” Director will:
			1. Attend all meetings of the Members, Board and Executive and cause to be drafted minutes of all meetings;
			2. Provide notices to Directors and Members when so instructed;
			3. Be the custodian of the corporate records and corporate seal of the Society; and
			4. Perform such other duties as may from time to time be delegated to the Secretary by the Board.
	3. Removal. An Officer may be removed by Ordinary Resolution of the Board in a meeting of the Board or by Ordinary Resolution of the voting Members in a meeting of the Members, provided the Officer has been given fourteen (14) days’ notice and the opportunity to be present and to be heard at the meeting where the Ordinary Resolution is put to a vote.

Executive Committee

* 1. Executive Committee. The Executive Committee will be comprised of the Officers.
	2. Authority. The Executive Committee will have the authority to oversee the implementation of Board policies during intervals between meetings of the Board, and will perform such other duties as are prescribed by these By-laws or may be prescribed from time to time by the Board.
	3. Executive Director. The Executive Director may attend meetings of the Executive Committee and participate therein to the extent permitted by the Executive Committee at such meetings but is not authorized to vote thereat on any matters in their capacity as Executive Director.
	4. Call of Meeting. Meetings of the Executive Committee will be held at any time and place as determined by the President or upon the request of any two (2) Executive Committee members.
	5. Notice. Written notice, served other than by mail, of Executive Committee meetings will be given to all Executive Committee members at least three (3) days prior to the scheduled meeting. Notice served by mail will be sent at least fourteen (14) days prior to the meeting. No Notice of a meeting of the Executive Committee is required if all Officers waive notice, or if those absent consent to the meeting being held in their absence.
	6. Number of Meetings. The Executive Committee will hold at least two (2) meetings per year.
	7. Quorum. A quorum of the Executive Committee will consist of three (3) of the Executive Committee’s voting members.
	8. Voting. Each Executive Committee member is entitled to one vote except the Executive Director who is not entitled to vote. Voting will be by a show of hands, electronically or orally on a conference call unless a majority of Executive Committee Members present request a secret ballot. Resolutions will be passed by Ordinary Resolution. The President is entitled to a second vote in the event of a tie.
	9. No Proxies. Executive Committee members are not entitled to vote via proxy.
	10. Closed Meetings. Meetings of the Executive Committee will be closed to Members and the public unless the Board determines otherwise.

Other Committees

* 1. Appointment of Committees. The Board may appoint such committees as it deems necessary for managing the affairs of the Society and may appoint members of committees or provide for the election of members of committees, may prescribe the duties of committees, and may delegate to any committee any of its powers, duties, and functions except where prohibited by these the Act or these By-laws.
	2. Quorum. A quorum for any committee will be the majority of its voting members.
	3. 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 or Committee member’s term.
	4. President Ex-officio. The President, or designate as appointed by the President, will be ex- officio(non-voting) member of all Committees of the Society.
	5. Removal. The Board may remove any member of any Committee.
	6. The following Committees and their respective Chairs and members shall exist:
		1. League Committee
1. Chairperson: Director of Tournaments or any appointed Director.
2. Members: Director of Finance, and one representative of each team participating in the Leagues
	* 1. Provincial Team Committee
3. Chairperson: Director of Men’s Programs or Director of Women’s Programs or any appointed Director.
4. Members: Director of Coaching and others appointed by the Chairperson
	* 1. Umpiring Committee
5. Chairperson: Director of Umpiring
6. Members: appointed by the Chairperson
	* 1. Coaching Committee
7. Chairperson: Director of Coaching
8. Members: appointed by the Chairperson
	* 1. Nominations Committee
9. Chairperson: Director of Administration
10. Members: appointed by the Directors
	* 1. Ad Hoc Committee - The Board of Directors may, from time to time, strike Ad Hoc Committees to undertake specific tasks or pieces of business. The Ad Hoc Committee shall report to the Board through a designated Director
11. Chairperson: designated Director
12. Members: appointed by the designated Director

Remuneration

* 1. 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

* 1. Conflict of Interest. A Director, Officer, Executive Committee member 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

* 1. Fiscal Year. The fiscal year of the Society will be April, 1 to March, 31, or such other period as the Board may from time to time determine.
	2. Bank. The banking business of the Society will be conducted at such financial institution as the Board may designate.
	3. Auditors. The Board may appoint an auditor or auditors to perform a review or audit of the Society’s finances as often as deemed necessary.
	4. Books and Records. The necessary books and records of the Society required by these By-laws or by applicable law will be necessarily and properly kept in the office of the Society at [5516 Spring Garden Road, Halifax, Nova Scotia, B3J 3G6] and may be inspected by the Members during regular business hours with prior reasonable notice.
	5. Signing Authority. All written agreements and financial transactions entered into in the name of the Society will be signed by two of the following: President, Treasurer or Executive Director. The Board may authorize other persons to sign on behalf of the Society.
	6. Contracts. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the following: President, Treasurer, Executive Director, or Past President, or otherwise as prescribed by resolution of the Board of Directors.
	7. 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.
	8. Borrowing. The Society may, by Special Resolution, borrow, raise and secure the payment of money in such manner as it thinks fit and issue debentures or mortgage its real property to secure the payment of money borrowed by it provided that any Special Resolution is filed within the requisite time and approved by the Registrar.
	9. 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.
	10. Intellectual Property. No person, entity or organization may use the name or any intellectual property of the Society without the prior written authorization of the Board.

Independent Audit of Account

* 1. The members of the Society shall at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting.
	2. The Directors may fill any casual vacancy in the office of auditor but while any such vacancy continues the surviving or continuing auditor or auditors, if any, may act.
	3. None of the following persons shall be eligible for appointment as auditors of the company:
	4. An Officer who has signing authority;
	5. Partners or employees of a Director of Officer of the Society;
	6. Unless all of the Members of the Society have voted to appoint such a person as the auditor at a General Meeting.
	7. At least once in every year the accounts of the Society shall be examined, and the correctness of the balance sheet and operating account ascertained by the auditors.
	8. The auditors shall have a right of access to all times to the books and accounts and vouchers of the Society and shall be entitled to require from the Directors and Officers of the Society such information and explanations as they may deem necessary for the performance of their duties as auditors. The auditors shall be entitled to attend any General Meeting of the Society at which any accounts which have been examined or reported on by them are to be laid before the Society and to make any statement or explanation they desire with respect to the accounts.
	9. The Director of Finance shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall then make a written report to the members upon the balance and operating account, and in every such report, shall state whether, in their opinion, the balance sheet referred to in the report is properly drawn so as to exhibit a true and correct view of the state of the Society’s affairs according to the best of their information, the explanations given to them, and the books of the Society. Such auditor’s report shall be read at the Annual General Meeting.
	10. A copy of the balance sheet, showing the general particulars of the Society’s liabilities and assets and a statement of its income and expenditure in the preceding year, audited and signed by the auditor, or, if there is no auditor, by two Directors, shall be filed by the Director of Administration with the Registrar within fourteen (14) days after the Annual General Meeting in each year, as prescribed by law.

Inspection of Books and Records

* 1. Provided that thirty (30) clear days written notice is given, any member may inspect the books and records of the Society at a reasonable time of day at the Registered Office of the Society.
	2. Every, Director, officer or servant of the Society shall be indemnified by the Society against, and it shall be the duty of the Directors out of the funds of the Society to pay at all costs, losses and expenses that any such Director, Officer, or servant may incur of become liable to pay by reason of any content entered into, or act or thing done by him as such Director, Officer or servant or in any way in the discharge of his duties including traveling expenses; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Society and have priority as against the members over all other claims.
	3. No Director or other Officer of the Society shall, in the absence of any dishonesty on his part, be liable for the acts, receipts, neglect, or defaults of any other Director or Officer, or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Society through the insufficiency of deficiency of any security in or upon which any of the monies of the Society are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous an act of any person with whom any monies, securities or effects are deposited, or for any loss occasioned by error of judgment or oversight on his part, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of his office or in relation thereto.

## ARTICLE VII

## AMENDMENT OF BYLAWS

* 1. Voting. These By-laws may only be amended, revised, repealed or added to by Special Resolution duly passed at an Annual General Meeting or Special Meeting. Upon affirmative vote, any amendments, revisions, addition or deletions will be effective upon approval of the Registrar.
	2. Notice in Writing. Notice in writing is to be delivered to the Board forty-five (45) days prior to the date of the meeting at which it is to be considered and is to be delivered to voting Members thirty (30) days prior to the meeting at which such amendment is to be considered.

## ARTICLE VIII

## NOTICE

* 1. Written Notice. In these By-laws, written notice will mean notice which is hand-delivered or provided by mail, fax, electronic mail or courier to the address of record of the Society, Director or Member, as the case may be.
	2. Date of Notice. Date of notice will be the date on which receipt of the notice is confirmed verbally where the notice is hand-delivered, electronically where the notice is faxed or e-mailed, or in writing where the notice is couriered, or in the case of notice that is provided by mail, five days after the date the mail is post-marked.

## ARTICLE IX

## INDEMNIFICATION

* 1. Will Indemnify. The Society will indemnify and hold harmless out of the funds of the Society each Director and Officer, their 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.
	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.
	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

## ARTICLE X

## SIGNING OFFICERS

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the President, Director of Finance, and one other Director appointed by the Board.