

**SKATE CANADA NOVA SCOTIA**  
**CONSTITUTION and BY-LAWS**

March 2015

# **SKATE CANADA NOVA SCOTIA CONSTITUTION & BY-LAWS**

## **1. DEFINITIONS**

For the purpose of these By-Laws and for the purpose of the Official Rules of the Association contained in the Skate Canada Constitution, Section 1100 definitions will apply.

“Skate Canada Nova Scotia” or “Skate Nova Scotia” or the “Section” shall mean the Nova Scotia Section of Skate Canada.

## **2. MEMBERSHIP**

Skate Canada has, for the purpose of management and control, defined Canada into Sections. As a committee of Skate Canada, Nova Scotia is defined as:

- a) Association clubs within the Section: All clubs within the designated area of Nova Scotia shall be members of Skate Canada Nova Scotia unless otherwise authorized by Skate Canada.
- b) For the purpose of these By-Laws and for the Official Rules of the Association, the rules outlined in the Skate Canada Constitution Section 1200 Membership, 1201 Organization Membership, 1202 Individual Membership, and 1203 Resignations will apply to all categories of membership within the Section.

## **3. COMPLAINTS, SUSPENSIONS AND EXPULSION POLICY**

For the purpose of these By-Laws and for the purpose of the Official Rules of the Association, Skate Canada Section 1204 will apply.

## **4. MEMBERSHIP HARASSMENT POLICY**

For the purpose of these By-Laws and for the purpose of the Official Rules of the Association, Skate Canada Section 1205 will apply.

## **5. MANAGEMENT OF SECTIONS**

The affairs of Skate Canada Nova Scotia shall be managed by a Section Board of Directors elected at Skate Canada Nova Scotia’s Annual General Meeting which shall be held prior to the Annual General Meeting of the Association. *Association By-Law 1503 (2)*.

### **a) HEAD OFFICE**

The Head Office of Skate Canada Nova Scotia shall be in the City of Halifax, in the province of Nova Scotia, and at such place therein as the Board of Directors may from time to time by resolution determine.

**6. BY-LAWS OF SECTION**

- a) Except in the case of a conflict with a provincial statute governing Skate Canada Nova Scotia, the By-Laws of the Association and in particular By-Law 1503, apply to and govern the activities of Skate Canada Nova Scotia. *Association By-Law 1503 (3)*.
  
- b) The Skate Canada Nova Scotia constitution contains Association By-Laws. When the Association By-Laws are amended in accordance with its By-Law 1600, Skate Canada Nova Scotia will automatically update its constitution to reflect these changes.

**7. ROLE OF THE SECTION**

To promote the objectives of the Association through the following: *Association By-Law 1503 (4)*

- a) facilitating and promoting Skate Canada programs, policies and procedures;
- b) ensuring effective communication between all Skate Canada stakeholders;
- c) effective information management;
- d) educating and training officials, coaches and volunteers;
- e) liaison with member clubs, member skating schools and members located within the Skate Canada Nova Scotia boundaries;
- f) developing partner relationships and alliances with Section specific organizations to assist in funding and delivery, eg., municipal and provincial governments, localized sport governing bodies;
- g) provision of conflict resolution among Skate Canada stakeholders;
- h) holding Section competitions;
- i) ensuring effective governance processes and systems are in place including the submission or provision of an annual report and audited financial statements to Skate Canada.

8. **MEMBERSHIP IN THE SECTION:** *Association By-Law 1503 (5) (a) (b)*  
Subject to the letters patent of incorporation, by-laws, rules and regulations of Skate Canada and, as hereinafter provided, membership of Skate Canada Nova Scotia shall consist of:

- a) **ASSOCIATION HONORARY MEMBERS**  
Those individuals who are or become honorary members of Skate Canada Nova Scotia (*Skate Canada Rule 1202 (4)*);
  
- b) **ASSOCIATION CLUBS WITHIN SKATE CANADA NOVA SCOTIA**  
All clubs of the Association within the designated area of Skate Canada Nova Scotia shall be members of Skate Canada Nova Scotia unless otherwise authorized by the Association. The Board of Directors may, at its

discretion, group member clubs into various geographical areas from time to time in the administration of its programs, policies and procedures.

**c) ASSOCIATION PROFESSIONAL COACHES RESIDING WITHIN THE SECTION**

Professional coaching members in good standing who are listed on the official Association list as resident within Skate Canada Nova Scotia shall be accorded the same privileges listed in Rule 1202 (3) and shall be entitled to one (1) vote for the purpose of electing a Skate Canada Nova Scotia Coaching Representative.

**9. SECTION MEMBERS' MEETINGS**

Skate Canada Nova Scotia shall abide by the By-Laws governing Association Members' Meetings (By-Law Section 1300) as applicable, except as follows: *Association By-law 1503 (b) and all sub-sections.*

**a) WHEN**

The Board of Directors shall set the date of the Annual General Meeting of Skate Canada Nova Scotia. It shall be set prior to the Annual General Meeting of the Association.

**b) QUORUM**

A quorum for the transaction of business at a general or special meeting shall be representation by delegates and proxies from twenty-five per cent (25%) of the number of clubs in Skate Canada Nova Scotia, but shall not be less than nine (9) of the delegates.

**c) PLACE**

The place/locale of the meeting shall be selected annually by the Board of Directors. Members' meetings may be held in any place in Nova Scotia.

**d) NOTICE**

No public notice or advertisement of any meeting of members shall be required but one written notice of the date, time and place of such meeting and a list of all nominations for the Board of Directors shall be given not less than twenty-one (21) days before the day on which the meeting is to be held. In the case of a special meeting, it shall specify the business for which the meeting is called. At special meetings, no matters shall be discussed other than those specified in the calling of such meeting. The accidental omission of non-receipt of a notice by a club or by a member of the Board of Directors of Skate Canada Nova Scotia shall not invalidate resolutions passed or proceedings taken at the meeting.

**e) VOTING – DELEGATES TO THE SKATE CANADA NOVA SCOTIA ANNUAL GENERAL MEETING**

**i. ASSOCIATION CLUB DELEGATES**

Only clubs in Skate Canada Nova Scotia who are members in good standing of the Association shall be entitled to send one delegate to the meeting. Club delegates are entitled to one vote at a general meeting. Such delegates shall be a member of the club in good standing and of legal age in the Province of Nova Scotia. This delegate shall be in addition to any member of a club serving on the Board of Directors of Skate Canada Nova Scotia.

**ii. SECTION BOARD OF DIRECTORS AND REGION REPRESENTATIVES**

Members of the Board of Directors of Skate Canada Nova Scotia and Region Representatives, such Region Representatives to be elected annually by the member clubs located within each Region in question at each Region's Annual General Meeting, shall be entitled to one (1) vote at a general meeting.

**iii. DETERMINING A MAJORITY VOTE**

- a) Abstentions are not counted in determining a majority. A tie vote is defeated.
- b) A simple majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required pursuant to the Act or these By-Laws and Rules.
- c) The Chair may vote only once for each question and should the Chair elect to do so, the Chair votes at the same time as the delegates do at the meeting. In the case of a tie, the Chair shall have a second or casting vote.
- d) At all meetings of members, each question shall be decided by a show of hands unless a ballot be requested at the discretion of the Chair or by a club delegate.

**f) PROXIES**

- i. Members who are entitled to vote and are not attending the Annual General Meeting or special meeting may give proxies to delegates entitled to carry proxies for the purpose of voting. No person may carry more than two (2) voting member proxies for a maximum of three (3) votes.
- ii. Proxies shall be in such form as the Board of Directors prescribe and shall be handed to the Executive Director, or such other

person as the Executive Director may appoint, prior to the start of the meeting.

**g) ATTENDANCE AT MEETINGS**

General meetings shall be open to all associate, restricted, and coaching members of Skate Canada Nova Scotia, but persons other than delegates shall be considered as observers and shall have no voice in the proceedings and no vote. The Board of Directors of Skate Canada Nova Scotia may limit the number of observers, if necessary. Any person may be permitted to speak if approved by the meeting.

**h) ORDER OF BUSINESS**

The order of Business at the Annual General Meeting of members shall be as follows:

- i. Reading of the Notice of the Annual General Meeting
- ii. Report as to a quorum
- iii. Minutes of the preceding Annual General Meeting
- iv. Report of the Chair
- v. Report of Board Members and Committee Chairs/Coordinators
- vi. Financial Statement
- vii. Confirmation of the actions taken by the Board of Directors
- viii. Election of Officers
- ix. Awarding of Competitions
- x. Unfinished Business
- xi. Review of Skate Canada Amendments
- xii. New Business
- xiii. Appointment of the Auditor
- xiv. Introduction of the new Board

Such order may be changed at the request of the Chair only provided that a majority vote at the Annual General Meeting is in the affirmative.

**i) RECORD OF PROCEEDINGS**

A complete record of the proceedings at the Annual General Meeting shall be taken.

**10. SPECIAL MEETINGS**

- a) A special meeting of the membership may be called by the Board of Directors or by the Chair.
- b) A special meeting of the members shall be called at any time upon requisition made in writing by a minimum of ten percent (10%) of the clubs in good standing, but no less than five (5) Section clubs. Such requisition shall express the object of the meeting and shall be mailed to

the Section Chair. The only item(s) to be discussed at a special meeting of the members shall be that (those) specified in the requisition.

## **11. OFFICERS AND DIRECTORS OF THE SECTION**

Skate Canada Nova Scotia shall abide by the By-Laws governing Association Officers and Directors (By-Law 1402) as applicable, except as follows:

### **a) COMPOSITION**

The Board of Directors of Skate Canada Nova Scotia shall include the positions listed below. All elected positions are for a two (2) year term commencing at Skate Canada Nova Scotia's Annual General Meeting with the exception of the Coaching Representative who is elected for a one (1) year term.

- i. Elected Chair (elected in even numbered years).
- ii. Past Chair
- iii. Elected Vice Chair (elected in odd numbered years).
- iv. Elected Secretary/Treasurer (elected in odd numbered years).
- v. Four (4) Members at Large (two (2) members elected in even numbered years and two (2) elected in odd numbered years), responsible for: governance & recording secretary, skater development, competitions & music, marketing & publicity.
- vi. Appointed Officials Chair
- vii. Appointed Athletes' Representative
- viii. Coaching Representative (elected by and from amongst the coaching members in good standing within Skate Canada Nova Scotia at their Coaches' Annual General Meeting)
- ix. Regional Representative to be elected annually by the Regions

### **b) QUALIFICATIONS**

With the exception of Skate Canada Nova Scotia's Coaching Representative and Athletes' Representative, members of the Board of Directors shall be eligible persons and members of a club within Skate Canada Nova Scotia in good standing. No paid employee of Skate Canada, including clubs, or Skate Canada Nova Scotia, except as provided in Rule 1402 (2) (b) and 2104 (2) (a) (iii), shall hold office on the Board of Directors of Skate Canada Nova Scotia.

### **c) DUTIES AND RESPONSIBILITIES OF OFFICERS AND DIRECTORS**

#### **OFFICERS AND DIRECTORS OF THE SECTION**

Skate Canada Nova Scotia shall abide by the By-Laws governing Association Officers and Directors (By-Law 1402) as applicable. Refer to the Skate Canada Nova Scotia Policies and Procedures Manual for duties and responsibilities.

**d) POWERS OF THE SECTION BOARD OF DIRECTORS**

**i. COMMITTEES**

The Board of Directors of Skate Canada Nova Scotia may from time to time establish, constitute or dissolve such committees as it may consider desirable. Appointment to all committees shall be for a term of one (1) year, normally terminating at the Annual General Meeting, but subject to removal, renewal or extension.

**ii. DELEGATION OF POWERS**

The Board of Directors may delegate such duties and authorities (except in respect of such matters as must, by the By-Laws or Rules of the Association, be transacted or performed by the Board of Directors of Skate Canada Nova Scotia or specific members thereof), as the Board of Directors may deem expedient.

**e) NOMINATIONS FOR VACANCIES**

Nominations for Skate Canada Nova Scotia Board of Directors shall be in writing. They shall only be valid if a letter of acceptance is received from the nominee prior to the meeting at which the elections are held. Nominations may be made by any member in good standing of a club in good standing within Skate Canada Nova Scotia. Nominations must be received by the Chair of the Skate Canada Nova Scotia Nominating Committee thirty (30) days prior to the Annual General Meeting of Skate Canada Nova Scotia. In the event that the Nominating Committee receives more than one nomination for any position, all names for these positions shall be listed with the names appearing in alphabetical order. Nominations from the floor will only be received providing the Chair of the Nominating Committee has received the consent of the nominee in writing at least fifteen (15) days prior to Skate Canada Nova Scotia's Annual General Meeting.

**f) ORDER OF ELECTIONS**

Elections, when required for the various offices and positions, shall proceed in the following order:

- i. Chair
- ii. Vice Chair
- iii. Treasurer
- iv. Members at Large

**12. VOTING AT THE BOARD OF DIRECTORS**

**a) MAJORITY OF VOTES**

Questions arising at any meeting of the Board of Directors shall be decided by a majority of votes.



**b) CHAIR**

The Chair may vote only when the vote would change the result. Therefore, the Chair may vote to break a tie, and thus pass the motion, or to create a tie, and thus defeat a motion.

**c) QUORUM**

One-third of the Board of Directors shall form a quorum.

**13. REMOVAL OF OFFICERS AND DIRECTORS**

- a) A general meeting of members, by resolution, of which notice has been given in the notice calling of the meeting, may remove any member of the Board of Directors before the expiration of their term of office and may, by resolution appoint another member in their stead. The person so appointed shall hold office until the next Annual General Meeting.
- b) The Board of Directors, by resolution, of which notice has been given in the notice calling of the meeting, may remove any member of the Board of Directors before the expiration of their term of office with a special majority vote of two-thirds of the Board of Directors.
- c) Any member of the Board of Directors absent, without just cause acceptable to the Board of Directors, from two (2) consecutive meetings of the Board of Directors during his/her term of office shall be deemed to have resigned from office.

**14. CASUAL VACANCIES**

Any casual vacancy occurring on the Skate Canada Nova Scotia Board of Directors may be filled by appointment by a committee consisting of the Chair and two other board members selected by the Chair.

**15. STANDING COMMITTEES**

Skate Canada Nova Scotia Standing Committees may include, but are not limited to:

- Data Specialists
- Judges/Technical/Evaluators
- Athlete
- Coaching
- Regional Coordinating
- Membership
- Nominating
- Awards
- Governance
- Competitions
- Dispute Resolution

Music  
Harassment  
Equipment  
Personnel  
Skater Development  
Marketing & Publicity  
CanSkate/CanPower  
Marketing  
STARSkate  
Public Relations  
Competitive  
Web  
Synchronized  
Communications  
Adult

- a) The responsibilities of each Standing Committee shall be as defined in the Policies and Procedures Manual. The Board of Directors shall approve the Operations Policy of the Policies and Procedures Manual for each Committee.
- b) The Section Chair, with the approval of the Board of Directors, shall annually appoint the Chairs of all Skate Canada Nova Scotia Committees. Attendance at a Board of Directors Meeting by a Standing Committee Chair who is not a Board Member shall be at the request of the Section Chair.
- c) All Committee Chairs and members shall serve from the date they are appointed until the end of the next Annual General Meeting.
- d) The Section has established a Dispute Resolution Process and procedures governing the initiation and conduct of proceedings. A copy of the Dispute Resolution Process is available to all members upon request.

## **16. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

- a) Any article may be amended or new sections or articles may be enacted, by consent of a two-thirds majority of the Skate Canada Nova Scotia Board of Directors. Any such change shall be in effect only until the next Annual General or Special General Meeting at which time such actions shall be presented for ratification. Any amendment not ratified shall be withdrawn and may not be re-enacted until the end of the next fiscal year.
- b) Amendments to the Skate Canada Nova Scotia Constitution and By-Laws may be amended at any Annual General or Special General Meeting provided that such amendments have been specified in the notice of

meeting. To enact any amendment, majority of votes cast shall be required.

- c) All amendments must be approved by the Board of Directors of the Association before presentation at the Skate Canada Nova Scotia Annual General Meeting. Proposed amendments shall be distributed with the notice of meeting of the Section Annual General Meeting.
- d) An amendment shall be effective immediately upon approval unless otherwise stated.

## **17. FINANCE**

### **a) FISCAL YEAR**

The fiscal year of Skate Canada Nova Scotia shall close on March 31<sup>st</sup> of each year.

### **b) AUDITED FINANCIAL STATEMENT**

- i. A financial statement signed by the Skate Canada Nova Scotia Chair and Treasurer shall be presented at the Skate Canada Nova Scotia Annual General Meeting. Audited financial statements covering all funds received and administered by Skate Canada Nova Scotia shall be prepared annually and copies sent to the Executive Director of the Association and to the Chair of the Finance/Planning Committee of Skate Canada not later than 120 days after the end of the fiscal year.
- ii. Section funds shall be kept in chartered banks or approved trust companies as may be determined by the Board of Directors. All monies shall be deposited in these accounts and cheque or bank draft shall be used to make any payment from these accounts.
- iii. The signing officers shall be as determined by the Board of Directors. All cheques issued against general accounts shall require two signatures.

## **18. OFFICIAL RULES**

The rules of the Association carry precedence over any rule made by members of other bodies within the Association.

## **19. RULES OF ORDER**

The rules contained in *Roberts Rules of Order* shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the By-Laws or Rules of this Association.

## **20. PROTECTION AND INDEMNITY**

- a) No director, officer, member, employee or agent of the Association is liable for the acts, receipts, neglect or defaults of any other director, officer, member, employee or agent or for joining in any receipts or other acts of conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors for or on behalf of the Association or for the insufficiency or deficiency of any security in or upon which any of the monies of the Association are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Association are deposited, or for any loss occasioned by any error of judgment or oversight on his or her part, or for any loss, damage or misfortune whatsoever, which happens in the execution of the duties of his or her office or in relation thereto, providing:
  - i. He or she acted honestly and in good faith with a view to the best interests of the Association; and
  - ii. In the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
  
- b) Every director, officer, member, employee or agent of the Association and his or her 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 Association from and against:
  - i. All costs, charges and expenses whatsoever which such director, officer, member, employee or agent sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, or in about the execution of the duties of his or her office;
  - ii. All other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Association, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default or charges for his or her own account.

## **21. REGIONS**

The clubs within Skate Canada Nova Scotia shall be grouped into such Regions as the Board of Directors may from time to time determine.

### **a) MANAGEMENT OF REGIONS**

The affairs of each Region shall be coordinated and managed by a Regional Coordinator elected at Annual General Meetings of the clubs within each Region, which meetings shall be held prior to the Annual General Meeting of Skate Canada Nova Scotia.

**b) BY-LAWS OF REGIONS**

The By-Laws of the Association apply to and govern the activities of each Region.

This constitution was presented to the Annual General Meeting and was duly moved, seconded and carried.

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Signature of Chair

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Signature of Director

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Date