

# *ORIENTEERING ASSOCIATION OF NOVA SCOTIA*

## *BY-LAWS*

A by-law relating generally to the transaction of the business and affairs of the ORIENTEERING ASSOCIATION OF NOVA SCOTIA BE IT ENACTED as a by-law of the corporation as follows:

### *SECTION ONE: THE ASSOCIATION*

1.01 Name - The name of the corporation is the Orienteering Association of Nova Scotia and may herein after be referred to alternatively as the Corporation or the Association.

1.02 Head Office - The head office of the Corporation shall be in the City of Halifax, in the Province of Nova Scotia and at such location therein as the board may from time to time determine by resolution.

1.03 Financial Year - Until changed by resolution of the board, the financial year of the Corporation shall end on the last day of December in each year.

1.04 Execution of Instruments - Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by any two directors or one director and the executive director. In addition, the board may from time to time direct by resolution the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed.

1.05 Banking Arrangements - The banking business of the Corporation shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

1.06 Auditors - The Association shall have an auditor or auditors who may be appointed at the annual general meeting.

1.07 The Association shall be and remain an authorized member of Orienteering Canada and the Association shall abide by the Rules and Regulations of Orienteering Canada except where prevented from doing so by local conditions, laws or customs.

### *AFFILIATED WITH ORIENTEERING CANADA*

#### *SECTION TWO: DIRECTORS/OFFICERS*

2.01 Number of Directors/Officers and Quorum - Until changed in accordance with Section 12.01, the board shall consist of no less than seven directors/officers and no more than fifteen directors/officers. One half plus one will be considered as quorum.

2.02 Election and Term - The election of directors shall take place at each annual meeting of members. All the elected directors whose term of two years has expired shall retire but, if qualified, shall be eligible for re-election. The past-president shall be an ex-officio member of the board of directors. The election shall take place at each annual general meeting and each director elected will be committed to a two year term.

2.03 Vacation of Office - The office of a director shall be vacated upon the occurrence of any of the following events:

- (a) If a receiving order is made against them;
- (b) If an order is made declaring them to be unable to carry out their director responsibilities;
- (c) If they shall be removed from office by resolution of the members;
- (d) If by notice in writing to the Corporation they resign their office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

2.04 Vacancies - If a vacancy shall occur in the board, the remaining directors if constituting a quorum may appoint a qualified person to fill the vacancy for the remainder of the term. Prior to making the appointment, such an appointment must be approved by at least two-thirds of all the remaining directors provided they constitute a quorum. In the absence of a quorum the remaining directors shall appoint at the next directors meeting where there is a quorum.

2.05 Place of Meetings - Meetings of the board shall be held in Nova Scotia or, if the board so determines or all absent directors consent at some place outside Nova Scotia.

2.06 Calling of Meetings - Meetings of the board may be held on any day that the board or the president may determine. Notice of the time and place of every meeting so called shall be given in the manner provided in Section 8 to each director not less than 2 weeks before the time when the meeting is to be held if the notice is sent by email.

2.07 First Meeting of New Board - Provided a quorum of directors is present, each newly elected board may without notice hold its first meeting immediately following the meeting of members at which such board is elected.

2.08 Regular Meetings - The board may appoint a day or days in any month or months for regular meetings at a place and hour to be named. A copy of any resolution of the board fixing the place and time of regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

2.09 Emergency Meetings - Emergency meetings of the board may be called at the discretion of the president or upon the request of any three directors. Notice of the time and place of every meeting so called shall be given to each director:

(a) not less than 24 hours before the time when the meeting is to be held if the notice is given personally, by telephone, or email; provided that no notice of a meeting shall be necessary if all the directors in office are present or if those absent waive notice or otherwise consent to such meeting being held.

2.10 Chairperson - The president, or in their absence, the vice-president who is a director/officer shall be chairperson of any meeting of the board. If no such officer is present, the directors/officers present shall choose one of the board to be chairperson.

2.11 Votes to Govern - At all meetings of the board every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes the president or the chairperson of the meeting shall be entitled to cast a deciding vote.

2.12 Conflict of Interest - A director shall not be disqualified by reason of their office from contracting with the Corporation. Subject to the provisions of the Act, a director shall not by reason only of their office be accountable to the Corporation or to its members for any profit or gain realized from a contract or transaction in which they have an interest, and such contract or transaction shall not be void by reason only of such interest, provided that, if a declaration and disclosure of such interest is required by the Act. Such declaration and disclosure shall have been made and the director shall have refrained from voting as a director on the contract or transaction.

2.13 Agenda - The board shall by resolution prescribe a basic agenda for all meetings of directors which agenda may be added to or varied for any particular meeting as circumstances may require. The president or executive director is responsible for putting together the agenda and making it available at board meetings.

2.14 Minutes - The board shall by resolution prescribe the minimum or basic contents to be included in the minutes of all meetings of directors but such minimum or basic contents may be added to or varied for any particular meeting as circumstances may require.

2.15 Circulation of Minutes - The board may by resolution direct that at such time or times as the board may determine, that copies of the minutes of any board meeting be mailed or emailed to any persons or organizations (whether incorporated or unincorporated) whether or not such persons or organizations are members of the Association.

2.16 Qualification of Directors - Any person who is a voting member in good standing of the Association and who is not an employee of the Association is qualified to be nominated and elected as a director.

### *SECTION THREE: COMMITTEES*

3.01 Standing Committees - The board may elect or appoint the following standing committees.

- (a) Mapping Committee
- (b) Technical & Competition Committee
- (c) Education Committee
- (d) Promotion Committee
- (e) Finance Committee
- (f) Junior Development Committee

3.02 Additional Standing Committees - The board may from time to time by resolution elect or appoint such other standing committees as it may deem advisable.

3.03 Special Committees - The board may from time to time by resolution elect or appoint such other special committees as it may deem advisable and assign to such a special committee such duties of a temporary nature as the board shall determine. Such a special committee shall cease to exist when it has completed its assigned duties and made a report to the board.

3.04 Constitution of Committee - The board may by resolution fix the number of persons to be appointed or elected to all committees provided that all committees need not have the same number of persons elected or appointed to it. Further, it is provided that the President shall be an ex-officio member of all committees except that the president shall not be a member (ex officio or otherwise) of the Nominating Committee if such a committee is created by the board.

3.05 Committee Chairpersons - The board shall by resolution appoint a chairperson of each committee and shall designate the duties and responsibilities of such chairpersons. These duties shall include reporting to the board on the activities of the committee.

3.06 Procedure - Unless otherwise ordered by the board, each committee shall have power to fix its quorum at not less than a majority of its members, to make recommendations of the committee based upon the approval of the majority of committee members, to appoint a temporary chairperson from amongst the committee members present if the chairperson is absent from a meeting of the committee, and to regulate its procedure.

### *SECTION FOUR: DIRECTORS/OFFICERS*

4.01 Election or Appointment

- (a) The election of all directors shall take place at each annual meeting of members according to Section 2, Item 2.02.

4.02 President - The president shall be the chief executive officer of the Association and, subject to the authority of the board, shall have general supervision of the affairs and business of the Corporation. Except when the board has elected or appointed a general manager or a managing director, the president shall also have the powers and be charged with the duties of that office. In addition the responsibilities of the president shall include: chairing all board of directors' and members' meetings and ensuring that notices of meetings, agenda and minutes get prepared and circulated as required; ensuring that duties assigned to individual directors are properly carried out.

4.03 Vice-President - During the absence or disability of the president, their duties shall be performed and their powers exercised by the vice-president or, if there are more than one, by the vice-president designated from time to time by the board or the president. A vice-president shall have such other powers and duties as the board or the president may prescribe.

4.04 Secretary - The secretary shall attend and be the secretary of all meetings of the board and members. They shall keep a record of all minutes from every meeting.

4.05 Treasurer - The treasurer shall be responsible for proper accounting records in compliance with the Act and, under the direction of the board, shall be responsible for the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. They shall render to the board whenever required an account of all their transactions as treasurer and of the financial position of the Corporation; and they shall have such other duties as the board or the president may prescribe.

4.06 Past President - The individual who held the office of president immediately prior to the individual who currently holds the office of president whether or not the current president is in their first term in that office or the second of two consecutive terms as president, is the past president of the Association provided that they are still a member in good standing of the Association. The past president, if any, shall be an ex-officio member of the board of directors and may have any other duties assigned to them by the board of directors.

4.07 Duties of Other Officers - The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or as the board or the president may prescribe. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board or the president otherwise directs.

4.08 Variation of Duties - From time to time the board may vary, add to, or limit the powers and duties of any director.

4.09 Term of Office - The board may remove at its discretion any officer of the Corporation, without prejudice to such officer's rights under any employment contract. Otherwise each officer elected or appointed by the board shall hold office until their successor is elected or appointed.

4.10 Terms of Employment and Remuneration - The terms of employment and the remuneration of officers elected or appointed by the board shall be settled by it from time to time.

4.11 Agents and Attorneys - The board shall have power from time to time to appoint agents or attorneys for the Corporation in or out of Nova Scotia with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

4.12 Fidelity Bonds - The board may require such officers, employees and agents of the Corporation as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

#### *SECTION FIVE: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS*

5.01 Limitation of Liability - No director or officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director, officer, or employee. They are also not liable for joining in any receipt or other act for conformity, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the board for or on behalf of the Corporation. They are not liable for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited. They are not liable for any loss occasioned by any error of judgment or oversight on their part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of their office or in relation thereto, unless the same are occasioned by their own willful neglect or default, provided that nothing herein shall relieve any director or officer of any liability imposed upon them by the Act.

5.02 Indemnity - Subject to the limitations contained in the Act, every person and every officer of the Corporation and every other person who has undertaken or is about to undertake any liability on behalf of the Corporation or anybody corporate controlled by it and their heirs, executors, administrators and other legal personal representatives shall, from time to time, be indemnified and saved harmless by the Corporation from and against:

(a) any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding that is proposed or commenced against them for or in respect of anything done or permitted by them in respect of the execution of the duties of their office; and

(b) all other costs, charges and expenses that they sustain or incur in respect of the affairs of the Corporation.

## *SECTION SIX: MEMBERSHIP*

6.01 Membership - There shall be the following classes of memberships in the Association:

(a) Regular members are individual and family members in good standing with the Association.

(b) Honorary Life Membership (for individuals).

6.02 Annual Fees - The annual fees of the Association are set by resolution by the board of directors.

6.03 Membership Year - The membership year of the Association shall extend from January 1st to December 31st to match the fiscal year. Members of the previous year are eligible to vote at the annual general meeting which is held in February/March.

6.04 Members Privileges - Each regular individual member and each person who is part of a family membership shall be entitled to all rights and privileges as members of the Association, except that only those 16 years and over have the right to vote.

## *SECTION SEVEN: MEETINGS OF MEMBERS*

7.01 Annual Meetings - The annual meeting of members shall be held at such time and on such day in each year as the board, the chairperson of the board or the president may determine. This should be done as soon as possible after the schedule of events for the current year has been established and shall be listed in the schedule of events for the purpose of receiving the reports and statements required by the Act to be laid before the annual meeting, electing directors, appointing auditors and fixing or authorizing the board to fix the remuneration of the auditors, and for the transaction of such other business as may properly be brought before the meeting.

7.02 General Meetings and Special Meetings - The board of directors or an application in writing to the Secretary by 50% of the members shall have power to call a general meeting of members or a special meeting of any class or classes of members at any time.

7.03 Place of Meetings - Meetings of members shall be held in Nova Scotia.

7.04 Notice of Meetings - Notice of the time and place of each meeting of members shall be given in the manner provided in Section 8 not less than 14 nor more than 50 days before the date of the meeting to each member who at the close of business on the record date for notice is entered in the register of members as a member in good standing with the right to vote at the meeting. Notice of a general meeting of members shall state the general nature of the business to be transacted at it. The auditors of the Corporation are entitled to receive all notices and other communications relating to any meeting of members that any member is entitled to receive.

7.05 Record Date for Notice - The board may fix in advance a date, preceding the date of any meeting of members by not more than 50 days and not less than 14 days, for the determination of the members entitled to notice of the meeting. If no such record date for notice is fixed by the board the record date for notice shall be the day next preceding the day on which notice is given.

7.06 Meetings Without Notice - A meeting of members may be held without notice at any time and at any place permitted by the Act:

(a) if all the members entitled to vote thereat are present in person.

7.07 Secretary - If the secretary of the Corporation is absent, the chairperson shall appoint some person, who need not be a member to act as secretary of the meeting.

7.08 Persons Entitled to be Present - The only persons entitled to attend a meeting of members shall be members in good standing and the auditors of the Corporation. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

7.09 Quorum - A quorum for the transaction of business at any meeting of members shall be one half of the vote + one.

7.10 Record Date for Voting - The board may fix in advance a date, preceding the date of any meeting of members by not more than 48 hours, excluding non-business days, for the determination of the members entitled to vote at the meeting. The record date for voting at a meeting of members shall be specified in the notice calling the meeting.

7.11 Votes to Govern - At any meeting of members every question shall, unless otherwise required by the letters patent or by-laws or by law, be determined by the majority of the votes cast on the question. In case of an equality of votes either upon a show of hands or upon a poll, the chairperson of the meeting shall be entitled to a tie-breaking vote.

7.12 Show of Hands - Subject to the provisions of the Act, any question at a meeting of members shall be decided by a show of hands unless a poll thereon is required or demanded as provided. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the chairperson of the meeting that the vote upon the question has been carried or carried by a particular majority of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any of the votes recorded in favour of or against any resolution of other proceeding in respect of the said question. The result of the vote so taken shall be the decision of the members upon the said question.



7.13 Polls - On any question proposed for consideration at a meeting of members, and whether or not a show of hands has been taken thereon, the chairperson may require, or any person entitled to vote on the question may demand, a poll thereon. A poll so required or demanded shall be taken in such manner as the chairperson shall direct. A requirement or demand for a poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each person present shall be entitled to one vote, plus proxy vote(s) if applicable, and the result of the poll so taken shall be the decision of the members upon the said question.

7.14 Action in Writing by Members - Any by-law or resolution passed by the directors may, in lieu of confirmation at a general meeting of members, be confirmed and consented to in writing by all the members entitled to vote at such meeting. A resolution may be consented to by the signature of all the members who would be entitled to vote at a meeting of members duly called, constituted and held for the purpose of considering such resolution.

### *SECTION EIGHT: NOTICES*

8.01 Method of Giving Notices - Any notice (which term includes any communication or document) to be given, sent, delivered or served pursuant to the memorandum, the by-laws or otherwise to a member, director, officer, auditor or member of a committee of the board shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to them at their recorded address by prepaid air or ordinary mail, or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by them to be reliable.

8.02 Alternate Method - Notwithstanding anything to the contrary contained in this by-law, notice to the members of the annual general meeting may be placed on the Association's website ([www.orienteingns.ca](http://www.orienteingns.ca)) at the earliest convenient date before the meeting is to be held.

8.03 Computation of Time - In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.04 Omissions and Errors - The accidental omission to give any notice to any member, director, officer, auditor, or member of a committee of the board, or the non-receipt of

any notice by any such person or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.05 Waiver of Notice - Any member (or their duly appointed proxy), director, officer, auditor or member of a committee of the board may waive any notice required to be given to them under the memorandum of the Association, the letters patent, the by-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

#### *SECTION NINE: FINANCE*

9.01 Borrowing Power - The board may from time to time, in such amounts and on such terms as it deems expedient:

- (a) borrow money on the credit of the Corporation;
- (b) issue, sell or pledge debt obligations (including bonds, debentures, notes or other similar obligations, secured or unsecured) of the Corporation; and
- (c) charge, mortgage, hypothecate or pledge all or any of the currently owned or subsequently acquired real or personal, movable or immovable, property of the Corporation, including book debts, rights, powers, franchises and undertaking, to secure any debt obligations or any money borrowed, or other debt or liability of the Corporation.

9.02 Delegation - The board may from time to time delegate to such one or more of the directors and officers of the Corporation as may be designated by the board all or any of the powers conferred on the board by Section 9.01 to such extent and in such manner as the board shall determine at the time of each such delegation.

#### *SECTION TEN: COMPETITION*

10.01 Sanctioned Events - The board may by resolution sanction provincial meets and clinics held within Nova Scotia and may designate the classes of competitors, the place of the event, entry fees, registration procedures, the use of any funds raised, the number and qualifications of instructors and other officials at such events, the number and type of awards to be granted at such events, and any other duties, functions and responsibilities necessary and relevant to such events.

#### *SECTION ELEVEN: RIGHT OF APPEAL AND PROCEDURE*

11.01 Any member of the Association may appeal a decision on any matter made by any officer or committee, to the board of directors.

11.02 The appellant or their agent shall file a notice of appeal in writing with the executive director of the Association within thirty days, or such longer period of time as the board of directors may prescribe upon application by the appellant, after receiving written notification of the decision which is to be appealed setting out the following information:

- (a) The person, committee or body whose decision is being appealed.
- (b) The capacity in which that person was acting when they made the decision, or the title of the committee or body making the decision.
- (c) The date the decision was made, and
- (d) The particulars of their grounds of appeal.

11.03 Upon receiving a notice of appeal the executive director shall notify the chairperson of the board of directors and the president of the Association. Within thirty days after the executive director receives a notice of appeal the board of directors shall appoint a day and hour for the hearing of the appeal which shall be not more than ninety days after the notice of appeal was received by the executive director.

11.04 Notwithstanding any other provision of these by-laws, a majority of the board of directors shall constitute a quorum sufficient to hear an appeal under this section. The appellant shall be entitled to be represented by counsel at the appellant's expense at the hearing of the appeal.

11.05 The decision of the board of directors shall be announced by the chairperson of the board of directors, or in their absence or inability to act, the chairperson of the meeting at which the hearing was conducted, and the decision shall be final and binding on all parties to the appeal.

#### *SECTION TWELVE: AMENDMENTS TO BY-LAWS*

12.01 Any alterations, amendments or additions to these bylaws must be approved by a seventy-five percent (75%) vote of the members of the association present and voting in person or by proxy at a meeting called for the purpose of amending these by-laws or at the annual general meeting.

#### *SECTION THIRTEEN: INTERPRETATION*

13.01 Definitions - In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

"board" means the board of directors of the Corporation;

"by-laws" means this by-law and all other by-laws and special by-laws of the Corporation from time to time in force and effect;

"Corporation" means the corporation incorporated by letters patent under the Act and named;

"ex-officio" means by virtue of one's office or position;

"meeting of members" includes an annual meeting or a general meeting of members;

"general meeting of members" includes a special meeting of any class or classes of members;

"signing officer" means, in relation to any instrument, any person authorized to sign the same on behalf of the Corporation by Section 1.04 of this by-law or by a resolution passed pursuant thereto; words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, bodies corporate, partnerships, trusts and unincorporated organizations.

ISSUED THROUGH SPORT NOVA SCOTIA