

# Nova Scotia Stick Curling Competitive League

## **GOVERNING AUTHORITY**

1. The Nova Scotia Stick Curling Competitive League (NSSCCL) will be a sanctioned league under Nova Scotia Stick Curling.
2. NSSCCL will consist of stick curling teams from Nova Scotia but may also include teams from other provinces if approved by the NSSCCL Board.
3. Teams will be invited to play in the NSSCCL based on consideration of factors such as overall competitiveness, intention to play in provincial, maritime and national championships, willingness and ability to participate in league play, and any other such factors as are deemed appropriate to maintain the competitiveness and collegial spirit of the league. The NSSCCL mission statement and core objectives will be considered in any team invitation decisions.
4. Invitations to teams to join the NSSCCL will be issued by the Board Chair after deliberations by the Board executive.
5. All NSSCCL teams are subject to annual reassessment for inclusion in the league. There is no automatic right for a returning team to be included in the league. Teams may voluntarily withdraw from the league at any time.
6. Inclusion in the league, and payment of fees, grants a team the right and obligation to play in league sanctioned games and tournaments.
7. Failure to pay fees will result in expulsion from the league.
8. NSSCCL is a competitive league but all teams, and team members are expected to adhere to curling etiquette, act in a professional manner and be respectful of all league members, club members and club staff at all times.
9. Complaints received by the Board chair, or Board executive, about a failure to act in an appropriate manner; will be dealt with by the Board executive. A range of sanctions from a verbal warning to expulsion from the league can be applied.

The number of Directors shall be five (5). The subscribers to the Memorandum of Association of the NSSCCL shall be the first directors.

## **GOVERNANCE**

### **BOARD**

#### **ELECTION OF MEMBERS TO THE BOARD**

1. Any member in good standing of Stick Curling Nova Scotia (SCNS), and a member of a NSSCCL team, is eligible to be nominated, elected or appointed as a Director. (Above persons are defined as “Member”) A Director must be a “Member” but cannot also be a member of the Board of Directors of SCNS.
2. The first Board will be recruited and appointed from within the “Member” group defined above in point 1. Thereafter, Directors will be elected and the number of Directors to be elected each year equals the number of elected Directors whose terms of office will expire at the next annual general meeting.
3. The results of the election are announced at the annual general meeting.
4. A call for nominations to fill any vacant or expiring positions shall be issued by the Secretary to the “Members”.
5. Any “Member” in good standing may nominate a member to be a Director.
6. The Secretary shall review all nominations to ensure that they meet the eligibility requirements for Directors set out in the By-Laws, and shall prepare a list of all eligible nominees. A nominated member who is not in good standing at the time the nomination is received is not an eligible nominee.
7. In the event that the number of eligible nominees does not exceed the number of positions to be filled on the Board, the nominees may be acclaimed.
8. If the nominees are not acclaimed, a ballot containing the names of all eligible nominees shall be provided to all “Members” attending the annual general meeting. The ballot shall indicate:
  - (a) the name of each person who has been nominated
  - (b) the number of vacancies to be filled on the Board;

9. Only members in good standing are eligible to vote and each member shall have one (1) vote in an election of Directors.
10. A ballot shall not be considered a valid vote unless it is completed and returned in the manner directed by the Board by the date of the annual general meeting.
11. A scrutineer shall be appointed by the Secretary and shall be responsible, in accordance with a process established by the Board, to determine the number of votes cast for each nominated member and shall draw up a report in writing showing in alphabetical order, in such numbers as are required to fill the vacancies on the Board, the names of the members who have received the largest number of votes and shall turn the results over to the Secretary and to the Chair at the annual general meeting.
12. The list of those members elected to the Board, prepared and signed by the scrutineer, will be final and conclusive as to the election of those members to the Board, notwithstanding any irregularity or informality or any accidental omission to supply a ballot to, or the non-receipt of a ballot by, any member.
13. The Chair shall declare at the annual general meeting the names of those elected or acclaimed to the Board. Members elected or acclaimed to the Board assume office as Directors immediately at the conclusion of the annual general meeting following the election.
  - (2) Other than those Directors appointed to the initial Board, all Directors shall be elected or acclaimed to the Board for terms of two (2) years;
  - (3) Directors shall be eligible for re-election, acclamation, or reappointment to the Board provided that no Director shall serve on the Board for more than three (3) consecutive terms;
  - (4) Directors who have served as Directors for three (3) consecutive terms are not eligible for re-election, acclamation, or re-appointment until two (2) years have passed since the end of their last consecutive term

#### **VACANCY ON THE BOARD**

14. A Director shall be considered to have vacated that position if:
  - (a) the Director resigns from office;
  - (b) the Director no longer meets the definition of a “Member”

- (c) the Board passes a special resolution that the Director failed to comply with the By-Laws, or policies of NSSCCL, including those policies governing attendance at meetings, or that the Director's conduct, in the opinion of the Board, has brought the reputation of NSSCCL into disrepute;
  - (d) a court or physician makes a determination of mental incapacity or incompetence regarding the Director;
  - (e) the Director dies.
15. If the position held by a Director has been vacated, the Board may appoint another "Member to hold office for the unexpired portion of the term.
16. A vacancy on the Board does not impair the power of the remaining members of the Board to act.

#### **OFFICERS OF THE BOARD**

17. The following shall be the officers of the Board:
- (a) Chair
  - (b) Vice-Chair
  - (c) Secretary / Treasurer
18. The Board shall elect a Chair, a Vice-Chair, and a Secretary / Treasurer from among the Directors to hold office for a one (1) year term. The Board may in future split the offices of Secretary and Treasurer. The Chair, Vice-Chair and Secretary / Treasurer may be re-elected to their office by the Board.
19. If an officer ceases to be a Director for any reason or becomes subject to a suspension of registration, he or she shall automatically cease to be an officer.
20. If an officer ceases to hold office before his or her term expires, the Board may appoint a Director to fill such vacancy for the unexpired portion of the term.
21. The Chair of the Board shall:
- (a) preside at all meetings of the Board and at such meetings shall be entitled to participate in all discussions and to vote;

- (b) report to each meeting of the Board concerning the operation of NSSCCL
- (c) preside at all annual general meetings and special meetings;
- (d) call an annual general meeting or special meeting of NSSCCL;
- (e) be the official representative of NSSCCL
- (f) have all powers necessary or desirable to enable the carrying out of the duties of office effectively; and
- (g) perform such other duties and exercise such other powers as set out in the By-Laws, or as the Board may from time to time direct.

22. The Vice-Chair shall:

- (a) assist the Chair of the Board;
- (b) be vested with all the powers and shall perform all the duties of the Chair in the absence, disability, or refusal to act of the Chair;
- (c) serve as chair of the Audit Committee; and
- (d) perform such other duties and exercise such other powers as set out in the By-Laws, or as the Board may from time to time direct.

23. The Secretary / Treasurer shall:

- (a) ensure that notice of all meetings of the Board as required by these By-Laws is prepared and distributed;
- (b) be responsible for all correspondence to and from the Board;
- (c) be responsible for coordinating all elections of Directors;
- (d) keep or cause to be kept minutes of all meetings of the Board;
- (e) keep or cause to be kept a copy of the By-Laws, and any and all amendments thereto;
- (f) keep or cause to be kept a copy of all minutes, records, Board-approved policies, and documents of NSSCCL;
- (g) ensure that an attendance record of those in attendance at all Board meetings is kept; and

- (h) perform such other duties and exercise such other powers as set out in the By-Laws, or as the Board may from time to time direct.
- (i) provide updates at each Board meeting regarding the financial affairs of NSSCCL;
- (j) obtain and present to the Board a report on the results of the yearly operations of NSSCCL, and such other financial reports as the Board may from time to time require;
- (k) collaborate with the Board Chair regarding the preparation and presentation to the Board of the operating budget of NSSCCL;
- (l) keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of NSSCCL and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of NSSCCL;
- (m) Present the financial results of NSSCCL at the annual general meeting;
- (n) perform such other duties and exercise such other powers as set out in the By-Laws, or as the Board may from time to time direct.

#### **BOARD MEETINGS**

- 24. Meetings of the Board shall be held at least once before the annual general meeting at such times and places as the Chair shall determine.
- 25. Meetings of the Board may be held in person, or by means of such telephone, electronic or other communications facilities that will permit all persons participating in the meeting to communicate with each other.
- 26. A meeting of the Board shall be called at the direction of the Chair or of two-thirds (2/3) of the Directors.
- 27. Notice of any meeting of the Board shall be given to all Directors prior to the meeting.
- 28. The accidental omission to give notice to any Director, or the failure of any Director to receive such notice shall not invalidate any decision made or resolution passed at any such meeting.
- 29. A majority of the elected or appointed Directors constitutes a quorum.
- 30. No business shall be conducted at any meeting of the Board unless a quorum is present. When a quorum is not present, the meeting of the

Board shall be adjourned to a time and place as may be decided by the Chair.

31. A meeting of the Board at which a quorum is present shall be competent to exercise all or any of the authority, powers, and discretions vested in or exercisable by the Board generally.
32. Such other person as the Board requests shall attend each Board meeting in an *ex officio* capacity, with no right to vote.
33. The Chair may at any time require a meeting, or a portion of a meeting, to be held *in camera*, and require that any non-Directors attending the meeting withdraw from any *in camera* sessions of the Board.

#### **VOTING AT BOARD MEETINGS**

34. Each Director, including the Chair, shall have one (1) vote. Directors may vote by proxy. In the event of a tie vote, a motion shall be deemed defeated. Directors shall abide by any Conflict of Interest Policy prescribed by the Board.
35. Unless otherwise provided in the By-Laws, every question arising at any meeting of the Board shall be decided by a majority of votes cast.
36. A declaration by the Chair that a motion has been carried or lost is sufficient.

#### **MINUTES**

37. Minutes shall be kept of all meetings of the Board. The minutes shall indicate, without limitation, the names of the persons present at the meeting, a list of all proposed resolutions and the result of the proposed resolutions.

#### **REMUNERATION AND EXPENSES**

38. The Board would not ordinarily provide for the remuneration of Directors and Officers, but may make policies governing any remuneration.
39. Directors and members of committees of the Board shall be paid their reasonable out of pocket expenses of attending meetings of the Board and its committees and of conducting the affairs of NSSCCL. The Board may establish policies concerning the payment of such expenses.

## **COMMITTEES OF THE BOARD**

40. The Board may appoint one or more other committees, and delegate to any such committee any of the powers of the Board. Any committee so formed shall, in the exercise of the powers so delegated, conform with any requirements that may be imposed by the Board.

## **MEETINGS OF MEMBERS**

41. An annual general meeting of members shall be held each calendar year at such place in Nova Scotia and at such time as the Board may determine, provided that the annual general meeting shall be held no more than fifteen (15) months after the preceding annual general meeting. It is anticipated that the annual general meeting would be held in conjunction with the Nova Scotia provincial stick curling championship. At each annual general meeting of members the following items of business shall be dealt with:
  - (a) Minutes of the preceding general meeting;
  - (b) Consideration of the annual reports of the Directors and Officers;
  - (c) Consideration of the reports of committees;
  - (d) Consideration of the annual financial statements;
  - (e) Consideration of the budget for the ensuing year;
  - (f) Report on the election of Directors for the ensuing year;
  - (g) Any other business provided that notice thereof was provided to the Board and “members” prior to the meeting
42. A special meeting of members may be called at any time by the Chair. No business other than that specified in the notice shall be brought before a special meeting.
43. Notice of an annual general meeting or special meeting shall be sent to each member in good standing, by ordinary mail, e-mail, facsimile or any other medium of communication approved by the Board, to the member's contact information as registered with NSSCCL, before the date of such meeting.
44. The notices shall be in writing and shall state the day, hour and place of the meeting as well as the general nature of the business to be transacted.

45. Failure to receive such notice, for any reason whatsoever, including accidental omission to send such notice to any members entitled to such notice, shall not invalidate the notice nor invalidate the meeting or make void any proceedings taken at the meeting.
46. Quorum for any meeting of members is five (5) members in good standing, personally present. If quorum is not met within one (1) hour of the time scheduled for the commencement of the meeting, then:
  - (a) in the case of the annual general meeting, the meeting is adjourned to the date, time and location fixed by the majority of members in good standing, present, at which rescheduled meeting the members in good standing then present form a quorum; and
  - (b) in the case of a special meeting, the meeting is dissolved.

## **VOTING**

47. At each annual general meeting of members and all special meetings of members:
  - (a) only members in good standing may vote and each member shall have one (1) vote.
  - (b) A resolution put to a vote is determined by the majority of votes.
  - (c) a resolution put to a vote shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of a show of hands) demanded by the Chair or by a member.
  - (d) when a poll is demanded, it shall be taken in such manner and at such time and place as the Chair directs.
  - (e) the demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.
48. Any business of NSSCCL which requires approval by the members may be voted on through an electronic voting process. Rules for the voting process including the method upon which the electronic ballot is to be identified and counted, shall be approved by the Board.

Voting on any special resolution may be done in person, by proxy where proxies are allowed or by electronic means if approved by the Board.

49. A declaration by the Chair that a motion has been carried or lost, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such motion.

## **PROCEDURE FOR MEETINGS**

50. Any question of procedure at any meeting of the Board, or a committee, for which provision has not been made in these By-Laws shall be determined by the chair of the meeting in accordance with “Robert’s Rules of Order”, most recent edition.

## **VALIDITY OF ACTS AND DECISIONS**

51. All acts performed or decisions made at any meeting of the Board or a committee of the Board shall, notwithstanding that it is afterwards discovered that there was some defect in the appointment of a Director or a committee member or that they or any of them were disqualified, be as valid as if every person had been duly appointed and was qualified.

## **INDEMNIFICATION**

52. Every director, officer, employee and member of a committee of NSSCCL, their respective heirs, executors and administrators, estate and effects shall at all times be indemnified and saved harmless out of the funds of NSSCCL from and against all costs, charges and expenses whatsoever that are sustained or incurred in or about any action, suit or proceeding that is brought, commenced or prosecuted against that person in respect of any act, deed, matter, or thing whatsoever made, done or permitted by such person, in or about the execution of the duties of office except such costs, charges or expenses as are occasioned by that person’s own wilful neglect or wilful default.

## **Powers to Discipline**

53. The Board of Directors has the right to create and enforce, in whatever form is deemed appropriate, disciplinary processes against individual players and teams in the NSSCCL. A full range of sanctions from verbal reprimand to expulsion from the league are available to any discipline committee formed.
54. The discipline committee should consist of two (2) members of the Board of Directors and a neutral third person to be determined at that time. The third committee member should not be associated with the team subject to discipline or their host club. The third person should not be a member of the Nova Scotia Stick Curling Board of Directors as that body will hear any appeals of the NSSCCL discipline process.
55. Any appeal of the recommendations of the discipline committee should be heard by the Board of Directors of Stick Curling Nova Scotia or a committee constituted by that Board.

56. No further discipline appeals are available other than Stick Curling Nova Scotia and the NSSCCL Board should, except in exceptional circumstances, abide by any appeal decision made by Stick Curling Nova Scotia.

#### By-Laws

57. The initial by-laws will be approved by the Board executive. Subsequently, additions, amendments or repeal of by-laws will be approved by a simple majority member vote at the Annual General Meeting.

#### Borrowing Powers Ability to Contract

58. NSSCCL may enter into such borrowing arrangements as are necessary to carry on the normal operations of the league. Any borrowing arrangement must be approved by the Board of Directors. Any borrowing arrangement must be appropriate for the scope and nature of the league and relate only to league operations.
59. The execution of contracts, deeds, bills of exchange or other instruments or documents must be approved by the Board of Directors and is limited to activities within the normal operating scope of NSSCCL.

#### Records

60. The Board shall annually approve a statement of accounts for the NSSCCL and make it available to the league membership for review. The Board can request an external review of operating results by a simple majority vote.
61. Consistent with By-law 23, the Board Secretary is responsible for ensuring that accurate records are kept of the operations of NSSCCL and retained for the appropriate statutory periods. The secretary will also ensure the appropriate custody and use of the league seal.
62. Consistent with By-laws 23 & 37, the Board Secretary must ensure that minutes are prepared for all Board executive meetings and the Annual General Meeting.
63. Members may request of the Board at any time an external examination of the books and records of NSSCCL by a CPA firm. The cost of that external examination will be borne by the member.
64. Members may request of the Board to inspect the books and records of NSSCCL. The terms and timing of the inspection will be negotiated between the Board and the requesting member.