

Nova Scotia Stick Curling Association

GOVERNING AUTHORITY

1. The Nova Scotia Stick Curling Association (NSSCA) will be a non-profit society sanctioned under Curling Nova Scotia.
2. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
3. NSSCA is ultimately accountable to the members of the society
4. The management of NSSCA is the responsibility of the directors. In particular, the directors may engage management and determine their duties, responsibilities and remuneration.
5. NSSCA membership will consist of stick curlers from Nova Scotia and former Nova Scotia stick curlers approved by the Board of Directors.
 - a. Every member is entitled to attend any members’ meeting of NSSCA
 - b. Every member in good standing may vote at any members’ meeting of NSSCA
 - c. Any member of legal age is entitled to hold any office
 - d. NSSCA membership is not transferable
6. NSSCA is a non-profit society whose members are expected to adhere to curling etiquette, act in a professional manner and be respectful of all officials, NSSCA members, curling club members and curling club staff at all times.
7. Complaints received by the Board chair, or Board members, 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 playing restrictions to expulsion from the society can be applied.
8. Membership in NSSCA shall cease:
 - a. Upon death
 - b. Upon ceasing to stick curl

- c. Upon termination of membership as a result of a discipline process
- d. Upon written notice of resignation

The number of Directors shall be a minimum of five (5) and a maximum of ten (10). The subscribers to the Memorandum of Association of the NSSCA and two (2) directors at large shall be the first directors.

GOVERNANCE

BOARD

ELECTION OF MEMBERS TO THE BOARD

1. Any member in good standing of Nova Scotia Stick Curling Association (NSSCA) is eligible to be nominated, elected or appointed as a Director. (Above persons are defined as “Member”) A Director must be a “Member”.
2. The first Board will be recruited and appointed for a two year term 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 will be 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” in advance of the annual general meeting.
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 will be prepared by the Secretary in advance of the annual general meeting and 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
 - (5) The Board will attempt to stagger elections / appointments in a manner that allows for continuity of governance and prevents all Directors terms from expiring at the same time.

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 members may, by special resolution, remove any Director and appoint another person.

Members pass a special resolution that the Director failed to comply with the By-Laws, or policies of NSSCA, including those policies governing attendance at meetings, or that the Director’s conduct, in the opinion of the Board, has brought the reputation of NSSCA 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
 - (d) Treasurer
18. The Board shall elect a Chair, a Vice-Chair, a Secretary and a Treasurer from among the Directors to hold office for a one (1) year term. The Board may in future combine the offices of Secretary and Treasurer. The Chair, Vice-Chair, Secretary and 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 NSSCA
- (c) preside at all annual general meetings and special meetings;
- (d) call an annual general meeting or special meeting of NSSCA;
- (e) be the official representative of NSSCA on any regional or national stick curling boards
- (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.
- (e) be the second official representative of NSSCA on any regional or national stick curling boards

23. The Secretary 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 NSSCA;

- (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.

24. The Treasurer shall:

- (a) provide updates at each Board meeting regarding the financial affairs of NSSCA;
- (b) obtain and present to the Board a report on the results of the yearly operations of NSSCA, and such other financial reports as the Board may from time to time require;
- (c) collaborate with the Board Chair regarding the preparation and presentation to the Board of the operating budget of NSSCA;
- (d) keep or cause to be kept full and accurate books of account in which shall be recorded all receipts and disbursements of NSSCA and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursements of the funds of NSSCA;
- (e) Present the financial results of NSSCA at the annual general meeting;
- (f) 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

25. The Board of Directors shall meet no less than one (1) times a year. A meeting of Directors may be held at the close of every annual general meeting without notice for the purpose of electing officers.

For all other Board meetings, notice is required and must:

- (a) Specify the date, place and time of the meeting
- (b) Be given to the Directors seven (7) days prior to the meeting
- (c) Be given to the directors by newsletter, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means
- (d) The non-receipt of notice by any director shall not invalidate the proceedings

- (e) Notice can be waived for Board meetings with the unanimous approval of the Board
- 26. 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.
- 27. A meeting of the Board shall be called at the direction of the Chair or of four-sevenths (4/7) of the Directors.
- 28. Notice of any meeting of the Board shall be given to all Directors prior to the meeting.
- 29. 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.
- 30. A majority (four-sevenths (4/7)) of the elected or appointed Directors constitutes a quorum. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before a vote.
- 31. 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.
- 32. 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.
- 33. Such other person as the Board requests shall attend each Board meeting in an *ex officio* capacity, with no right to vote.
- 34. 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

- 35. 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.
- 36. 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.
- 37. A declaration by the Chair that a motion has been carried or lost is sufficient.

MINUTES

38. 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

39. Directors and officers shall serve without remuneration and shall not receive any profit from their positions.
40. 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 NSSCA. The Board may establish policies concerning the payment of such expenses.
41. No NSSCA funds shall be paid to or be available for the personal benefit of any member. NSSCA shall not make loans, guarantee loans or advance funds to any director.

COMMITTEES OF THE BOARD

42. 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

43. 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 Stick Curling Association provincial 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
44. 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.
45. 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 NSSCA, (30) thirty days before the date of such meeting.
46. 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.
47. 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.
48. 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.
49. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

VOTING

50. 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. There shall not be proxy voting.
 - (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.
51. Any business of NSSCA 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. A special resolution must be passed by not less than three-fourths of members entitled to vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

52. 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

53. 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

54. 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

55. Every director, officer, employee and member of a committee of NSSCA, their respective heirs, executors and administrators, estate and effects shall at all times be indemnified and saved harmless out of the funds of NSSCA 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 / Manage

56. The Board of Directors has the right to create and enforce, in whatever form is deemed appropriate, disciplinary processes against any member. That right also extends to individual players and teams participating in any NSSCA sanctioned event. A full range of sanctions from verbal reprimand to expulsion from membership to playing bans are available to any discipline committee formed.
57. 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 member subject to discipline, any team they play on or their host club.
58. Any appeal of the recommendations of the discipline committee should be heard by an appeals committee constituted by the Board of Directors of Nova Scotia Stick Curling Association. No member of the initial discipline committee can be a member of the appeals committee.
59. No further discipline appeals are available after the appeals committee.
60. The management of NSSCA is the responsibility of the Directors. In particular, the Directors may engage management and determine their duties, responsibilities and remuneration.

By-Laws

61. The initial by-laws will be approved by the Board executive. Members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

Appointments to Regional or National Stick Curling Boards

62. The chair of the NSSC board will represent the NSCCA on any regional or national stick curling boards.
63. The vice-chair of the NSSC board will represent the NSCCA as the second representative on any regional or national stick curling boards.
64. If for some reason the chair or vice-chair are unwilling, or unable to assume their appointment then the NSSCA board may select by a simple majority vote a replacement for that appointment. That replacement should, except in the most unusual of circumstances, be selected from the remaining NSSCA board members.
65. In the event that the chair, vice-chair or elected designated replacement are unable to attend any meetings of a regional or national stick curling board they may be replaced by a proxy who will vote in their place.

Borrowing Powers / Ability to Contract

66. NSSCA may enter into such borrowing arrangements as are necessary to carry on the normal operations of the society. Any borrowing arrangement must be approved by the Board of Directors. Any borrowing arrangement must be appropriate for the scope and nature of the society and relate only to society operations. The Society may only borrow money as approved by special resolution of members.
67. 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 NSSCA.

Records

68. Consistent with By-laws 23 & 38, the Board Secretary must ensure that minutes are prepared for all Board executive meetings and the Annual General Meeting. The secretary will also ensure the appropriate custody and use of the league seal.
69. The fiscal year end of the NSSCA will be December 31

70. The Board shall annually approve a statement of accounts for the NSSCA signed by two directors 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.
71. A signed copy of the financial report shall be filed with the Registrar within 14 days after each annual meeting.
72. Consistent with By-law 24, the Treasurer is responsible for ensuring that accurate records are kept of the operations of NSSCA and retained for the appropriate statutory periods.
73. Members may request of the Board at any time an external examination of the books and records of NSSCA by a CPA firm. The cost of that external examination will be borne by the member.
74. The members may inspect the annual financial statements and minutes of membership and Director's meetings at the registered office of the NSSCA with one week's notice. All other books and records of NSSCA may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of NSSCA.

Conflict of Interest

75. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to report this interest. The declaration should be made to the members upon nomination and, if serving as a director, when the possibility of a conflict is realized.
76. A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.