
BY-LAWS FOR A NON-PROFIT SOCIETY

Definitions

1. In these by-laws:
 - (a) "Society" means South Shore Minor Hockey Association
(*society name*)
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such member entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society.
4. Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting. For clarity, membership shall be restricted to one vote per legal guardian, to a maximum of 2 votes per household.
5. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
6. Membership in the Society shall consist of:
 - (a) the minimum of 5 subscribers to the Memorandum of Association,
 - (b) those who support the objects of the Society,
 - (c) those whose name and address is written in the Register of members by the secretary,
 - (d) those who pay an annual fee in an amount to be determined by the Society, and/or
 - (e) those who reside in the geographic area of Town of Bridgewater, Town of Lunenburg, Town of Mahone Bay, and/or the Municipality of the District of Lunenburg,
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease:
 - (a) upon death, or
 - (b) if the member resigns by written notice to the Society, or
 - (c) if the member ceases to qualify for membership in accordance with these by-laws,
or
 - (d) if, by a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

9. The 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.
10. No funds of the society shall be paid to or be available for the personal benefit of any member.

Members' Meetings

11. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting
12. A general or special meeting of the members may be held at any time and shall be called:
 - (a) if requested by the chair, or
 - (b) if requested by a majority of the directors, or
 - (c) if requested in writing by five (5) of the members.
13. Notice to members is required for general or special meetings. The notice must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the members seven (7) days prior to the meeting,
 - (c) be given to the members by e-mail and/or other electronic means,
 - (d) specify the nature of business, such as the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
14. An annual general meeting shall be held within three months after every fiscal year end and notice is require which must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the members fourteen (14) days prior to the meeting,
 - (c) be given to the members by e-mail and/or other electronic means,
 - (d) specify the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
15. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
 - (a) minutes of the previous annual general meeting,
 - (b) consideration of the annual report of the directors,
 - (c) consideration of the annual financial report of the Society,
 - (d) the appointment of auditors for the ensuing year, and
 - (e) election of directors.
16. Quorum shall consist of five (5) members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17.
 - (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the purpose of winding up the Society.
 - (b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

18. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes the motion will be lost.
20. 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.
21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

22. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member. Notwithstanding the above, no person shall be nominated and/or elected as a director (or officer) of the Society if they are a member of another Minor Hockey Association board of directors in the Province of Nova Scotia.
23. The number of directors shall be nine (9). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
24. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two year terms, with one-half of the directors elected each year.
25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.
26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
27. The management of the Society is the responsibility of the directors.
28. The directors may appoint an executive committee and other committees as they see fit.
29. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
 - (a) upon nomination, and
 - (b) if serving as a director, when the possibility of a conflict is realized.
30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Directors' Meetings

31. The board of directors shall meet as required each year.

32. 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 newsletters, 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.
33. Quorum shall consist of five (5) of the directors. 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 any vote.
34. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.
35. At directors' meetings, where there is an equality of votes the motion shall be lost.

Officers

36. The initial officers shall be elected by the directors and shall be a President, a Vice-President, a Treasurer, Corporate Secretary, and a Vice President of Risk Management. The officers shall also establish a nomination committee which shall consist of at least three (3) officers, and said policy shall determine nomination criteria for officers and directors, which may also include terms of director election pursuant to Article 24 herein.
37. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors. The President of the Society cannot be a coach or a manager of any South Shore Minor Hockey Association team, during his or her term as President.
38. The Corporate Secretary shall:
- (a) have responsibility for the preparation and custody of all books and records including:
 1. the minutes of members' meetings,
 2. the minutes of directors' meetings,
 3. the register of members, and
 4. filing the annual requirements with the office of the Registrar, and
 5. ensure all meetings follow the Society's constitutional guidelines;
 - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) file with the Registrar:
 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 2. a copy of every special resolution within fourteen (14) days after the resolution is passes, and
 - (d) have other duties as assigned by the board.
40. The directors may also appoint a Recording Secretary
- (a) who is responsible for taking minutes of all board and members' meetings, and
 - (b) who need not be a director.

41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.
42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.
43. One of the officers shall be the Vice President of Risk Management, and shall be responsible for discipline and ethics within the membership at large. The Vice President of Risk Management shall also:
 - Maintain the highest standard of deportment, conduct and sportsmanship.
 - Be aware of and uphold the objectives of the association.
 - Ensure that all players have an equal opportunity to play and enjoy their hockey program.
 - Ensure Adherence to the Policies and Guidelines for Teams and Members provided by the Association

Finance

44. The fiscal year end of the Society shall be the last day of May.
(month)
45. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
 - (a) a balance sheet showing its assets, liabilities and equity, and
 - (b) a statement of its income and expenditure in the preceding fiscal year.
46. A copy of the financial report shall be signed by the auditor or by two directors.
47. The society may only borrow money as approved by a special resolution of the members.
48. An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
49. The Society may only borrow money as approved by a special resolution of the members.
50. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society within one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
51. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
52. The Society shall not make loans, guarantee loans or advance funds to any director.

53. Notwithstanding the above, advance funding may be released to individual teams upon written request/presentation to a meeting of the Board of Directors. The Treasurer shall release such funds with approval of the majority of the directors present at any such meeting, upon terms acceptable to the Board of Directors.