

**MEMORANDUM OF ASSOCIATION
OF
ATHLETICS NOVA SCOTIA**
As amended APRIL 2002
Joint Stock Registration #1428887

ARTICLE 1:

- a. The name of the Society is Athletics Nova Scotia.
- b. The Activities of the Society are to be carried on throughout Nova Scotia.
- c. The registered office of the association shall be the office of Sport Nova Scotia, 5516 Spring Garden Road, Halifax, Nova Scotia, B3J 3G6.

ARTICLE 2:

The purpose of Athletics Nova Scotia is:

- a. To promote, encourage, stimulate and develop interest in track and field in Nova Scotia.
- b. To work in co-operation with the defined regions and authorities in conducting organized track and field programs which adhere to standardized and regulated procedures.

ARTICLE 3:

The basic objectives of the Society are:

- a. To build a representative membership of duly constituted Athletic clubs and affiliated sections in Nova Scotia.

- b. To assist in the organization, development and implementation of Athletic programs.
- c. To consider and discuss problems of mutual concern to each of these members.

ARTICLE 4:

The specific objectives of the Society are:

- a. To promote and develop co-operation between local and provincial governments, school and part authorities, municipal councils, recreation commissions and private groups in providing and sharing facilities that meet standards acceptable to the membership.
- b. To act as a medium in developing and bettering all aspects of Athletics in Nova Scotia.
- c. To communicate information to membership clubs regarding the source and accessibility of financial assistance.
- d. To assist the development of leadership within the membership.
- e. To recognize the potential of individuals within clubs in the Province and promote their participation in National and International competition.
- f. To engender better communication and public relations among the members and general public.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry, or business. The Society shall be carried on without purpose of gain to any of the members and that any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objectives.

PROVIDED further, that for any reason the operations of the Society are terminated or wound up or dissolved and their remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to another organization in Canada having objects similar to those of the Society.

**BY-LAWS
OF
ATHLETICS NOVA SCOTIA
AS AMENDED April 2002**

BY-LAW 1- MEMBERSHIP

- 1.1 Membership in Athletics Nova Scotia shall include a) Active Members, b) Associate Members, c) Individual Honorary Members
- 1.2 Active Membership shall be limited to duly approved club organizations, affiliated sections and individuals. Membership is entitled to all benefits and programs conducted by the Canadian and Nova Scotian Associations. Each active club in good standing shall be entitled to vote at any Special or General Meeting in conformity with By-Law 13. Membership may be extended to teams or clubs in a region where no recognized local or regional association exists. For their purpose of this section, the Nova Scotia School Athletic Federation (NSSAF) shall be deemed an Associate Member.
- 1.3 Associate Membership shall be open to organizations or persons who desire to assist in the promotion of and participation in track and field. Associate members shall not be entitled to vote at any Special or General Meeting. Associate members are not entitled to the benefits and programs of the Canadian Association.
- 1.4 Honorary Membership shall be granted to persons nominated by the active members of the Society and unanimously approved by the Board of Directors. Honorary members shall not be entitled to vote at any Special or General Meeting.
- 1.5 Applications for Individual Membership shall be submitted in writing to the Registrar. Applications for Active Club Membership shall be submitted in writing to the Registrar for approval.
- 1.6 Any member may terminate membership by giving written notice to the Secretary/Registrar of its intended resignation, and such resignation must be approved in accordance with the By-Laws of such clubs or affiliated sections.

- 1.7 The Society may terminate the membership of any member for sufficient reason by an extraordinary resolution approved by a two-thirds majority of those present and entitled to vote at a Board, Special or General Meeting duly called for that purpose.
- 1.8 An active club shall be duly constituted so as to provide for an Organization consisting of a President Secretary/Treasurer and members.
- 1.9 The affairs of each active and associate member shall be governed in accordance with the provisions of Athletics Nova Scotia insofar as the same are applicable.

BY-LAW 2- FEES

- 2.1 The annual dues for members in the Society for the following calendar year shall be set and approved by the Board of Directors. The fees must be so approved by October 31st the year preceding that for which the fees are to be effective.
- 2.2 Honorary membership shall be granted without payment of dues.
- 2.3 Officials who do not compete in competitions shall be granted membership without payment of dues.
- 2.4 Coaches must pay an annual registration fee to become members. Alternatively, if they also wish to participate as athletes, they must register in the same manner as other individuals.

BY-LAW 3-THE BOARD OF DIRECTORS AND MANAGEMENT

- 3.1 The Management of the affairs of the society shall be vested in the Board of Directors. This board shall consist of a President, A Vice President of Finance, A Vice President of Coaching, Secretary, Immediate Past President, Officials Chairperson, Athletes' Representative, Statistician and two Directors at large, and one Legion Director at large.
- 3.2 The Executive shall meet at least five times a year, but may hold any extra meetings as required so long as proper notice is given. Presence of fifty percent of the Executive members is required for a quorum with at least one of them being the President or Vice-

President.

- 3.3 The President and two Vice-Presidents, the Athletes Representative and the Director at Large shall be elected at the Annual Meeting. The Past President shall be the Immediate Past-President and shall assume such office at the election of the new President. The Secretary, Officials Chairperson and Statistician shall be appointed by the new Board. The Legion Director at large is assigned by the NS-Nunavut Provincial Command, and approved by the board. The term of office for all Executive Members shall be for one year. It is strongly urged that the Executive Members stay on longer than the minimum one-year term so the Society can have the benefit of a somewhat stable and experienced leadership. Any person who cannot attend the Annual Meeting and wishes to be nominated or selected for an Executive position must signify this willingness in writing.
- 3.4 The Executive members shall not be paid any sum whatsoever for services as such, but may be reimbursed for expenses incurred on behalf of the Society.
- 3.5 The Executive shall have the authority to annually appoint all Committee Chairpeople subject to the terms of reference set forth by the Executive. Committee Chairpeople, when requested by the Executive, shall attend Executive meetings. At no time shall such committee chairpeople (with the exception of those committee chairpersons who are members of the Board of Directors) be entitled to vote at a Board of Director's meeting.
- 3.6 The Executive may, from time to time, invite to meetings such persons as they deem advisable to act as consultants. At no time shall such persons so invited be entitled to vote at an Executive meeting.
- 3.7 Each Executive member shall be entitled to one vote at Executive meetings except for the President who may cast a tie-breaking vote.
- 3.8 The Board of Directors may appoint a Development Coordinator / Executive Director on an annual basis. This person shall not be entitled to vote, but shall attend all meetings. (Refer to Guidelines RE: Development Coordinator Nova Scotia Sport & Recreation Commission).
- 3.9 The Executive shall have power to appoint as a member of the

Executive, a person to hold office during the unexpired term of any member of the Executive who has resigned or whose position has otherwise become vacant. The appointed member shall assume the position and responsibilities of the former member until the next Annual Meeting. In the event of the resignation or death of the President, the Acting President shall be elected from amongst the two.

Vice-Presidents and the Past President.

- 3.10 Any Executive member who misses three consecutive Executive Meetings shall be considered to have resigned at that third meeting unless such member sends formal reasons for missing and also has the approval of three-fourths of the Executive members present at the meeting. In the event of the member's resignation, the position may be immediately filled according to By-Law 3, Section 9.

BY-LAW 4- DUTIES OF EXECUTIVE MEMBERS

- 4.1 The duties of the President shall include the following:
- a. to preside at all meetings of the Society or to make sure that one of the Vice-Presidents can stand in the case of absence;
 - b. to be the Official Spokesperson for the Society;
 - c. to represent the Society as a delegate to the Athletics Canada Annual Meeting or any other meeting requiring an official delegate;
 - d. to assist the Development Coordinator/Exec. Director in the role of providing publicity to the general public through the media;
 - e. to support the official newsletter of ANS;
 - f. to have the power in an emergency situation requiring urgent decision or action to consult with a minimum of any five Executive members, by telephone if necessary, and to obtain their unanimous agreement to his/her proposed course of action. Such actions as he/she may take must be referred to the next Executive Meeting for approval or rejection.
- 4.2 The duties of the Vice-President Finance shall include the following:
- a. to preside at meetings in the absence of the President;
 - b. to keep proper books of accounts and records and to place funds of the Society in a bank account under the name "Athletics Nova Scotia" when property approved.

- c. to liquidate all bills against the Society with direction from the Board of Directors;
 - d. to report the state of finances of the Society to the Board of Directors;
 - e. to prepare financial statements of budgets when and as required by the Board of Directors;
 - f. to present an audited financial report at the Annual Meeting;
 - g. to be responsible for matters relating to budget and fundraising and to oversee the duties of the appointed Bookkeeper.
 - h. to provide planning info for the annual budget application to NNSC
- 4.3 The duties of the Vice-President of Coaching shall include the following:
- a. to preside at meetings in the absence of the President and of the Vice President of Finance;
 - b. to be responsible for the development of the Coaching Program and its certification;
 - c. to develop the Elite Athlete Program and to help set standards for elite performances;
 - d. to be a member of all selection committees.
 - e. to assist the athlete's rep to develop the Elite Athlete Program and help set standards for the elite performances
- 4.4 The duties of the Secretary shall include the following:
- a. to keep the minutes of the proceedings of all meetings and ensure the minute book is held in the office of Athletics Nova Scotia.
- 4.5 The duties of the Immediate Past-President shall include the following:
- a. to be a source of information and continuity for the President;
 - b. to act as an official delegate when called on by the President
- 4.6 The duties of the Athlete's Representative include the following:
- a. to assist the Chairman of Coaching to develop the Elite Athlete Program and to help set standards for elite performances.
 - b. to be a member of all selection committees
- 4.7 Duties of the officials include the following:
- a. chair are to promote volunteerism within athletics
 - b. to conduct officials clinics when appropriate,

- c. work with meet directors to ensure that officials are properly trained,
- d. to communicate with National Officials Committee.

- 4.8 Duties of the Legion Director at Large include the following:
- a. promote the Legion Track and Field program in Nova Scotia
 - b. to report back to the NS-Nunavit Provincial Command
 - c. to report to the ANS Executive any matters relating to the national program
 - d. to assist in coordination of the ANS Legion provincial track and field team where appropriate.

BY-LAW 5- SELECTION COMMITTEE

- 5.1 For all Provincial Teams, the Provincial Selection Committee will be comprised the President, the Vice-President of Coaching Development, the Statistician, Coaching staff and ANS Executive Director should be included for information purposes. The President shall serve as Chairperson of the committee.
- 5.2 To be selected for provincial and inter-provincial teams, athletes' names and resumes shall be submitted by an active member, in writing, to the chairperson of the Selection Committee. Athletes must be members in good standing.
- 5.3 To be considered for annual awards, nominees' names and resumes shall be submitted by an active member, in writing, to the chairperson of the Selection Committee. Nominees must be members in good standing.

BY-LAW 6- MEETINGS

- 6.1 General Meetings
- a. The Society shall hold at least one General Meeting during the year. One meeting shall be held in the fall and shall be known as the Semi-Annual Meeting, and the other in the spring - which shall be known as the Annual Meeting.
- Note:* The Annual Meeting must be held within sixty (60) days of the Society's Meeting.

- b. A minimum of fourteen days notice, in writing, or a General Meeting shall be given to each Active, Associate and Honorary member of the Society. Such notice will be deemed to have been given when mailed to the member clubs and affiliated sections and published through the ANS Newsletter.

- c. The order of business at the Annual Meeting shall be:
 - 1. Chairperson's Remarks
 - 2. Presentation of Credentials
 - 3. Roll Call
 - 4. Adoption of Agenda
 - 5. Minutes of Semi-Annual Meeting
 - 6. Business Arising from the Minutes
 - 7. President's Report
 - 8. Vice-President Operations and Finances' Report
 - a. Treasurer's Report
 - b. Registrar's Report
 - c. Official's Report

9. Vice-President Coaching Development and Elite Athlete's Program Report
 10. Development Coordinator/Executive Director's Report
 11. Any Additional Reports
 12. By-Law Changes
 13. Motions
 14. Election of Officers
 15. New Business
 16. Adjournment
- d. Divisions, Regions and Committees shall meet prior to General Meeting in order to consider matters which may be considered at the General Meeting.

6.2 Special Meetings

- a. Special Meetings of the Society maybe called by the President or, in his/her absence, the Vice-Presidents or upon the written request signed by five (5) members of the Society submitted to the President, or in his/her absence, the Vice-Presidents.
- b. The President, or in his/her absence, the Vice-President of Finance and Vice-President Coaching shall preside at any Special Meeting.
- c. A minimum of seven days notice in writing shall be given to each member of the Executive. Such notice will be deemed to have been given when mailed to the individuals mentioned above.

BY-LAW 7- REPRESENTATION AND VOTING PRINCIPLES

- 7.1 Full member clubs shall be entitled to be represented by official delegates providing their membership dues are paid in full by March 31st of the current year. Voting will be based on the numbers of individual members that the club has registered with the Association for the current year calculated two weeks prior to the Annual General Meeting. New clubs will require a minimum of 5 members in order to receive voting rights.
- a. An active member club with less than 20 registered members shall be entitled to one vote; a club of 20-49 to two votes; a club of 50 or more to have three votes.
 - b. Each active club may send as many delegates as it wishes to the Annual and Special Meetings, but one delegate does all the

- voting for its club and the club must record with the Secretary the name of its voting delegate. This delegate must be in good standing with Athletics Nova Scotia.
- c. Members of the Board of Directors shall be given one vote at each meeting, except the President, who shall have the right to cast a vote only in the case of a tie or a one-vote decision.

- 7.3 There shall be no proxy votes.
- 7.3 The Nova Scotia School Athletic Federation, which is representative of High School Track & Field, shall be entitled to only one vote, by the Executive Director of the Nova Scotia or by an appointed representative.
- 7.4 Twenty-five (25) percent of delegates eligible and accredited to vote, together with fifty (50) percent of the Board of Directors shall constitute a quorum at any General or Special Meeting.
- 7.5 Robert's Rules of Order shall apply at all meetings at which a jurisdiction of dispute arises.

BY-LAW 8- BANKING

- 8.1 The Board of Directors shall arrange for the opening of a bank account in a chartered bank or trust company in which funds of the Society shall be deposited and withdrawn by cheques signed by such officers as may be authorized by a resolution of the Board of Directors.
- 8.2 The Board of Directors shall be responsible for the payment of all accounts of the Society and shall make such regulations as it deems necessary for the payment of regular current accounts.
- 8.3 The Board of Directors shall appoint such officers as may be authorized by a special resolution of the Board of Directors to execute all contracts, deeds, bills of exchange and other instruments and documents on behalf of the Society and the officers may seal the said documents with the Society's seal.
- 8.4 The fiscal year of the Society shall end on the 31st day of March.
- 8.5 The Board of Directors shall appoint an auditor as it deems necessary.

BY-LAW 9- BORROWING POWERS

- 9.1 The Society shall not borrow or incur any liability in excess of its annual budget together with its accrued financial assets without the approval and sanction of a special resolution of the Society.
- 9.2 Lesser amounts of borrowing than referred to above may be authorized by resolution of the Board of Directors.

BY-LAW 10- AMENDMENTS

- 10.1 These By-Laws may be amended by a special resolution of the Society.
- 10.2 An amendment proposed by an active member or members shall be submitted in writing to the Board of Directors at least twenty-eight days before being proposed at a General Meeting of the Society.
- 10.3 Notice of a General Meeting at which an amendment is to be considered shall contain a statement of the amendment together with the names of those proposing it.

BY-LAW 11-SPECIAL RESOLUTION

- 11.1 For the purpose of these By-Laws, a special resolution is a resolution passed by three-fourths of the members eligible and present to vote at a General Meeting of which notice has been duly given, specifying the intention to propose a resolution as a special resolution.

BY-LAW 12- MISCELLANEOUS

- 12.1 Within fourteen (14) days after the Annual Meeting, the Society shall file with the Registrar of Joint Stock Companies in the Province of Nova Scotia a statement in the form of a balance sheet showing general particulars of its liabilities and assets and the statement of its income and expenditure in the preceding year signed by the President and the Treasurer.
- 12.2 The Society shall file with the Registrar, with its annual statement,

a list of members of the Board of Directors, with their addresses, occupations and dates of appointment or election and shall within fourteen (14) days of a change of this list notify the Registrar of the change.

- 12.3 The Society shall file with the Registrar a copy of every special resolution within fourteen (14) days after the resolution is passed.
- 12.4 The books and records of the Society may be inspected by any member at any reasonable time within two (2) days prior to any General or Special Meeting at the registered office of the Society.
- 12.5 The official publication of ANS shall be known as the ANS Newsletter.

April 1998 Amendment

By-Law 3.1 & 3.3

- (1) Add One Director at Large to the Board
- (2) Change Officials Chairman to Officials Chairperson.

April 1999 Amendments

By-Law 3.1 & 3.3

- (1) Add Statistician as a Board Position.

By-Law 7.1

- (1) Change voting rights for clubs. The number of votes will be based on the club membership for the current year instead of the previous year. New clubs must have a minimum of 5 members to receive a vote.