

BY-LAWS OF ROW NOVA SCOTIA
Amended: February 15, 2017

DEFINITIONS

1. In these by-laws:
 - a. “RNS” means Row Nova Scotia, an organization recognized as the governing body for the sport of rowing in the province.
 - b. “Board” means the President, Secretary and Treasurer of RNS and no less than two and no more than six Directors at Large. The immediate Past-President is an ex-officio member of the Board with no voting power.
 - c. “Director” means an elected member of the Board of RNS.
 - d. “Officer” means the President, Secretary or Treasurer of RNS.
 - e. “Individual Participant” means a person who is required to be registered with RNS in accordance with Section 3.
 - f. “In Camera” shall refer to a meeting or partial meeting exclusively of the Board.
 - g. “Participation Fee” means such annual fees as are determined for Individual Participants in accordance with Section 3.
 - h. “Member Organization” means any club that provides programs, facilities or events to individuals participating in the sport of rowing.
 - i. “Membership Dues” means such annual fees as are determined for Member Organization in accordance with Section 4.
 - j. “Special Resolution” means a resolution passed by three-quarters of those entitled to vote, at the annual general meeting, general or special meeting of which notice specifying the intention to propose the resolution has been duly given.
 - k. “Memorandum of Association” means a form filled out by the organization for the registry of joint stocks

MEMBERSHIP RIGHTS AND OBLIGATIONS

2. Membership in RNS is open to Individual Participants and Member Organizations involved in the sport of rowing in Nova Scotia.
3. Individual Participants shall pay the Participation Fee set by RNS, the fee set by Rowing

Canada Aviron and the fee of their particular rowing club.

4. Member Organizations shall pay the annual membership fee set by RNS and the fees set by Rowing Canada Aviron.
5. Every Member Organization and Individual Participant is entitled to attend any special or general meeting and Individual Participants may run for office in RNS.

TERMINATION OF MEMBERSHIP

6. Member Organizations and Individual Participants may resign or terminate membership in RNS by submitting written notice of termination to the registered office of RNS. Payment of any outstanding Membership Dues or Participant Fees or other amounts shall be made in full forthwith by the terminating member. However, a Member Organization or Individual Participant may not resign if they are the subject to disciplinary investigation or action. Membership ends on death.
7. A Member Organization or Individual Participant may be expelled by Special Resolution.

MEETINGS

8. The annual general meeting shall occur within 60 days of the end of the fiscal year, which ends on December 31, at a time and place determined by the Board. Written notice shall be given by mail or e-mail to each organization which is a Member Organization of RNS at least twenty-one days prior to the meeting.
9. Both special and general meetings may be held at any time as directed by the President or Board. On written request to the Secretary by two organizations which are Members of the RNS, the Board shall schedule a special or general meeting. Written notice shall be given by mail or e-mail to each Member Organization of RNS at least twenty-eight days prior to the meeting.
10. Quorum at the annual general meeting or special meeting shall be 50% +1 of the club representative votes.
11. There shall be no proxy voting. Each Member Organization shall be entitled to have two (2) representatives vote at the annual general meeting, general or special meeting. Each member of the Board shall be entitled to one vote at the annual general meeting, general or special meeting. Unless a member of the Board or a representative of a Member Organization, Individual Participants of the RNS shall not be entitled to vote at an annual general meeting, general or special meeting. The president shall not be entitled to vote at an annual general meeting, general or special meeting unless required to break a tie.
12. The Board shall meet at such times and places as it may determine. A quorum of the Board shall be fifty percent of its voting members, of which two are RNS Officers.
13. The Board meetings shall be open to the membership though the Board reserves the right to move In Camera when discussing personnel, security, litigation or other

matters reasonably deemed to be confidential.

DIRECTORS AND OFFICERS

14. The Board shall consist of the President, Secretary, Treasurer, and not less than two and not more than six Directors at Large. The immediate Past President is an ex-officio member of the Board with no voting power.
15. Officers and Directors shall be elected at the annual general meeting and shall hold office for two years.
16. The nomination of an Officer and Director shall be made and seconded by a member of RNS.
17. Any vacancies in the Board between annual general meetings may be filled temporarily by Board appointment and any member so appointed shall hold office until the next annual general meeting.
18. A member of the Board may be removed upon majority vote of the Board.
19. The Board shall control the affairs of RNS, subject to the direction given at the annual general meeting, general or special meeting.
20. Board members shall not be paid, or receive any compensation for their service.
21. The Board may at any time appoint individuals or committees to carry out its objectives and the individual or committee members may be requested to attend Board meetings. Any such individual or committee shall report at the annual general meeting.
22. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the association by the President, Treasurer or Secretary, or otherwise as prescribed by resolution of the Board.
23. The President shall preside at all meetings of RNS, shall be an ex-officio member of all RNS committees and shall act as liaison with Rowing Canada Aviron.
24. One of the Directors at Large, as appointed by the President, shall assume the duties of the President in the absence of the President and perform tasks delegated by the President or Board.
25. The Secretary shall:
 - a. Attend all meetings and have responsibility for the preparation and custody of all books and records including, but not limited to:
 - i. minutes of Board meetings
 - ii. minutes of committee meetings

- iii. minutes of Annual General Meetings;
 - iv. membership lists;
 - v. employee records;
- b. Administer membership applications and maintain a register of individual participants and enter therein the full names of the subscribers to the memorandum and the full name of every other person who is admitted as a participant of RNS, together with:
- i. the address of every such subscriber and person;
 - ii. the date on which each person is admitted as a participant;
 - iii. the date on which any person ceases to be a participant;
- c. File with the Registrar of Joint Stock Companies notice of every change of situation of a director within fourteen days of the director change including the director's name, address, occupation, dates of appointment, election or change;
- d. File with the Registrar of Joint Stock Companies, fourteen days after the annual general meeting:
- i. a statement in the form of a balance sheet showing general particulars of its liabilities and assets;
 - ii. a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two directors; and
 - iii. a list of its directors, with their addresses, occupations and dates of appointment or election;
- e. File with the Registrar of Joint Stock Companies a copy of every special resolution within fourteen days after the resolution is passed;
- f. Every notice, return or resolution required to be filed with the Registrar shall be authenticated by a Director, Secretary or other authorized Officer of RNS;
- g. Pay to the Registrar of Joint Stock Companies the annual registration fee each year in the month in which the anniversary of its incorporation occurs; and
- h. Maintain custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors.
26. The Treasurer shall:
- a. In preparation for the annual general meeting prepare:
 - i. a statement in the form of a balance sheet showing general particulars of RNS's liabilities and assets; and
 - ii. a statement of RNS's income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two Directors;

- b. In preparation for Board meetings:
 - i. a statement in the form of a balance sheet showing general particulars of the RNS's liabilities and assets since the time of the last executive meeting; and
 - ii. a statement of the RNS income and expenditure since the preceding meeting;
- c. Forthwith deposit all monies received by the RNS to the credit of the RNS in such bank as is designated by the Board and all payments required to be made by the RNS shall be by cheque.

BORROWING POWERS

- 27. The Board may only approve the borrowing of such sums as approved by a Special Resolution of the Members.

AUDIT

- 28. Annually, an auditor may be appointed by the Member Organizations at the annual general meeting and, if the Member Organizations fail to appoint an auditor, the Directors may do so. If no auditor is appointed, the Treasurer is responsible to review and report on the financial statements of the association as noted in Section 25.

BY-LAWS

- 29. By-laws may be amended by Special Resolution. A copy of any Special Resolution and the name of the Individual Participant or Member Organization moving it shall be provided to the Secretary at least twenty-one days prior to the annual general meeting, general or a special meeting.
- 30. Written notice of the Special Resolution shall be given by mail or e-mail to each Member Organization at least fourteen days prior to the annual general meeting, general or special meeting. Notice shall include a copy of the Special Resolution and the name of the Individual Participant moving it.

RECORD KEEPING

- 31. Records shall be kept on permanent file by RNS. Unless a motion is passed by a majority vote, it shall not have an official sanction.

INSPECTION OF RECORDS

- 32. Individual Participants may inspect RNS records at the times and places authorized by the Board and at any reasonable time within two days before the annual general meeting at the RNS registered office.

EXECUTION OF DOCUMENTS ON BEHALF OF RNS

33. All instruments and documents on behalf of RNS shall be signed by two of President, Secretary or Treasurer of RNS.