

BY-LAWS
OF
SPECIAL OLYMPICS NOVA SCOTIA

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - (a) “general meeting” means a meeting of the members of the Society, and includes both the annual or extraordinary meeting
 - (b) “meetings” means both meetings of the members of the Society and meetings of the directors of the Society;
 - (c) “Provincial Program Council” means the committee of the members of the Society whose general purpose is to coordinate sport program policy, development and implementation in the Regions and which is comprised of two representatives of each Region as appointed or elected by the members residing in each Region;
 - (d) “Region” means a geographical area within the Province of Nova Scotia that is recognized by the Society as having a duly elected committee for the purpose of overseeing and administering the activities of the Society in that geographical area.
 - (e) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (f) "Society" means SPECIAL OLYMPICS NOVA SCOTIA.
 - (g) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
2. Unless otherwise specified herein, all meetings of the Society shall be conducted in accordance with Robert’s Rules of Order.

MEMBERSHIP AND VOTING PRIVILEGES

3. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society.
4. The number of members of the Society is unlimited.

5. Every member of the Society shall be entitled to attend any general meeting of the Society whether annual or extraordinary. Only voting members are entitled to vote at any general meeting of the Society and to hold any office. There shall be no proxy voting.
6. Membership in the Society shall not be transferable.
7. There shall be two categories of membership in the society:
 - (a) Voting Members – The category of voting members are individuals who are interested in furthering the goals of the Society, who agree to the conditions of membership as established by the Board of Directors and who are either : (1) a director of the Society, or (2) a regional designated member, as hereinafter described. Each Region may choose one member to be its regional designated member. Voting members are each entitled to one vote on any resolution put forth at a general meeting;
 - (b) Non-voting Members – The class of non-voting members shall include individuals who are actively engaged in coaching or administration and who agree to the conditions of membership as established by the Board of Directors and individuals who meet the definition of a person with an intellectual disability and are registered in a program of the Society in the manner specified by the Society. Non-voting members are not entitled to vote at any general meeting.
8. Dues or fees payable by members, if any, shall be set from time to time by a resolution of the Board of Directors, under such terms and conditions as the Board of Directors sees fit.
9. No formal admission to membership shall be required and the entry in the Register of Members of the name and address of any individual shall constitute an admission to membership in the Society. The Board of Directors may appoint an individual responsible for updating and keeping the Register of Members.
10. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he or she resigns his or her membership, or if he or she ceases to qualify for membership in accordance with these by-laws.
11. (a) With the exception of Board members, the President shall have the power to expel or suspend any member from the Society whose conduct shall have been deemed, by both the President and the Chairperson to be detrimental to the Society, or who wilfully commits a breach of the by-laws or policy and procedures of the Society. It is expected that the President and Chairperson will consult with the committee of the Board of Directors that is responsible for dealing with human resource matters before action is taken under this paragraph;
 - (b) If the President or designated members of his or her staff deems a situation to be of such urgency that there is insufficient time to follow the procedures in paragraph 11(a), the President or the designated member of his or her staff shall have the power to suspend any member, without consultation or approval of any other person. The President shall consult

with the Chairperson as soon as it is practicable for a determination of the matter in accordance with paragraph 11(a). It is expected that the power conferred by this paragraph 11(b) would only be invoked in rare and exceptional circumstances;

(c) A member who has been expelled or suspended may appeal such a decision to the members of the Executive Committee who were not involved in making the original decision to expel or suspend. By a majority vote the aforementioned members of the Executive Committee may reinstate the member. During any appeal process, the said member shall stand suspended from participation in all of the Society's activities.

FISCAL YEAR

12. The fiscal year of the Society shall be as determined from time to time by the Board of Directors.

GENERAL MEETINGS

13. (a) The annual general meeting of the Society shall be held within six months after the end of each fiscal year of the Society;
- (b) An extraordinary general meeting of the Society may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25 %) in number of the voting members of the Society.
14. At least seven days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by facsimile, by email, by sending it through the post in a prepaid letter addressed to each member at his or her last known address, by public advertisement or by posting it on the Society's website. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. No error or omission in giving notice of any general meeting to the members of the Society shall invalidate such meeting or make void the proceedings taken thereat.
15. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- (a) minutes of preceding annual general meeting;
 - (b) consideration of the annual report of the directors;
 - (c) consideration of the financial statements, including balance sheet and statement of revenue and expenses and the report of the auditors thereon, if applicable;
 - (d) election of directors for the ensuing year;
 - (e) election of officers; and
 - (f) appointment of Auditors, if applicable.

All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

16. No business shall be transacted at any general meeting of the Society unless a quorum of voting members is present at the commencement of such business and such quorum shall consist of 50% plus one of the voting members.
17. If within one-half hour from the time appointed for the meeting, a quorum of voting members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the voting members then present shall direct and if at such adjourned meeting a quorum of voting members is not present, it shall be adjourned without further fixing another date.
18. (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;
 (b) If there is no Chairperson or if at any meeting he or she is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;
 (c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the voting members present shall choose someone of their number to be Chairperson.
19. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
20. The Chairperson may, with the consent of the voting members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
21. At any meeting, unless a poll is demanded by at least three voting members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
22. If a poll is demanded in manner aforesaid, the same shall be held in such a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

DIRECTORS

23. Unless otherwise determined by general meeting, the number of directors shall not be less than eight or more than twenty-five. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

24. At each annual general meeting, the directors shall be elected by the voting members. In addition, one director shall be selected by the PPC.
25. At the first annual general meeting of the Society and at every succeeding annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
26. In the event that a director resigns his or her office or ceases to be a member in the Society, whereupon his or her office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors.
27. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the director in whose place he or she is appointed would have held office if he or she had not been removed.
28. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, in writing or by e-mail to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
29. No business shall be transacted at any meeting of the Board of Directors unless at least 50% plus one of the directors are present at the commencement of such business.
30. The Chairperson or, in his or her absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.
31. The Chairperson shall have no vote as a director, except in the case of equality of votes, he or she shall have casting vote to decide the matter.

POWERS OF DIRECTORS

32. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a President and other employees and to determine their duties, responsibilities and remuneration.

33. The directors may appoint an Executive Committee, consisting of the officers and such other persons as the directors decide.
34. There shall be a Nominating Committee which shall be chaired by the past-Chairperson.
35. The Board of Directors may establish committees as it deems necessary, shall prescribe their duties, and appoint a Chairperson for each committee. The directors may appoint individuals to committees who are not members of the Society. The committees may appoint sub-committees and delegate such duties to them as deemed necessary. All committees shall report to the Board of Directors and any committee member may be removed by resolution of the Board of Directors.

OFFICERS

36. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a treasurer, a secretary and past-Chairperson.
37. The directors shall appoint one of their number to be the Chairperson of the Society. The Chairperson shall oversee the Board's role to govern the affairs and activities of the Society.
38. The directors shall appoint one of their number to be the Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period that the Chairperson may request he or she to do so. The Vice-Chairperson shall have such other powers and duties as the directors or Chairperson may determine.
39. The directors shall appoint from one of their number a Secretary. The Secretary of the Society shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to he or she by the directors.
40. The directors may appoint from one of their number a Treasurer to carry out such duties as the directors may assign.
41. Although not mandatory, it is expected that the usual progression will be for the directors to appoint the Vice-Chairperson for a two year period, who will then be appointed the Chairperson for the subsequent two year period, who will then become the past-Chairperson for the subsequent two-year period.

AUDIT OF ACCOUNTS

42. Although not mandatory, an auditor of the Society may be appointed annually by the members of the Society at the annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
43. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and statement of revenue and expenses.

If applicable, the auditors shall make a written report to the members upon the balance sheet and statement of revenue and expenses, and in every such report, he or she shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and fair view of the Society's affairs, and such report shall be read at the annual general meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its revenue and expenses in the preceding year shall be filed with the Registrar within fourteen days after the annual meeting in each year, if and as required by law.

PROTECTION OF DIRECTORS AND OFFICERS

44. Provided that they act in good faith and in accordance with the Societies Act of Nova Scotia, these by-laws and the laws of the Province of Nova Scotia and Canada, all and each of the directors and all and each of the members of any committees of the Society and any employees to which the directors may delegate their powers are exonerated from any losses that may arise through a bona fide application of the funds, properties and assets of the Society, or the prudent exercise of their powers, rights and obligations and duties for the purposes of the Society as set out in the constating documents of the Society and any act or undertaking pertinent thereto.
45. Every director or officer of the Society or former director or officer, and the heirs and legal representatives of such person, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:
 - (a) all cost, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever made, done or committed by him or her, or in the execution of the duties of such person's offices;
 - (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

MISCELLANEOUS

46. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.
47. The Society shall prepare a budget no later than three weeks after the beginning of the fiscal year to which the budget relates. The budget shall be presented to the first Board of Directors meeting that occurs after that time.
48. The Society shall file with the Registrar its Annual Statement including a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.

49. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
50. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
51. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
52. The 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.
53. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by such officers, directors or staff as the Board may from time to time designate.