

# ATHLETICS NOVA SCOTIA BY LAWS – updated November 2015

## A. Objectives of the Society

1. The name of the Society is, "Athletics Nova Scotia".
2. The objects of the Society are:
  - a) To promote, encourage, and develop the widest participation and the highest proficiency in Amateur Athletics, including Track & Field, Road Running, Marathon, Cross Country Running and Race Walking in Nova Scotia as well as regulate the sport of Amateur Athletics in Nova Scotia.
  - b) To arrange and assist in the arrangement of courses of instruction for coaches, athletes, officials, or other interested persons in matters concerning the sport.
  - c) To promote and assist in the promotion of provincial, national and international meets, championships, competitions, demonstrations and other events in connection with Athletics.
  - d) In conjunction with the International Amateur Athletic Federation and Athletics Canada, to lay down and enforce rules and regulations covering all aspects of Amateur Athletics.
  - e) To develop, select, support, and manage teams of Athletics Nova Scotia athletes, coaches and support personal to represent Nova Scotia effectively in National and International competitions.
  - f) To assist with the identification and development of Track and Field facilities and courses for Road Running, Marathon, Cross Country Running and Race Walking throughout the Province of Nova Scotia and in particular, to ensure that suitable facilities are available for the hosting of Provincial and National Championships and International Meets.
3. The Society shall be carried on without the purpose of gain for its members and any profits or accretions to the Society shall be used in promoting its objectives. This clause is unalterable.
4. On the winding up and dissolution of Athletics Nova Scotia, after all debts have been paid or provision for payment has been made the assets remaining shall be paid, transferred or delivered on the first hand to Athletics Canada. Should Athletics Canada not exist then the assets remaining shall be transferred or delivered to Sport N.S. If neither of the mentioned societies is in existence then the assets remaining shall be paid, transferred or delivered to the N.S. Minister of Finance. This provision shall be unalterable.

## B. BY-LAWS

### BY-LAW 1 - INTERPRETATION

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1.1 In these Bylaws unless the context otherwise requires:

1.1 (a) "**Association**" means Athletics Nova Scotia (ANS), the Society herein;

1.1 (b) "**Club**" means a group of athletes, coaches and administrators within the Province of Nova Scotia that have the minimum requirements of an accredited club(*see By-Law 2.6 for further explanation*)

**1.1 (c) Executive**" means the Executive Committee as defined herein;

**1.1 (d) "Directors"** mean the Directors of the Society for the time being;

**1.1 (e) "Societies Act"** means the Societies Act of the Province of Nova Scotia from the time in force and all amendments to it;

**1.1 (f) "Registered Address"** is the email and/or physical address of the members as recorded in the Register of Members at ANS;

**1.1 (g) "Registered Athlete"** means any person registered with the Society eligible for competition as an amateur under the Rules of Athletics Canada and who has not ceased to be a member;

**1.1 (h) "Club Representative"** means a person who is a member of the Association as defined in the Bylaws and who is designated by a club to be that club's representative as provided in these Bylaws;

**1.1 (i) "Unattached Athlete"** means any registered athletes not formally associated with a member club.

**1.2** The definitions in the Societies Act of Nova Scotia on the date these Bylaws became effective apply to these Bylaws.

**1.3** Words importing the singular include the plural and vice versa; and words importing the male person include a female person and a corporation.

## **BY-LAW 2- MEMBERSHIP**

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**2.1** Membership in Athletics Nova Scotia(ANS) shall include a) Active Members, b) Associate Members, c) Individual Honorary Members

**2.1 (a)** Active Members are individuals who are entitled to all benefits and programs conducted by Athletics Canada and Athletics Nova Scotia including athletes, coaches and officials.

**2.1 (b)** Accredited clubs (as defined in By-Law 2.6) in good standing shall be entitled to vote at any Special or General Meeting in conformity with By-Law 8. Each club will designate a representative that will communicate with ANS.

**2.1(c)** Associate Membership shall be open to organizations or persons who desire to assist in the promotion of and participation in Athletics as approved by the Board of Directors. 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 Athletics Canada. For the purpose of this section, the Nova Scotia School Athletic Federation (NSSAF), Run Nova Scotia (RNS) and the Youth Running Series (YRS) shall be deemed as Associate Members. The Board of Directors may approve other organizations as Associate members.

**2.1(d)** Honorary Membership shall be granted to persons who have provided ANS lengthy and significant service. At each AGM, the Board of Directors may name new honorary members. Honorary members shall not be entitled to vote at any Special or General Meeting.

**2.2** The duties of the Registrar are performed by ANS staff under the direction of the ED.

**2.3** Applications for Individual and Club membership shall be submitted in writing to the Registrar.

**2.4** Any member may terminate membership by giving written notice to the Chair of its intended resignation.

**2.5** 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.

**2.6** To be registered as an accredited club (beginning January 2012), with voting privileges, the club must be duly constituted so as to provide for an Organization consisting of the following members. The numbers for an ANS accredited club are suggested as follows for minimum:

- Executive members – 3;
- Coaches – 2;
- Certified Coaches – 2;
- Athletes – 8;
- Must train a minimum of 20 weeks per year;
- Must compete at a minimum of 1 provincial championship per year with a minimum of 4 athletes. Athletes and coaches must be registered with ANS.
- Other clubs such as the “one coach” club will continue to be important members of ANS but would not receive the enhanced benefits from being an accredited club. Clubs are encouraged to strive to be accredited with the main goal of growing Athletics in NS.

### **BY-LAW 3- FEES**

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**3.1** The annual dues for members of the Society for the following calendar year shall be set and approved by the Board of Directors at the AGM in the fall of the year preceding that for which the fees are to be effective.

**3.2** Associate and Honorary members who do not compete shall be granted membership without payment of dues.

**3.3** Officials who do not compete shall be granted membership without payment of dues.

**3.4** 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. Coaches who are registered with an accredited club will pay a minimal fee.

## **BY-LAW 4-THE BOARD OF DIRECTORS AND MANAGEMENT**

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**4.1** The Board of Directors shall, subject to the articles and bylaws, have full oversight and direction of the business and affairs of the Association.

**4.2** The Board of Directors will consist of (a) Executive Committee and (b) Directors

**4.2(a)** Executive Committee

- Chairman
- Immediate Past Chairman
- Vice-Chairman
- Treasurer
- Secretary
- Business Director

**4.2(b)** Directors

- Director of Officiating
- Director of Coaching
- Athletes Rep (Track)
- Athletes Rep (Field)
- Run NS Liaison
- Directors at Large (4)

**4.3** The number of successive terms for a Director, will be limited to two terms (of two years each). A third term can be added if approved unanimously by the Board of Directors.

**4.3(a)** An exception to bylaw 4.3 will be made for those serving as Chairman, Vice-Chairman and Past Chairman. The number of terms they can serve will be determined by the Board of Directors.

**4.4** The Board of Directors shall meet at least five times a year, but may hold any extra meetings as required so long as proper notice is given. Proper notice within ANS is fourteen calendar days. Proper notice is given via email. Presence of fifty percent of the Board of Directors is required for a quorum, with at least one of them being the Chair or Vice Chair. Meetings of the Executive Committee will be called as required by the Chair.

**4.5** A Nominating committee will propose a slate of board members for the coming year. At the AGM, the membership will be asked to approve and pledge support for the slate of Board members presented.

**4.6 (a)** Board Members may be reimbursed for expenses incurred on behalf of the Society

**4.6 (b)** Board Members shall be issued an honorarium or fee for service if a member of the full time staff is not able to do so, due to illness, leave of absence, travel, etc. Also, if a competition for an initiative has been won by a member of the board, then an honorarium can be offered to that individual, to be reviewed on a case by case basis to insulate all parties involved.

**4.6 (c)** in order to avoid conflict of interest, board member under contract must abstain from voting on issues relevant to their contract

**4.7** Committees will be established to do work for ANS as required. Committee chairs will be appointed by the current Board of Directors. Whenever possible committee chairs will be active members of the Board of Directors.

**4.8** The Board of Directors 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.

**4.9** Each Board member shall be entitled to one vote at Board of Directors meetings except for the Chairman who may only cast a tie-breaking vote.

**4.10** The Chairman or delegate and President/ED will be ex-officio members of all committees.

**4.11** The Executive of the Board shall have power to appoint as a member of the Board, a person to hold office during the unexpired term of any member of the Board 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 Chairman, the Vice Chairman shall assume the role of Acting Chair until the next Annual General Meeting.

**4.12** Any Board member who misses three consecutive board meetings shall be considered to have resigned at that third meeting unless such member sends formal reasons for missing and also have the approval of three-fourths of the Board members present at the meeting. In the event of the member's resignation, the position may be immediately filled according to By-Law 4, Section 11.

## **BY-LAW 5- DUTIES OF BOARD MEMBERS**

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**5.1** All members of the board shall:

- Attend all meetings or send regrets when they are not able to attend.
- Be actively engaged in all Board discussion
- Be aware of the financial status of Athletics Nova Scotia
- Promote the mission of ANS province-wide

**5.2** Duties of the Executive:

**5.2(a)**Chair: The duties of the Chair shall include the following:

- Preside over all general and Board meetings of Athletics Nova Scotia.
- To be the official representative for the society
- To represent the Society as a delegate to the Athletics Canada Annual Meeting or any other meeting requiring an official delegate;
- To assist the ED in the role of providing publicity to the general public through the media;

- Be responsible for calling all meetings of the Board and the Association and preparing the meeting agendas in conjunction with the ED.
- Oversee that all orders and resolutions of the Board and General Meeting are carried out.
- Chair the Executive Committee of the Association and be an ex officio member of all Association committees.
- Be a signing officer of the ANS bank account
- Oversee the role of ED. This will include: in partnership with the Treasurer, oversee the ED's preparation of the annual budget, oversee Strategic Planning in partnership with the ED, and act as a resource for the ED.
- To have the power in an emergency situation requiring urgent decision or action to consult with a minimum of any three 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 Board Meeting for discussion.

**5.2(b)** Vice Chair: The duties of the Vice Chair shall include the following

- Perform the duties of the Chair in his /her absence
- Assist the Chair where appropriate and develop understanding of requirements of the role of Chair
- Serve as Chair of the Nominating Committee

**5.2(c)** Treasurer: The duties of the Treasurer shall include the following:

- Oversee the financial operation of the Association
- Ensure the financial policies of the Association are being adhered to.
- Shall be a signing officer of the Association
- Present a financial update at each Board meeting to ensure all Board members are informed of the current financial status of ANS.
- In partnership with the Chairman, oversee the ED's preparation of the annual budget
- Work with staff to prepare and present an Annual Financial report for the AGM
- Ensure a financial review is conducted each year

**5.2(d)** Secretary: The duties of the Secretary shall include the following

- To ensure the proceedings of all Board, Executive, Selection, Special and General meetings of the Association are recorded.
- To keep the minutes of the proceedings of all meetings, and to submit complete minutes to the CEO within two weeks of meeting

**5.2(e)** Immediate Past Chair: The duties of the Past Chair shall include the following

- Provide direction on policies, bylaws and the constitution of the Association.
- Serve on the Nominating Committee
- Serve as the Associations Parliamentarian
- Be a source of information and continuity for the Chair
- Act as an official delegate when called on by the Chair

**5.2(f) Business Director:** The duties of the Business Director shall include the following

- Bring business, corporate and/or legal knowledge to the Association
- Assist in policy development, and shall initiate new thought/direction.
- Serve as a member of the Finance Committee

**5.3 Duties of the Directors:**

**5.3(a) Director of Coaching Development:** the duties of the Director of Coaching Development shall include the following:

- Develop the annual plan for coaching development in partnership with the Manager of Coaching and Officiating.
- Present the Coaching Development plan to the Board for ratification.
- Assist the Manager of Coaching and Officiating in the delivery of the Coach Development plan.
- Report the status of the Coach Development plan at each meeting of the Board.
- Provide an annual report on Coach Development both verbally and in writing at the AGM.
- Promote the recruitment and training of Coaches within ANS on an ongoing basis.

**5.3(b) Director of Officiating Development:** the duties of the Director of Officiating Development shall include the following:

- Develop the annual plan for officials development in partnership with the Manager of Coaching and Officiating.
- Present the Officials Development plan to the Board for ratification.
- Assist the Manager of Coaching and Officials Development in the delivery of the plan Officials Development plan.
- Report the status of the Officials Development plan at each meeting of the Board.
- Provide an annual report on Officials Development both verbally and in writing at the AGM.
- Promote the recruitment and training of officials within ANS on an ongoing basis.
- to promote volunteerism within athletics
- to conduct officials clinics when appropriate,
- work with meet directors to ensure that officials are properly trained.

**5.3(c) Athlete Representatives:** The duties of the Athlete Representatives shall include the following:

- Represent the views of ANS athletes
- Communicate and engage athletes throughout ANS and report information to the Board of Directors
- Be in good standing with a registered ANS club
- Take on responsibilities as defined by the Board of Directors
- Assist the Manager of Coaching with developing the Elite Athlete Program and with setting standards for elite performances.
- Be a member of all team selection committees

**5.4(d)** Run NS Liaison: The duties of the RNS Liaison shall include the following:

- Represent Run NS in all matters
- Take on responsibilities as defined by the Board of Directors
- Promote Athletics NS to Run NS members
- Report to the ANS Board any matters relating to AC Road or national initiatives

**5.4(e)** Directors at Large: The duties of the Directors at Large will include the following:

- Take on responsibilities as defined by the Board.
- Promote Athletics on a province wide basis and accept roles in relation to their expertise and interest.
- Remain informed of the financial status of the Association.
- Assist in policy development, and shall initiate new thought/direction.

#### **BY-LAW 6 - Role of the Executive Director**

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- The lead staff role of ANS will be Executive Director (ED)
- The ED is responsible to ensure that the role of registrar and bookkeeper are assigned to staff
- The registrar will be an office responsibility
- The ED is responsible for the strategic plan
- The ED reports to the Chairman
- All other staff report to the ED
- To represent the Society as a delegate to the Athletics Canada Annual Meeting or any other meeting requiring an official delegate;

#### **BY-LAW 7- SELECTION COMMITTEE**

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**7.1** Selection Committees will be comprised of the Chairman or Board delegate who will serve as Committee Chair, one of the Athlete representatives, the ED, Manager of Coaching and Officials Development, and one active member of ANS.

**7.2** Provincial Team Selection will begin with Coach Selection, followed by Team Selection

**7.2(a)** The Head coach, once selected, will join the Team Selection committee

**7.2(b)** The selection committee will administer the selection process as determined by the Board of Directors.

**7.2(c)** The Selection process will be created by the Board of Directors. to be used for selection of provincial and/or representative teams.

**7.2(d)** For Team selection, it is the responsibility of the athlete to ensure that their application is completed and submitted on time.

**7.3 Award Selection:** To be considered for annual awards, nominees' names and resumes shall be submitted by an active member, in writing, to the ANS office. Nominees must be members in good standing.

## **BY-LAW 8- MEETINGS**

### **8.1 General Meetings**

- The Annual General meeting will be held in the fall before the end of November. This meeting will be open to the general public.

**8.1(a)** Notice of the Annual General Meeting shall be provided, a minimum of fourteen calendar days prior to the meeting, to all registered members, registered teams, and Associate and Honorary members of the Society. Such notice will be deemed to have been given when emailed to the membership and member clubs and posted on the ANS website. It is the responsibility of members to ensure that ANS staff have their correct email address.

### **8.2 The order of business at the Annual General Meeting shall be:**

1. Call to Order and welcome –Chair
2. Adoption of the Agenda
3. Presentation of Voting Credentials – Identification of Voting delegates
4. Approval of Past Minutes
5. Business Arising from the minutes
6. Financial Report – Treasurer
  - a. Approval of YE report
7. Reports
  - a. Executive Director Report
  - b. Coaching Development report
  - i. C. Officials Development report
  - ii. D. Athlete rep report
8. By-Law changes
9. Nominating – Nominating Chair
10. Appointment of Auditors
11. Other Business
12. Adjournment

### **8.3 Special Meetings:**

**8.3(a)** Special Meetings of the Society may be called by the Chair or, in his/her absence, the Vice-Chair or upon the written request signed by five (5) members of the Society submitted to the Chair, or in his/her absence, the Vice-Chair.

**8.3(b)** The Chair, or in his/her absence, the Vice-Chair shall preside at any Special Meeting.

**8.3(c)** A minimum of fourteen days notice in writing shall be given to each member of the Board and membership. Such notice will be deemed to have been given when emailed and or telephoned to the individuals mentioned above.

#### **BY-LAW 9- REPRESENTATION AND VOTING PRINCIPLES**

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**9.1** Accredited 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.

**9.1(a)** An accredited club with less than 20 registered members shall be entitled to one vote; a club of 20-39 to two votes; a club of 40 or more to have three votes.

**9.1 (b)** Each accredited 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.

**9.1(c)** Members of the Board of Directors shall be given one vote at each meeting, except the Chairman, who shall have the right to cast a vote only in the case of a tie or a one-vote decision.

**9.2** There shall be no proxy votes.

**9.3** 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.

**9.4** Robert's Rules of Order shall apply at all meetings at which a jurisdiction of dispute arises.

#### **BY-LAW 10- FINANCE**

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**10.1** 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.

**10.1(a)** The signing officers will be the ED, the Chair and the Treasurer.

**10.2** The ED 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.

**10.2(a)** The treasurer shall regularly verify that all payments have been approved and are administered according to standard accounting principles.

**10.3** 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.

**10.4** The fiscal year of the Society shall end on the 31st day of March.

**10.5** The Board of Directors shall appoint an auditor as it deems necessary.

#### **BY-LAW 11- BORROWING POWERS**

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**11.1** 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.

**11.2** Lesser amounts of borrowing than referred to above may be authorized by resolution of the Board of Directors.

#### **BY-LAW 12- AMENDMENTS**

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**12.1** These By-Laws may be amended by a special resolution of the Society.

**12.2** 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.

**12.3** 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. This shall be distributed to the membership fourteen days in advance of a General Meeting.

#### **BY-LAW 13-SPECIAL RESOLUTION**

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**13.1** 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 14- MISCELLANEOUS**

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**14.1** 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 Chairman and the Treasurer.

**14.2** The Society shall file with the Registry of Joint Stock, 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 Registry of Joint Stock of the change.

**14.3** The Society shall file with the Registrar a copy of every special resolution within fourteen (14) days after the resolution is passed.

**14.4** 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.

