



Nova Scotia 55+ Games / Jeux Nouvelle-Écosse 55+

By-Laws

Effective 09/21/2022

1.0 General

1.1 Management:

The management of the activities of the Society shall be invested 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 at the AGM. In particular, the Directors may have the power to engage a Coordinator and to determine the coordinator's duties and responsibilities and remuneration. The Directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

1.2 Office

The office shall be the address of the President.

1.3 Definitions:

In these bylaws, unless there is something in the subject or context inconsistent therewith: The Nova Scotia 55 Plus Games Society shall be the Society in these bylaws.

- a. AGM will mean the Annual General Meeting of the Society.
- b. Associate Member is an individual from nineteen (19) years of age through fifty-four (54) years of age.
- c. Advisor is a person who is appointed to the board by the Board of Directors because it is deemed that because of their position within the Society they will be of benefit to the organization. Advisors do not have a vote.
- d. Affiliate Member is a for-profit or non-profit business that provides support and collaborates with the Society in executing projects and events.
- e. Auditor may be the individual or corporation who performs the annual audit.
- f. Board refers to the Board of Directors of the Society.
- g. Director means a member of the Board of Directors, whether elected by the membership as a whole or appointed by the competent authority as detailed in these by-laws.
- h. Executive Committee consists of the president, vice president, secretary, treasurer, and past president.
- i. Host Committee refers to the games organizing committee in the host community, region, or province.

- j. Individual Member refers to any person with voting rights belonging to the Society.
- k. Nominating Committee is a board committee struck by the Board at least 6 months prior to the AGM. No director who is standing for re-election may serve on the nominating committee.
- l. Ordinary Meeting is one that is not designated as an AGM or special meeting.
- m. Quorum for Board meetings is fifty per cent (50%) of the directors plus one (1). Quorum for special meetings and AGM is fifteen (15) individual members including directors.
- n. Regions are geographic areas that the Society serves. The six regions are:
 - I. Cape Breton (all of Cape Breton)
 - II. Highland (Guysborough, Antigonish, and Pictou Counties)
 - III. Fundy (Cumberland and Colchester counties and East Hants district)
 - IV. Central (Halifax Regional Municipality)
 - V. Valley (Kings, Annapolis, and Digby counties; West Hants and Clare Districts)
 - VI. South Shore (Yarmouth, Shelburne, Queens, and Lunenburg counties)
- o. Registrar means the Registrar of Joint Stocks Companies appointed under the Nova Scotia Companies Act.
- p. Special Resolution is a resolution passed by not fewer than three-fourths (3/4) of such members to vote as are present in person at a general meeting of which notices specifying the intention to propose the resolution as a special resolution has been duly given.

1.4 Interpretation of By-Laws:

In the case of a dispute in the interpretation of the by-laws, the Board shall have the power to determine the interpretation.

2.0 Membership

The following shall be admitted to membership in the Society: any individual and/or organization residing in Nova Scotia that meets the Society's membership requirements and upholds the objectives of the Society and contributes to the support of the Society and has paid the membership amount as determined at the AGM.

2.1 There shall be four (4) categories of membership in the society:

- a. Individual - individual membership is open to all persons fifty-five (55) years of age or more who are permanent residents of Nova Scotia. Every individual member of the Society has the right to vote at the AGM and be nominated to the Board of Directors.
- b. Associate - associate membership is open to individuals from nineteen (19) years of age through fifty-four (54) years of age. An associate member shall enjoy the privileges of the Society but shall not be entitled to participate in the events or to vote at any meetings of the Society.

- c. Affiliate - affiliate memberships are granted to businesses that provide support and collaborate with the Society in executing projects and events. Affiliate membership does not carry voting privileges.
- d. Honorary Lifetime – The Board of Directors at a meeting of the board may approve issuance of an honorary lifetime membership to an individual where it deems such action would be in the best interest of and beneficial to the Society. Honorary lifetime membership does carry voting privileges.

2.2 A proposal for membership in the society may be submitted by an individual by applying to the Nova Scotia 55+ Games Society and paying the bi-annual individual membership fee as determined at the AGM. Participation in the Nova Scotia 55+ Games constitutes automatic membership in the society.

2.3 Membership in the society shall cease when their membership term expires, upon the death of the member, or if, by notice in writing to the society, they resign their membership, or if they cease to qualify for a membership in accordance with these by-laws.

3.0 Meetings

3.1 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 who shall provide the agenda. All meetings may be held digitally or in person or a combination of both. No notice is needed for board meetings held after any other meetings.

3.2 There are four (4) types of meetings: AGM for all members, Board meetings, Special meetings of the Board, and Special meetings of all members:

- a. The AGM of the Society shall be held within three (3) months after the end of each fiscal year of the Society.
- b. Regular board meetings shall be held at a minimum, quarterly.
- c. Special board meetings may be called by the president or by majority of directors
- d. A special meeting of all members of the Society may be called by the president or may be called by the directors if requested in writing by at least twenty-five (25) voting members of the Society.

3.3 Notice of meetings

Fourteen (14) days' notice of a meeting to those entitled to attend, specifying the place, day, and hour of the meeting and, in the case of a special business, the nature of such business.

3.4 AGM

3.41 The business of the AGM shall consist of:

- a. Minutes of the preceding general meeting.
- b. Consideration of the annual report of the Directors.
- c. Consideration of the financial statements, including balance sheets and operating statements and report of the auditors thereon.
- d. Election of directors.
- e. Appointment of auditors

All other business transacted at an ordinary general meeting shall be deemed to be in new business and all business shall be deemed special that is transacted at a special meeting of all members of the Society.

3.42 The minutes and audited statements provided at the AGM shall be posted on the Society's webpage.

3.5 Quorums

3.51 No business shall be transacted at any board meeting of the Society unless a quorum of directors are present at the commencement of such business and such quorum shall consist of fifty percent (50%) plus one (1).

3.52 If within one-half (1/2) hour from the time appointed for the meeting, a quorum of members are not present, the meeting, if convened upon the request of the members shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present may direct and if at such adjourned meeting a quorum of members is not present; it shall be adjourned sine die.

3.6 Meetings: Chair

3.61 The president of the Society shall preside as Chair at every meeting of the society.

3.62 If the president is not present, at the start of the meeting the vice-president shall preside as Chair.

3.63. If there is no president or vice-president, or if at any meeting neither president nor vice-president is present at the holding of the same, the members present may choose someone of their number to be Chair.

3.64 The Chair may, with the consent of the meeting, 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.

3.7 Voting

3.71 The Chair shall only vote in the case of a tie.

3.72 At any meeting, unless a poll is demanded by at least three (3) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the 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.

3.73 If a poll is demanded in a manner aforesaid, the same shall be held such in a manner as the chair may prescribe, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

3.74 Every member/director shall have one vote and no more. There shall be no voting by proxy.

4.0 Fiscal Year

The fiscal year of the society shall be the period from July 1st to June 30th.

5.0 Directors

The board shall consist of a maximum of seventeen (17) directors and a minimum of nine (9). The nominating committee shall endeavour to ensure that there are directors from all regions.

5.1 Director Eligibility:

- a. Shall be at least nineteen (19) years of age.
- b. Shall reside in the province of Nova Scotia.
- c. Shall bring one (1) or more of the following skill sets
 - I. Financial management
 - II. Marketing or media experience
 - III. Event organization
 - IV. Games experience
 - V. Governance

5.2 Election/Appointment of Directors

5.21 Directors may be appointed by the Board or elected by the members at AGM.

5.22 The maximum number of directors from any one region shall be five (5).

5.3 Terms of office

5.31 The terms of all directors are two (2) years.

5.32 At AGMs of the Society, all retiring executive and board members shall hold office until the dissolution of the meeting at which their successors were elected.

5.33 Upon replacing an outgoing director, the new director will serve to the end of the original term.

5.4 Nova Scotia Games Director

5.41 The board shall appoint/elect from the directors a representative to serve on the Canada 55+ Games Society.

5.42 The Nova Scotia director shall perform the duties as outlined by the Canada 55+ Games Society

5.43 The Nova Scotia Games director shall represent the Nova Scotia Games Society and board in all matters at the national level.

5.5 Removal of Directors

The Society may, by special resolution, remove any director before the expiration period of office and appoint person in their stead.

6.0 Officers & Signing Officers

The officers of the Society shall consist of president, vice-president, treasurer, and secretary. All officers shall be elected by the directors at the first meeting following the AGM. If an officer leaves the board midterm, the board shall appoint a replacement at the next meeting of the board.

6.1 President shall:

- a. Serve as Ex Officio of all standing committees.
- b. Be elected by the directors at the first board meeting following the AGM.
- c. Have general supervision of the activities of the society.
- d. In the year of the provincial games, if the president decides to step down, they shall retain responsibility until the end of the games.
- e. Chair all meetings of the Society.
- f. Sets the agendas for all meetings of the society

6.2 Vice-President shall:

- a. Assume the duties of the president in their absence
- b. Perform duties as assigned by the president.

6.3 Secretary shall:

- a. Provide an agenda to all meetings of the Society
- b. Prepare the minutes, and maintain custody of the books and records, and custody of the minutes of the Society and of the Board of Directors

6.4 Treasurer shall:

- a. Keep the financial records.
- b. File with the Registrar and Charity Directorate with its annual statements a list of directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of directors' appointments or resignations, notify the registrar of the change.
- c. File with the registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

7.0 Budget/Finance

The Society shall make a written report to the members at the AGM as to the financial position of the Society and, the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, they shall state whether, in their 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 correct view of the Society's affairs, and such report shall be read at the AGM. A copy of the balance sheet, showing the general particulars of its liabilities and assets and, a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed within fourteen (14) days prior to the date of the meeting at which the proposed amendment will be introduced.

7.1 The borrowing power of the Society may be exercised by special resolution of the members.

7.2 Signing authority for the Board shall be by any two (2) of the following, president, vice-president, and treasurer.

7.3 Signing of contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two (2) of the signing officers.

7.4 Financial transactions more than five hundred dollars (\$500) must have Board approval.

8.0 Repeals/Amendments

The Society has the power to repeal or amend any of these by-laws by a resolution at any meeting of the membership. A copy of the amendments must be provided to the membership via email and posted on the society's web page at least fourteen (14) days prior to the date of the meeting at which the proposed amendment will be introduced.

9.0 Indemnification of Directors and Officers

9.1 All directors and officers of the Society and their heirs, executors, and administrators, and their estates and effects respectively, shall always, be indemnified and saved harmless out of the funds of the Society from and against:

- a. All costs, charges and expenses whatsoever which directors or officers sustain or incur in or about any action, suit or proceeding which is brought, commenced, or prosecuted against them, for in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their office on behalf of the Society
- b. All other costs, charges, and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

9.2 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.

9.3 A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

10.0 Committees

The Board may create committees as required for projects and efficient operation of the Society