



## **OBJECTIVES**

1. To act as the governing body for the sport of rope skipping in Nova Scotia.
2. To organize and develop rope skipping as a competitive sport as well as a recreational activity in Nova Scotia.
3. To organize and sanction all rope skipping workshops and competitions in Nova Scotia to meet standards and requirements of the national rope skipping association affiliate.
4. To contribute to the development of rules, guidelines and standards of the national rope skipping association affiliate.
5. To establish and monitor standards in rope skipping for member clubs in Nova Scotia.

## ROPE SKIPPING ASSOCIATION OF NOVA SCOTIA BY-LAWS

### 1. CORPORATE SEAL

- 1.1. The seal shown on the margin to the right shall be the seal of the ROPE SKIPPING ASSOCIATION OF NOVA SCOTIA. (To be implemented by 2001)

### 2. MEMBERSHIP

- 2.1. Membership in the Rope Skipping Association of Nova Scotia, also known as RSANS or the Association, shall include persons interested in furthering the objectives of the Association and shall consist of individuals whose applications for membership have received the approval of the Board of Directors of the Association.
- 2.2. Membership fees will be established by the Board of Directors on an annual basis.
- 2.3. Any member of the Association may resign from the Association by submitting to the secretary of the Association a written resignation or by letting their annual membership lapse. Annual membership fees shall be non-refundable.
- 2.4. Any member may have their membership withdrawn from the Association for a valid reason if a resolution is passed by three-quarters of the members at a general assembly. The member shall be given written notice of the proposed resolution two weeks prior to the date the notice of meeting is issued, identifying the reason for withdrawal of the membership.
- 2.5. The Board of Directors may, in their sole discretion, refuse a membership or suspend or terminate the membership of any individual where the member:
  - Is charged or convicted of a criminal offence under any provision of the Criminal Code of Canada and such record has not been expunged by application to the Minister of Justice;
  - Fails to govern his/her conduct according to the Letters Patent-by-Laws or regulations of the Association as may be established from time to time.

- 2.6. Prior to acceptance, applicants for membership shall pay the required membership fee and complete the appropriate membership form(s). Membership shall run from September 1st to August 31st. Annual memberships for a renewal year shall lapse if not paid by October 15th of the renewal year. A lapsed member must re-apply for membership. Members wishing to change their membership classification must reapply.
- 2.7. Only full members in good standing may participate in events sanctioned by Rope Skipping Association of Nova Scotia. All Canadian members are covered under the Associations' liability insurance.
- 2.8. Membership shall be classified in accordance with the following:

**Category A** members are full members, 18 years of age and over, who are legal residents in Canada. Group A members in good standings:

- Have the right to elect to elect provincial delegates to attend the annual general assembly of the National Skipping Association(s) Affiliate(s);
- Are eligible to be elected as delegates to general assemblies;
- Where the association has an "All Sport liability insurance policy" in effect, may be covered by said policy and may participate in any Association sanctioned event(s);
- Automatically become members of any international rope skipping organization of which the Association is a member.

**Category B** members are full members under the age of 18 years who are legal residents of Canada. Group B members in good standing:

- Do not have the right to elect provincial delegates to attend the annual general assembly of the National Skipping Association(s) affiliate(s);
- Automatically become Category A members on the date of their 18th birthday;
- Where the Association has an "All Sport liability policy" in effect, may be covered by said policy and may participate in any Association sanctioned event(s);
- Automatically become members of any international rope skipping organization of which the Association is a member.

**Category C** members are full members who are not legal residents of Canada. Category C members in good standing:

- Do not have the right to elect provincial delegates to attend the annual general assembly;
- Where the Association has an “All Sport liability policy” in effect, may be covered by said policy and may participate in any Association sanctioned event(s).

**Category D** members are honorary members or associate members of the Association and/or encourage recreational participation in the sport of rope skipping. Group D members in good standing:

- Do not have the right to elect provincial delegates to attend the annual general assembly;
- Do not have the right to participate in Association sanctioned events except on the invitation of the Board of Directors.

2.9. Membership fee structures will be established by the Board of Directors no later than September 1st each year.

3. BOARD OF DIRECTORS/EXECUTIVE/OFFICERS:

3.1. The business of the Association shall be managed by a Board of Directors (minimum of five and maximum of nine), of which fifty percent plus one shall constitute a quorum. Directors must be Category A members in good standing with power under law to contract.

3.2. Election to Office:

- Members of the Board of Directors shall be elected by the annual general assembly of delegates of the Rope Skipping Association of Nova Scotia and will serve for a period of two years or until their successors are elected or appointed in their stead. Directors may hold consecutive terms. Delegates may not be directors while they are delegates.
- During the elections in the first year, half (up to four) of the Directors will be elected for a period of two years with the remaining Directors elected for one year. In subsequent years, elections will be held annually for those Director positions whose term is expiring.

3.3. The office of Director shall automatically vacated:

- If a Director resigns his/her office by delivering a written resignation to the secretary of the corporation;

- If s/he is found to be a lunatic or becomes of unsound mind;
- If a director loses valid membership as outlined in section 2;
- If, with proper notice (as outlined in section 10), at an annual meeting or special meeting of members, a resolution is passed by three quarters of the members present at the meeting that s/he be removed from office;
- If a director knowingly commits an act of conflict of interest (see Conflict of Interest, section 18);
- If s/he fails to attend 3 consecutive meetings without valid reason acceptable to the executive of the Association.
- If s/he dies.

If a vacancy shall occur for any reason outlined in this paragraph, the Board of Directors may, by majority vote, by appointment, fill the vacancy with Category A member of the Association for the balance of the term.

- 3.4. The officers of the Association shall be President, Vice-President, Secretary and Treasurer. All officers of the corporation shall be members in good standing in the Association and shall be appointed by resolution of the Board of Directors at 5 the first meeting of the Board following the election of Directors at the annual general meeting of members.
- 3.5. With the exception of the first year elections outlined in 3.02(b), the Officers of the Association shall hold office for two years from the date of election or appointment or until their successors are elected or appointed in their stead. Officers may hold consecutive terms.
- 3.6. Members of the Board of Directors shall not receive any stated remuneration for their services. This does not prevent the payment of reasonable expenses, however, resulting from the performance of duties in connection with the administration of business of the Association.

#### 4. POWERS OF DIRECTORS

- 4.1. All Officers shall be directors of the Association and they shall cease to be officers if they cease to be directors or if they are removed by a majority of the Board of Directors.

- 4.2. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.
- 4.3. The Directors shall have the power to:
- Authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees;
  - Make expenditures for the purpose of furthering the objectives of the Association;
  - Enter into a trust agreement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Rope Skipping Association of Nova Scotia in accordance with such terms as the Board of Directors may prescribe.
- 4.4. The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations and conduct general fund raising activities of any kind whatsoever for the purpose of furthering the objectives of the Association.

5. DUTIES OF OFFICERS

- 5.1. The President shall be the chief executive officer of the Association. S/he shall preside at all meetings of the Association and of the Board of Directors. S/he shall be charged with the general management and supervision of the affairs and operation of the Association. S/he shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 5.2. The Vice-President shall, in the absence or disability of the President, perform the duties exercise the powers of the President and shall perform such other duties as shall, from time to time, be imposed upon him/her by the Board of Directors.
- 5.3. The Treasurer shall have;

- The custody of funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name of the credit of the Association in such chartered bank or trust company, or, in case of securities, in such registered dealers in securities as may be designated the Board of Directors from time to time.
- The Treasure shall disburse the funds the Association as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the President and Directors at the regular meetings of the Board of Directors or whenever they may require it, an

5.4. The Secretary;

- May be empowered by the Board of Directors upon resolution of the Board of Directors to carry out the affairs of the Association generally under supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings on the books to be kept for that purpose. S/he shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose direction the secretary performs her/his duties.
- Shall be custodian of the seal of the Association which s/he shall deliver only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

5.5. The duties of all Officers of the Association shall be defined by the Board of Directors.

6. DELEGATES

- 6.1. Delegates to the annual or general assemblies of the National Association Affiliate will be determined by the members of the Rope Skipping Association of Nova Scotia at the annual general assembly or special assembly called by the 7 Board of Directors where proper notice to members of RNANS is given (see section 10.06). The President of RSANS may not be a delegate while s/he is president.

7. LOCATION OF OPERATIONS

7.1. The head office of the Rope Skipping Association of Nova Scotia will be established each year by the Executive of the Rope Skipping Association of Nova Scotia.

8. INDEMNITIES TO DIRECTORS & OTHERS

8.1. Every Director or Officer of the corporation, or other person who has undertaken, or is about to undertake, any liability on behalf of the corporation (previously authorized and sanctioned by the Board of Directors) or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

- All costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her in or about the execution of the duties of his or her office or in respect of any such liability.
- All other costs, charges and expenses which s/he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

9. EXECUTION OF DOCUMENTS

9.1. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two of the designated officers and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing.



- 9.2. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

10. MEETINGS

- 10.1. A minimum of six (6) meetings of the Board of Directors shall be held annually at regular intervals determined each year by the Board of Directors.
- 10.2. The Annual General Meeting or other meetings of the membership shall be held in a location and date identified by the Board of Directors or the President.
- 10.3. All members of the Rope Skipping Association of Nova Scotia may attend the annual general assembly or any special general assemblies called by the Board of Directors. Only Category A members have voting rights. For voting purposes, a majority is defined as 50% plus one of members present at the assembly.
- 10.4. The Annual General Assembly shall;  
Be held within six months of the end of the financial year (see section 14).  
Be held during the Annual Provincial Competition whenever possible. In the event that no Provincial Competition is to be held in any given year, the Board of Directors shall designate the appointed time as per section 10.04a.
- 10.5. A quorum at annual and general assemblies is defined as ten (10) members of the total membership of the Rope Skipping Association of Nova Scotia.
- 10.6.
- Thirty (30) days written notice of any annual or general assembly of RSANS shall be given to members. Such notice will include the proposed agenda with sufficient detail on special business to enable members to form a reasonable judgement on the decision to be taken.
  - Members wishing to place agenda items before the assembly must submit such items to the Board of Directors 45 days in advance of the meeting.

11. MINUTES OF BOARD OF DIRECTORS

11.1. Minutes of the meetings of the Board of Directors including a record of decisions taken shall be made available on a regular basis to the general membership of the Association in a manner to be identified by the Board of Directors.

12. VOTING MEMBERS

12.1. At all meetings of the Association, every question shall be determined by a majority of votes unless otherwise specifically provided for by statute or by these by-laws.

13. AMENDMENT OF BY-LAWS

13.1. The By-laws of the Association may be rescinded or amended by a special resolution at the annual general assembly by an affirmative vote of at least three fourths of the members present. Advance notification and sufficient detail on the amendment(s) proposed must be provided to the members in accordance with clause 10.06.

13.2. The By-laws of the Association may be rescinded or amended by a majority of the directors at a meeting of the Board of Directors and later sanctioned by an affirmative vote of at least three-fourths of the members present at an assembly called for the purpose of considering the said by-laws.

14. FINANCIAL YEAR

14.1. Unless otherwise ordered by the Board of Directors, the fiscal year end of the Association shall be August 31st.

15. BOOKS & RECORDS

15.1. The Directors shall see that all necessary books and records of the Association required by the By-laws of the Association or by any applicable statute or law are regularly and properly kept.

15.2. The books and records of the Association 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 Association.

16. AUDITORS

- 16.1. The delegates shall at each general assembly appoint an auditor to audit the accounts of the Association for report to the members at the next general assembly. The auditor shall hold office until the next general assembly provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

17. AUDIT OF ACCOUNTS

- 17.1. The Association shall make a written report containing a balance sheet and operating account to the members as to the financial position of the Association. The auditors shall make a written report to the members upon the balance sheet and operating account and in every such report, s/he shall state whether, in her/his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association affairs. Such a 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 income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within 10 fourteen (14) days after the Annual General Meeting in each year as required by law.

18. RULES & REGULATIONS

- 18.1. The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual general assembly of the delegates when they shall be confirmed. Failing such confirmation at such a general assembly of delegates, said rules and regulations shall cease to have any force and effect.
- 18.2. The RSANS policy and procedures manual, which may be established by the Board of Directors, shall govern the day-to-day operations of the Association.

19. COMMITTEES

- 19.1. The Board of Directors may appoint committees whose members will hold their offices at the discretion of the Board.

20. CONFLICT OF INTEREST

20.1. A member of the Board of Directors shall be in a conflict of interest position in any matter of direct interest or personal gain to the Director or the team represented by that Director. Examples of conflict of interest include by are not be limited to the following:

- Bids to host national and provincial competitions;
- Revoking membership(s);
- Preferential treatment in selection of business associates;
- Influence for personal profit;
- Preferential treatment of home team members.

21. MISCELLANEOUS

21.1. The borrowing powers of the Association may be exercised by special resolution of the members.

22. INTERPRETATION

22.1. In these By-laws, references to persons shall also include firms and associations.