ROPE SKIPPING ASSOCIATION OF NOVA SCOTIA

BY-LAWS

Proposed By-Laws • 2026

Proposed for approval by the Members of the Rope Skipping Association of Nova Scotia at the Annual General Meeting. If approved by Special Resolution, these By-Laws will take effect in accordance with the Nova Scotia Societies Act and applicable Registry requirements.

BY-LAWS OF THE ROPE SKIPPING ASSOCIATION OF NOVA SCOTIA

A by-law relating generally to the conduct of the affairs of the Rope Skipping Association of Nova Scotia (the "Association" or "RSANS").

1. Definitions and Interpretation

1.1 In these By-Laws:

- "Act" refers to the Societies Act of Nova Scotia, as periodically amended or replaced by the Government of Nova Scotia.
- "Association" or "RSANS" means the Rope Skipping Association of Nova Scotia.
- "Board" means the Board of Directors of RSANS.
- "Club Representative" means a person participating in a Board meeting on behalf of an RSANS-recognized or affiliated rope skipping club in accordance with Section 6.
- "Director" means an elected official of the Board of Directors.
- "Full Member" means an individual registered as a Full Member of RSANS in good standing.
- "Member" means an individual admitted as a Full Member or Recreational Member in accordance with these By-Laws.
- "Officer" means a Director appointed by the Board as President, Vice-President, Secretary or Treasurer.
- "Ordinary Resolution" means a resolution approved by more than fifty percent (50%) of the votes cast, unless the Act or these By-Laws require a different threshold.
- "Recreational Member" means an individual registered as a Recreational Member of RSANS. Recreational Members do not have voting rights.
- "Special Resolution" means a resolution passed by at least three-quarters (3/4) of the Voting Members present at a duly called meeting for which proper notice of the proposed Special Resolution has been given.
- "Voting Member" means a Full Member in good standing who is entitled to one (1) vote under these By-Laws.

1.2 Words and expressions defined in the Act have the same meanings when used in these By-Laws.

1.3 Words in the singular include the plural and vice versa where the context permits.

1.4 Headings are included for readability and do not affect interpretation.

1.5 References to legislation include amendments to or replacement of that legislation.

1.6 If these By-Laws conflict with the Act or other applicable legislation, the legislation prevails to the extent of the conflict.

2. Purpose and Affiliation

2.1 RSANS is the provincial governing body for the sport of rope skipping in Nova Scotia and carries out the objectives set out in its mission, policies, and procedures.

2.2 In support of its objectives, RSANS may develop, promote, organize and sanction recreational, developmental and competitive rope skipping programs, events, education and other activities.

2.3 RSANS may maintain membership or affiliation with Rope Skipping Canada and other sport organizations as approved by the Board.

2.4 RSANS will operate on a non-profit basis. No part of its income or property will be distributed for the personal benefit of a Member, except for reasonable reimbursement of approved expenses or properly authorized payment for goods or services.

3. Membership

Membership Categories

3.1.1 RSANS has two membership categories:

- Full Member: an individual registered as a Full Member in good standing. A Full Member may be an athlete, coach, judge, official, parent, volunteer or other registered individual.
- Recreational Member: an individual registered as a Recreational Member. Recreational Members do not have voting rights.

3.1.2 Clubs are not Members of RSANS. RSANS may recognize or affiliate with rope skipping clubs and may establish requirements for club recognition or affiliation through policy.

3.1.3 Membership is not transferable, except for cases outlined in section 3.3.

Membership Year, Registration and Fees

3.2.1 The membership year is September 1 to August 31.

3.2.2 Membership fees, if applicable, will be established by the Board.

3.2.3 A Member is in good standing when they have completed the applicable registration requirements, satisfied any fees applicable to their membership, and are not suspended or otherwise declared not in good standing under these By-Laws or RSANS policies.

3.2.4 A person may be registered as a Full Member even where the applicable membership fee is paid by a club, program, third party, or is not personally payable by that individual.

Voting Rights

3.3.1 Each Full Member in good standing is entitled to one (1) vote at a meeting of Members.

3.3.2 A Full Member who is under eighteen (18) years of age may have their vote exercised on their behalf by one parent or legal guardian. The parent or legal guardian acts as the representative of the minor Full Member, and the vote remains the vote of that Member.

3.3.3 A parent or legal guardian may exercise one (1) vote for each minor Full Member they represent. If the parent or legal guardian is also a Full Member in their own right, they may additionally exercise their own vote.

3.3.4 A parent or legal guardian exercising the vote of a minor Full Member under this Section is not voting by proxy.

3.3.5 Recreational Members do not have voting rights.

Resignation, Lapse, Suspension and Termination

3.4.1 Membership may end through resignation, expiry or lapse of membership, death, failure to maintain membership eligibility, or termination in accordance with these By-Laws or RSANS policies.

3.4.2 A Member may be suspended or have their membership terminated in accordance with applicable RSANS policies. Any suspension or termination must follow the procedural fairness requirements established in those policies.

3.4.3 Interim measures may be imposed where permitted by applicable RSANS policy, including where reasonably necessary to address an immediate safety, conduct or participant-protection concern.

3.4.4 When membership ends, the individual's membership rights cease.

4. Meetings of Members

Annual General Meeting

4.1.1 An Annual General Meeting (“AGM”) will be held each year within six (6) months after the end of the fiscal year, at a date, time and location or electronic platform determined by the Board.

4.1.2 RSANS will announce the date of the AGM no later than forty-five (45) days before the AGM.

4.1.3 Voting Members wishing to submit an agenda item, Director nomination, or proposed By-Law amendment must submit it to RSANS no later than thirty (30) days before the AGM.

4.1.4 Formal notice of the AGM and the meeting materials will be provided to Members at least twenty-one (21) days before the AGM. The materials will include the agenda, the names of Director nominees, and sufficient information about any Special Resolution or other special business to allow Members to understand the matter to be considered.

4.1.5 The ordinary business of the AGM includes receiving the minutes of the previous AGM, receiving reports, considering the annual financial statements, appointing a financial reviewer in accordance with Section 11, electing Directors, and conducting other business properly brought before the meeting.

Special Meetings

4.2.1 A Special Meeting of Members may be called by the President, by resolution of the Board, or must be called by the Board upon receipt of a written request from at least five (5) Voting Members.

4.2.2 A written request from Voting Members must state the purpose of the meeting and the business proposed to be considered.

4.2.3 At least twenty-one (21) days' notice of a Special Meeting will be provided to Members.

4.2.4 A Special Meeting may consider only the business described in the notice of meeting.

4.2.5 Special Meetings must be accessible via electronic platform to ensure participation is equitable across the entire province.

Participation and Quorum

4.3.1 Meetings of Members may be held in person, electronically, or in a hybrid format, provided participants are able to communicate adequately and RSANS can reasonably verify who is participating and entitled to vote.

4.3.2 Quorum for a meeting of Members is ten (10) Voting Members, with at least one Full Member who is not a member of the Board.

4.3.3 Each Full Member represented in accordance with Section 3.3 counts separately toward quorum. A parent or legal guardian representing multiple minor Full Members may therefore represent more than one Voting Member for quorum purposes.

4.3.4 If quorum is not present, no substantive business may be conducted.

Voting

4.4.1 Voting by proxy is not permitted. A parent or legal guardian exercising the vote of a minor Full Member in accordance with Section 3.3 is not considered to be voting by proxy.

4.4.2 Voting may be conducted by show of hands, electronic vote, ballot, or another method determined by the meeting chair that allows votes to be accurately counted.

4.4.3 Unless the Act or these By-Laws require a higher threshold, a matter is decided by an Ordinary Resolution.

4.4.4 Abstentions are not counted as votes cast.

4.4.5 The meeting chair has no additional or tie-breaking vote. A tied vote is defeated.

4.4.6 A Special Resolution requires at least three-quarters (3/4) of the votes cast by Voting Members present at the meeting, together with any additional requirements imposed by the Act.

5. Board of Directors

Composition and Authority

5.1.1 The affairs of RSANS are governed by a Board consisting of not fewer than five (5) and not more than nine (9) elected Directors.

5.1.2 The Board may exercise all powers of RSANS that are not reserved to the Members by the Act or these By-Laws.

5.1.3 Directors do not receive remuneration for their services as Directors. RSANS may reimburse reasonable expenses properly incurred in carrying out RSANS duties.

Director Eligibility

5.2.1 A Director must:

- Be at least eighteen (18) years of age.
- Be a Full Member in good standing, or become a Full Member when they take office.
- Remain a Full Member in good standing throughout their term.
- Meet any other eligibility requirements under applicable law.

Terms

5.3.1 Directors are elected for two-year terms and may serve consecutive terms without a maximum term limit.

5.3.2 Director terms will be staggered where practical so that approximately half of the elected positions are scheduled for election each year.

5.3.3 A Director remains in office until the end of their term and the election or appointment of a successor, unless the Director's office becomes vacant earlier.

Nominations and Elections

5.4.1 Director nominations must be submitted no later than thirty (30) days before the AGM. The nominee must consent to the nomination.

5.4.2 The names of all eligible nominees will be provided to Members with the AGM materials at least twenty-one (21) days before the AGM.

5.4.3 Nominations from the floor are not permitted unless to fill a vacancy by acclamation.

5.4.4 If the number of candidates is equal to or fewer than the number of available positions, the candidates are elected by acclamation.

5.4.5 If there are more candidates than available positions, the election will be conducted by secret ballot. Each Voting Member may vote for up to the number of available positions, and the candidates receiving the highest number of votes are elected.

5.4.6 If a tie affects who receives the final available position, another ballot will be held between the tied candidates. Additional ballots will continue as necessary until the tie is resolved.

5.4.7 If fewer candidates are elected than there are available positions, the remaining positions may remain vacant provided at least five (5) Directors are in office.

Vacancies and Removal

5.5.1 A Director's office becomes vacant if the Director resigns in writing, dies, ceases to meet the eligibility requirements in Section 5.2, is disqualified under applicable law, or is removed by the Voting Members.

5.5.2 Voting Members may remove a Director before the end of their term by Special Resolution at a properly called meeting. The Director must receive notice that their removal will be considered and must be given a reasonable opportunity to address the Members before the vote.

5.5.3 A Director is not automatically removed solely due to a failure to attend meetings, however the Board may determine attendance requirements as a matter of policy and procedures.

5.5.4 The remaining Directors may appoint an eligible person to fill a vacancy for the remainder of the unexpired term.

5.5.5 The Board is not required to fill a vacancy while at least five (5) Directors remain in office. If the number of Directors falls below five (5), the remaining Directors may act only as necessary to call a Members' Meeting, appoint eligible Directors to restore the minimum Board size where legally permitted, or address urgent legal or administrative obligations.

6. Club Representatives

6.1 Each RSANS-recognized or affiliated rope skipping club may have one (1) Club Representative participate in a Board meeting at a time.

6.2 The club chooses its own representative. For continuity, clubs are encouraged to use the same representative where practical, but may send another representative when needed without formal notice to RSANS.

6.3 A Club Representative may participate in discussion but is not a Director by virtue of serving as a Club Representative, does not vote as a Club Representative, and does not count toward Board quorum.

6.4 A Club Representative who is separately elected as a Director retains all voting rights and responsibilities of a Director.

6.5 Club Representatives and all other non-Directors participating in Board meetings are subject to applicable RSANS confidentiality and conflict-of-interest requirements.

6.6 The Board may exclude non-Directors from all or part of a meeting and move into a Directors-only or closed session when appropriate for confidentiality, privacy, legal, personnel, discipline, conflict-of-interest, or other governance reasons.

7. Meetings of the Board

7.1 The Board will meet as often as necessary to conduct the business of the Association and at least six (6) times each year.

7.2 A Board meeting may be called by the President, Vice-President, or any two (2) Directors.

7.3 At least forty-eight (48) hours' notice of a Board meeting will be provided to all Directors unless all Directors agree to waive or shorten the notice period.

7.4 Board meetings may be held in person, electronically, or in a hybrid format.

7.5 Quorum is a majority of the Directors currently in office. Club Representatives and other non-Directors do not count toward quorum.

7.6 Each Director has one (1) vote. Unless otherwise required by law or these By-Laws, Board decisions are made by a majority of votes cast. A tied vote is defeated.

7.7 A formal Board decision may be made without a meeting by written or electronic resolution where all Directors entitled to vote unanimously approve the resolution. The resolution will be recorded in the official minutes of the next Board meeting.

7.8 Minutes of Board meetings and a record of decisions will be maintained as required by law. The Board may determine what Board information is appropriate to share with the general membership while protecting confidential information.

8. Officers

8.1 The Officers of RSANS are the President, Vice-President, Secretary and Treasurer.

8.2 Members elect Directors. The Board appoints the Officers from among the elected Directors at the first Board meeting following the AGM, or as soon as practical afterward.

8.3 An Officer remains in office until a successor is appointed, the Officer resigns from that office, the Board removes the Officer from that office, or the person ceases to be a Director.

8.4 Wherever practical, each Officer position should be held by a different Director. Where necessary due to Board size, availability, or other circumstances, a Director may hold more than one Officer position at the same time. The offices of President and Vice-President must always be held by different individuals.

Officer Responsibilities

8.5.1 President: chairs meetings of the Board and Members, supports effective governance, acts as a primary representative of RSANS where appropriate, and performs other duties assigned by the Board. The president is not the chief executive officer and does not have authority to dictate or overrule any decisions of the Board.

8.5.2 Vice-President: performs the President's duties when the President is unavailable and performs other duties assigned by the Board.

8.5.3 Secretary: oversees meeting notices, minutes, corporate records, and other duties assigned by the Board.

8.5.4 Treasurer: oversees financial reporting, financial records, financial controls, and other duties assigned by the Board.

8.6 The Board may vary, add to, or delegate Officer duties provided the arrangement is consistent with the Act and these By-Laws.

9. Committees and Advisory Bodies

9.1 The Board may establish standing committees, ad hoc committees, working groups, task forces, councils, or advisory groups as needed.

9.2 Committee or group members do not have to be Directors or Full Members unless the Board determines otherwise.

9.3 The Board determines each committee or group's purpose, membership, responsibilities, authority, reporting relationship, and terms of reference.

9.4 Committees and advisory bodies are accountable to the Board and may not exercise powers reserved to the Board or Members unless legally permitted and specifically delegated.

9.5 The Board may change or dissolve a committee or advisory body at any time.

10. Conflict of Interest

10.1 Directors, Officers, committee members, Club Representatives, and others acting on behalf of RSANS must disclose any actual, potential, or perceived conflict of interest as soon as they become aware of it and must comply with the RSANS Conflict of Interest Policy.

10.2 A conflict may include a matter involving the person's own interests, a family member, a club, another organization with which the person is involved, or another circumstance that could reasonably affect or appear to affect impartial decision-making.

10.3 A person with a conflict must not vote on the matter and, where appropriate, must not participate in the discussion or decision except to provide information when requested.

10.4 The disclosure and the manner in which the conflict was managed will be recorded in the minutes.

11. Financial Administration and Review

11.1 The Board oversees the financial affairs of RSANS.

11.2 The fiscal year of RSANS ends on August 31.

11.3 RSANS funds will be held in accounts with a financial institution approved by the Board.

11.4 The Board will establish appropriate financial controls, budgets, signing authorities, and expenditure procedures.

11.5 Contracts, documents, or written instruments requiring the signature of RSANS will be signed by two (2) authorized Officers or Directors unless the Board specifically authorizes another signing arrangement by resolution.

11.6 The borrowing powers of RSANS may be exercised only by Special Resolution of the Members.

Financial Reviewer

11.7.1 The Members will, at each AGM, appoint a financial reviewer to conduct a review engagement of the accounts of RSANS for report to the Members at the next AGM.

11.7.2 The financial reviewer will hold office until the next AGM. The Board may fill a casual vacancy should the financial reviewer resign prior to the end of their term

11.7.3 The Board will determine the financial reviewer's remuneration, if any.

Annual Financial Report and Review Engagement

11.8.1 RSANS will prepare a written annual financial report containing a balance sheet and statement of income and expenses for presentation to the Members.

11.8.2 The Financial Reviewer will make a written report to the Members on the annual financial statements. The review engagement report and the annual financial statements will be presented at the AGM.

11.8.3 RSANS will file its approved financial statements and any required supporting documents with the Registry of Joint Stock Companies within the period required by law.

12. Records and Corporate Administration

12.1 RSANS will maintain the corporate and financial records required by law, including:

- Registers of Members and Directors.
- Minutes and resolutions of meetings of Members and the Board.
- Financial records and annual financial statements.
- The current By-Laws.
- Required corporate filings and other records required by applicable law.

12.2 Records will be kept at the registered office or another location permitted by law and may be maintained electronically where permitted.

12.3 Members may inspect records to the extent and in the manner required by law. Access may be subject to reasonable procedures protecting personal information, legal privilege, safe-sport and discipline matters, confidential Board information, and other information that RSANS is required or entitled to keep confidential.

12.4 RSANS will maintain a registered office and recognized agent in Nova Scotia and will make required filings with the Registry of Joint Stock Companies.

13. Execution of Documents and Corporate Seal

13.1 Contracts, agreements, instruments, and other formal documents requiring execution by RSANS will normally be signed by two (2) authorized Officers or Directors.

13.2 The Board may, by resolution, authorize a specific Director, Officer, or other person to sign a particular document or category of documents on behalf of RSANS.

13.3 Electronic signatures may be used where legally acceptable and appropriate.

13.4 RSANS may have a corporate seal in a form approved by the Board. The seal is not required for ordinary documents unless required by law or by the nature of the document.

13.5 If a corporate seal is maintained, its custody and use will be determined by the Board.

14. Indemnification and Insurance

14.1 To the fullest extent permitted by law, RSANS may indemnify Directors, Officers, and other persons properly acting on its behalf against reasonable costs, charges, liabilities, and expenses arising from the performance of their RSANS duties, provided the person acted honestly, in good faith, in the best interests of RSANS, and within their authority.

14.2 No person will be indemnified for fraud, wilful misconduct, bad faith, knowingly acting outside their authority, or other conduct for which indemnification is prohibited by law.

14.3 RSANS may purchase and maintain Directors' and Officers' liability insurance and other insurance for Directors, Officers, volunteers, and other persons acting on behalf of RSANS as the Board considers appropriate.

14.4 Membership with RSANS does not include personal liability, injury, or accident insurance. It is recommended that members also become members of Rope Skipping Canada where insurance coverage may be offered.

15. Policies, Rules and Regulations

15.1 The Board may adopt, amend, or repeal policies, procedures, rules, and regulations necessary for the governance, management, programs, and operations of RSANS.

15.2 Policies may address matters including competition, membership administration, registration, safe sport, conduct, discipline and complaints, appeals, conflict of interest, finance, privacy, coaching, officiating, athlete development, and other operational matters.

15.3 Policies, procedures, rules, and regulations must be consistent with applicable law and these By-Laws. If there is a conflict, applicable law and these By-Laws take precedence.

15.4 Policies will be made available to Members where appropriate.

15.5 Unless the Act or these By-Laws require Member approval, the Board may adopt or change a policy by Board resolution without amending these By-Laws.

16. Complaints, Discipline, Appeals and Dispute Resolution

16.1 Members, Directors, Officers, coaches, athletes, officials, volunteers, and other participants are expected to comply with applicable RSANS complaint, discipline, appeal, code of conduct, and safe-sport policies.

16.2 Complaints, discipline matters, appeals, and other disputes will be addressed through the applicable RSANS policy or process.

16.3 Where appropriate and permitted by policy, RSANS may use informal resolution, mediation, or another dispute-resolution process.

16.4 Nothing in these By-Laws prevents RSANS from imposing an interim measure, where reasonably necessary, for safety or participant protection and where permitted by the applicable policy.

17. Amendments to the By-Laws

17.1 The Board or a Voting Member may propose an amendment, repeal, or replacement of these By-Laws.

17.2 A Voting Member proposing a By-Law amendment for consideration at the AGM must submit the proposal no later than thirty (30) days before the AGM.

17.3 The proposed amendment and sufficient information about it must be provided to Voting Members with the formal meeting materials at least twenty-one (21) days before the meeting at which it will be considered.

17.4 Substantive By-Law amendments may not be introduced from the floor without the advance notice required by these By-Laws and applicable law.

17.5 The Members may amend, repeal, or replace these By-Laws by Special Resolution in accordance with the Act.

17.6 A By-Law amendment, repeal, or replacement will be filed with the Registry of Joint Stock Companies within the period required by law and becomes effective when approved or registered as required by the Act.

18. Dissolution

18.1 RSANS may be dissolved only in accordance with the Act and by Special Resolution where required.

18.2 After payment of all debts and liabilities, remaining assets will not be distributed to Members or Directors.

18.3 Remaining assets will be transferred to one or more non-profit organizations or qualified donees with similar sport, recreation, or community purposes, as determined by the Members and in accordance with applicable law.

19. General

19.1 If any provision of these By-Laws is found to be invalid or unenforceable, the remaining provisions continue in effect.

19.2 An accidental omission or minor error in a notice that does not materially affect the substance of the notice will not invalidate an action taken at the meeting to which the notice relates.

19.3 Where an administrative or procedural matter is not specifically addressed in these By-Laws, the Board may determine the matter in a manner consistent with applicable law, these By-Laws, and the mission and objectives of RSANS.

20. Effective Date

20.1 These By-Laws were approved by Special Resolution of the Members of the Rope Skipping Association of Nova Scotia on _____.

20.2 These By-Laws take effect when approved or registered by the Registry of Joint Stock Companies in accordance with the Act.

20.3 Upon taking effect, these By-Laws replace all previous By-Laws of RSANS.

Date approved by Members	
President	
Secretary	
Registry effective date	