

HOCKEY NOVA SCOTIA

MEMORANDUM OF ASSOCIATION and BY-LAWS

MEMORANDUM OF ASSOCIATION

WHEREAS Hockey Nova Scotia is a voluntary Association of "members" and "individuals", as defined in By-Law 3, designed to promote and foster amateur hockey throughout Nova Scotia;

AND WHEREAS Hockey Nova Scotia is the self-governing body of all amateur hockey in Nova Scotia;

AND WHEREAS Hockey Nova Scotia consists of Amateur Hockey Associations, Amateur Hockey Teams, Amateur Hockey Leagues, Registered On Ice and Team Officials, Life Members, Associate Members and Individuals elected and/or appointed in accordance with the Associations' By-Laws.

AND WHEREAS Hockey Nova Scotia's members share the same goals, philosophy and responsibilities of membership, and agree to be governed by a uniform set of rules and By-Laws that it shall establish from time to time.

Hockey Nova Scotia's objects are to:

- a. Foster and encourage the sport of amateur hockey throughout Nova Scotia;
- b. Foster and encourage leadership programs in all areas related to the development of hockey in Nova Scotia;
- c. Support and encourage Associations, Leagues and Teams and other members in the development of amateur hockey within their jurisdictions and responsibility;
- d. Establish and maintain uniform playing rules for amateur hockey;
- e. Conduct Inter-Branch contests including nationals of amateur hockey.

HOCKEY NOVA SCOTIA

BY-LAWS

BY-LAW ONE – NAME OF ASSOCIATION

- 1.1 This organization shall be called Hockey Nova Scotia and shall be comprised of the Province of Nova Scotia.

BY-LAW TWO – STATUS OF THE ASSOCIATION

- 2.1 Hockey Nova Scotia is the governing body of amateur hockey in Nova Scotia; an amateur hockey player is one who is not participating in organized professional hockey.
- 2.2 Hockey Nova Scotia shall create a Board of Directors, which is responsible for the administration of the Association's By-Laws and Policies.
- 2.3 Hockey Nova Scotia is a member of Hockey Canada, the governing body of amateur hockey in Canada.

BY-LAW THREE – MEMBERSHIP

- 3.1 The members of Hockey Nova Scotia are:
- (A) Amateur Hockey Teams
 - (B) Amateur Hockey Leagues
 - (C) Minor Hockey Associations
 - (D) Registered On and Off Ice and Team Officials
 - (E) Life Members
 - (F) Individuals elected in accordance with Hockey Nova Scotia's By-laws
 - (G) Individuals appointed in accordance with Hockey Nova Scotia's By-laws
 - (H) Associate Members

BY-LAW FOUR – AMENDMENTS TO THE BY-LAWS

- 4.1 Amendments can only be made to the By-Laws at the Annual General Meeting or at the Semi-Annual Meeting of Hockey Nova Scotia. With a quorum in place, a three fourths majority is required to adopt an amendment to a By-Law. At all Annual, Semi-Annual or Special or General Meetings of Hockey Nova Scotia a quorum shall consist of at least 50% plus 1 of the eligible-voting delegates.
- 4.2 Notices to amend the By-Laws must be received in writing or by electronic mail by the Association Executive Director 60 days before the Annual General Meeting. The Executive Director shall communicate by electronic mail and posting on the Hockey Nova Scotia web site all such proposed amendments to each member thirty (30) days before the Annual General Meeting.

BY-LAW FIVE – MEMBERSHIP

- 5.0 Whenever used in the By-Laws, Rules or Policies, the words:
- (A) "Member" shall be deemed to include where the context permits, any person, team, or association registered with Hockey Nova Scotia or participating in games or activities of any kind sponsored or organized by Hockey Nova Scotia.
 - (B) "Individual" shall include where the context permits, any player, coach, manager, official, volunteer affiliated with or associated with in any capacity, any team or association participating in games or activities of any kind sponsored or organized by Hockey Nova Scotia or any of its members and shall include game officials.
- 5.1 (A) "Membership in Hockey Nova Scotia", as defined herein is purely voluntary, but application or acceptance of membership requires acceptance by Hockey Nova Scotia.
- (B) Membership may be acquired by application in writing to the Executive Director of Hockey Nova Scotia, expressing compliance with and adherence to the By-Laws of Hockey Nova Scotia and accompanied by the requisite fee for membership. The executive director will then forward to the HNS Board of Directors for acceptance.
 - (C) Where applicable, each unincorporated member shall adopt a Memorandum of Association and By-Laws which conform to the By-Laws of Hockey Nova Scotia and shall not at any time make any amendments to their own Memorandum of Association or By-Laws which conflicts with the By-Laws of Hockey Nova Scotia. Hockey Nova Scotia's Board of Directors through its Councils must approve such Memorandum of Association and any amendments to such Memorandum of Association or By-Laws on an annual basis.
- 5.2 A member may resign from membership in Hockey Nova Scotia by submitting its resignation in writing to the Executive Director of Hockey Nova Scotia. Upon such resignation becoming effective such member shall forfeit all its rights and privileges.
- 5.3 All games played within Hockey Nova Scotia, and the qualifications of all persons competing in such games as members of its Teams, Leagues or Associations shall conform to the By-Laws, Rules and Policies of Hockey Nova Scotia and with the rules and conditions of competition adopted and prescribed by Hockey Nova Scotia.
- 5.4 Councils of Hockey Nova Scotia shall have the sole discretion in classifying the teams under their jurisdiction in the divisions of Senior, Junior, Minor Junior, Midget, Bantam, Pee Wee, Atom and Novice consistent with age limits.
- 5.5 Any member shall be subject to forfeiture or suspension in the event of failure to comply with any requirements of Hockey Nova Scotia or any decree or ruling of the Board of Directors and it is expressly stipulated that any decree of forfeiture or suspension when affirmed by two-thirds vote of the Board of Directors voting, shall be binding until the next Annual or Special Meeting of Hockey Nova Scotia.

- 5.6.1 Any member can inspect the books and records of Hockey Nova Scotia at the business office during regular business hours.

BY-LAW SIX – EXPULSION

- 6.0 Any violation of the By-Laws or policies, or failure to accept and endorse all decisions of Hockey Nova Scotia or the Board of Directors shall render a member, or individual liable to expulsion by a two-thirds vote of Hockey Nova Scotia's Board of Directors until the next Annual or Special meeting of Hockey Nova Scotia and the expulsion by a two-thirds vote of the delegates voting at such meeting. (see By-Law 11)

BY-LAW SEVEN – THE OFFICERS, THEIR AUTHORITY AND RESPONSIBILITIES

- 7.1 The Officers of Hockey Nova Scotia shall be the President, Immediate Past President, Vice President Finance and Administration, Vice President Hockey Operations, and the Executive Director (ex-officio). The Officers shall also be known as the Executive Committee.
- 7.2 The President and the Vice President Hockey Operations shall be elected for a term of two (2) years at Hockey Nova Scotia's Annual General Meeting. If there is more than one candidate for either position, then there shall be a vote. The voting for the President and the Vice President Hockey Operations shall require separate ballots. For each of these two (2) positions, election requires a majority of fifty (50%) plus one (1) of the votes cast. If more than two (2) candidates are seeking election for one (1) of these two (2) positions, then the candidate who obtains the fewest votes is declared defeated. Voting continues until the required majority is obtained.
- 7.3 The Vice President Finance and Administration shall be appointed by the elected members of the Board of Directors for a two (2) year term. The elected members of the Board of Directors are the President, the Past President, the Vice President Hockey Operations, the Chair of Minor Council and the Chair of Junior Council.
- 7.4 Any Officer vacancy will be filled by the Executive Committee until the next Annual Meeting.
- 7.5 The President may only serve two (2) terms of two (2) years.
- 7.6 To be eligible as Past President a person must have served one (1) complete two (2) year term as President. If a person fails to complete any subsequent term as President, such person shall have the right to serve as Past President.
- 7.7 **President's Responsibilities:**
- (A) Preside at all meetings of Hockey Nova Scotia and all Committee Meetings. He/she shall generally perform the duties usual to the Office of President and may at his/her discretion, order the calling of a Special Meeting of Hockey Nova Scotia or its Committee.
 - (B) In the case of emergency, may exercise all the duties and powers of any of the Board of Directors, but such action shall be referred within fifteen (15) days to the Executive for approval or rejection.

- (C) Has the power to suspend any member/volunteer under the jurisdiction of Hockey Nova Scotia to include but not limited to: player, team official, league volunteer/board member, association volunteer/board member, coach or referee for any breach or violation.
- i) of the provisions of the By-Laws and Playing rules,
 - ii) of any decision or ruling of the Board of Directors.
 - iii) involving unsportsmanlike conduct on or off the ice.
 - iv) involving abusive language to any of the officials.
 - v) involving an alleged infraction of the amateur definition.

Provided that the President or designate is satisfied that such player, coach, manager, team member or individual has committed such breach or violation. Such suspension will be automatically and continuously effective until dealt with by the Officers who shall deal with such suspension within fifteen (15) days.

- (D) The President or designate shall have the power to impose such suspension in respect to any incident which may occur at any time whether having to do with a game of any kind (exhibition, regularly scheduled or otherwise). Such suspension automatically terminates at the expiration of the period of suspension. All Leagues/Teams will recognize such suspensions and the Executive Director shall notify those necessary of such suspensions and penalties. Any person so suspended shall have the right to appeal to Hockey Canada.
- (E) The President is an ex-officio member of all committees and shall have signing authority with any one of the designated signing officers approved by the Board.
- (F) The President shall be the official representative of Hockey Nova Scotia on the Board of Directors of Hockey Canada and shall attend the Board Meetings of Hockey Canada.

7.8 Vice President Hockey Operations – Responsibilities

The VP – Hockey Operations shall:

- (A) report directly to the President and in the absence of the President, shall exercise the powers and duties of the President and shall also perform all duties assigned by the President.
- (B) be a member of Hockey Nova Scotia's Executive Committee.
- (C) chair the By-Law Committee.
- (D) be responsible for the Hockey Operational side of HNS Operations including rules, regulations and policy.
- (E) be the Executive Committee's liaison and responsible for the monitoring of Junior Hockey, Senior & Adult Recreational Hockey, Minor Hockey, Female Hockey, Referee-in-Chief and the Hockey Development Council.
- (F) be a member of the Finance Committee.
- (G) be the Hockey Nova Scotia representative and liaison with Associate members.
- (H) serve on committees as required.
- (I) serve on Female Council Advisory Committee.
- (J) other duties as assigned by the President.

7.9 Vice President Finance & Administration – Responsibilities

The VP–Finance & Administration, shall report directly to the President, and be the Chair of the Finance Committee, and in addition to the duties of the Finance Committee shall :

- (A) be a member of Hockey Nova Scotia's Executive Committee.
- (B) chair Hockey Nova Scotia's Legacy Fund Management Committee.
- (C) chair the Staff Advisory Committee.
- (D) chair the Finance Committee.
- (E) Be responsible for all aspects related to finance & administration including communications, marketing plans and policies, licensing, HNS trademark management, inventory management, business planning, office management, technology and all aspects of financial and administrative support to ensure the effective operation of Hockey Nova Scotia.
- (F) Be the Executive Committee's liaison and responsible for the monitoring of Office Staff.
- (G) Keep proper books of accounts.
- (H) Present to the Annual General Meeting and/or the Semi-Annual Meeting of Hockey Nova Scotia an Annual Report showing:
 - i. The audited results of the yearly operation of Hockey Nova Scotia, including an annual budget.
 - ii. Such other financial reports and matters as may appear to be of interest to Hockey Nova Scotia or that the Board of Directors of Hockey Nova Scotia may prescribe, including an annual budget.
- (I) Receive, in the name of Hockey Nova Scotia, all monies which shall be deposited in one or more chartered banks of Hockey Nova Scotia, and pay out of the funds of Hockey Nova Scotia any costs, charges and expenses involved in the Administration and operation of Hockey Nova Scotia in accordance with the policies and guidelines as laid down from time to time by the Finance Committee.
- (J) invest money in the name of Hockey Nova Scotia in accordance with policies and guidelines as approved by the Finance Committee.
- (K) Ensure the accounts of Hockey Nova Scotia are audited and reported upon annually by an auditor licensed pursuant to the Public Accountants Act, as may be appointed by the Finance Committee, as part of the cost of administration of Hockey Nova Scotia.
- (L) Serve on committees as required by the Board or the President.
- (M) Other duties as assigned by the President.

7.10 Past President – Responsibilities

The Past President shall:

- (A) be a member of both the Executive Committee and Board of Directors.
- (B) chair the Appeals/Protests Committee.
- (C) chair the Nominating Committee.
- (D) chair the Hockey Nova Scotia Awards Committee.
- (E) Be Hockey Nova Scotia's liaison with Sport Nova Scotia in regards to the Sport Nova Scotia's Awards Program.
- (F) Be responsible for the co-ordination of Hockey Nova Scotia's Annual General Meeting, Semi Annual Meeting (Fall Forum) and Annual Awards Banquet.

- (G) chair the Risk Management Committee (consisting of the Council Chairs or designates in addition to volunteers recommended by the Chair and approved by the President) with the following responsibilities:
 - i) develop a Branch strategy to promote Risk Management practices by all Hockey Nova Scotia's participants.
 - ii) develop, produce and distribute resource materials that will be used in the promotion of Risk and Safety Management in Hockey Nova Scotia program.
 - iii) coordinate the delivery of information concerning the benefits of Hockey Canada Liability, Accidental Death and Dismemberment and Major Medical and Dental Insurance to Hockey Nova Scotia members.
 - iv) oversee the promotion and implementation of the STOP and Speak Out Programs.
 - v) recommend policy and direction to the Hockey Nova Scotia Board.
 - vi) prior to April 15 develop a budget for the following season to be forwarded to the Hockey Nova Scotia Finance Committee for inclusion in the Hockey Nova Scotia Budget.
 - vii) be the official representative for Hockey Nova Scotia on the Hockey Canada Risk and Safety Management Committee.
- (H) serve on committees as directed by the Board of Directors or President.
- (I) chair Hockey Nova Scotia Sledge Hockey program.
- (J) serve on the Female Council Advisory Committee.
- (K) perform other duties as assigned by the President.

BY-LAW EIGHT – THE BOARD OF DIRECTORS, THEIR AUTHORITY AND RESPONSIBILITIES

8.0 The Board of Directors shall consist of:

- i) the Officers of the Board (see By-Law Seven)
- ii) the Chair of Minor Hockey Council
- iii) the Chair of Female Hockey Council
- iv) the Chair of Junior Hockey Council
- v) the Chair of Senior and Adult Recreational Hockey Council
- vi) the Chair of Hockey Development Council (HDC)
- vii) the Chair at Large – Special Projects
- viii) the Referee in Chief

8.01 The Board of Directors shall be determined as follows: (as further described in By-Law 7 and By-Law 8)

- a) The President shall be elected for a term of two (2) years at Hockey Nova Scotia's Annual General Meeting.
- b) The Vice-President, Hockey Operations shall be elected for a two (2) year term at Hockey Nova Scotia's Annual General Meeting.
- c) The immediate Past President is the previously elected President.
- d) The Vice-President, Finance and Administration shall be appointed by the elected members of the Board of Directors for a two (2) year term.

- e) The Chair of Minor Hockey Council shall be elected for a two (2) term by the authorized delegates at a Minor Hockey Council meeting called for that purpose.
 - f) The Chair of Female Hockey Council shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia.
 - g) The Chair of Junior Hockey Council shall be elected for a two (2) year term by the authorized delegates at a Junior Council meeting called for that purpose.
 - h) The Chair of Senior and Adult Recreational Hockey Council shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia.
 - i) The Chair of Hockey Development Council shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia.
 - j) The Chair at Large, Special Projects shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia.
 - k) The Referee in Chief shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia.
- 8.02 For clarity, the elected members of the Board of Directors of Hockey Nova Scotia are the President, the Past President, the Vice-President, Hockey Operations, the Chair of Minor Council and the Chair of Junior Council.
- 8.03 All appointments to the Board of Directors made by the elected members of the Board shall be ratified by the membership at either the Annual or Semi-Annual General Meeting of Hockey Nova Scotia.
- 8.1 The management of the operation of Hockey Nova Scotia shall be vested in the Directors who, in addition to the powers and authorities provided 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 Hockey Nova Scotia and are not hereby or by statute expressly directed or required to be exercised or done by Hockey Nova Scotia in general meeting, but subject nevertheless to the provisions of the statutes in that behalf and of these By-Laws as amended from time to time by Hockey Nova Scotia in general meeting; provided that no by-law so made shall invalidate any prior act of the Directors that would have been valid if such by-law had not been made.
- Without restricting the generality of the terms of the last preceding By-law and without prejudice to the powers conferred thereby, and the other powers conferred by these By-laws, the Directors shall have power:
- (A) to take such steps as they see fit to carry out any agreement or contract made by or on behalf of Hockey Nova Scotia;
 - (B) to purchase or otherwise acquire for Hockey Nova Scotia any property, rights or privileges that Hockey Nova Scotia is authorized to acquire, and at such price and generally on such terms and conditions as they see fit;
 - (C) at their discretion to pay for any property, rights or privileges acquired by, or services rendered to Hockey Nova Scotia either wholly or partially in cash or in shares, bonds, debentures or other securities of Hockey Nova Scotia, and any such shares

may be issued either a fully paid-up, or with such amount credited as paid-up thereon as may be agreed upon.

- (D) to make and give receipts, releases and other discharge for money payable to Hockey Nova Scotia and proclaims and demands of Hockey Nova Scotia;
- (E) from time to time to make, vary and repeal rules related to the business of Hockey Nova Scotia, its Officers and servants, the members of Hockey Nova Scotia or any section or class of them;
- (F) to enter into all such negotiations and contracts, rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of Hockey Nova Scotia as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of Hockey Nova Scotia;
- (G) from time to time to provide for the management of the affairs of Hockey Nova Scotia in such manner as they shall think fit.
- (H) to adjudicate all disputes between teams, leagues, associations, or any other members or individuals which arise between Hockey Nova Scotia's Annual General Meeting or any Special or General Meetings which are not possible to be resolved through normal process.
- (I) to employ an Executive Director, in keeping with the contractual agreement with Nova Scotia Sport and Recreation Commission.
- (J) to formulate, prescribe, alter and amend Policies and Playing Rules for the governing of Hockey Nova Scotia, not inconsistent with the scope and provisions of its By-Laws and in general, to make rulings or decisions on any matter brought before it from any source.
- (K) to refuse applications for membership in Hockey Nova Scotia.
- (L) to impose and enforce appropriate penalties for any violation or breach of the By-Laws, Policies or Playing Rules of Hockey Nova Scotia or for any violation or breach of any decision or ruling of the Board of Directors (which penalties shall be in addition to the automatic suspension set out in By-Law Six).
- (M) to authorize the Executive Committee with the endorsement of the VP Finance/ Administration to borrow money from time to time. The Executive Committee is authorized on behalf of Hockey Nova Scotia to borrow to a limit of \$50,000.00 as of June 30, 1998, from a chartered Bank or Credit Union upon the credit of Hockey Nova Scotia in such amounts and on such terms as deemed expedient.
- (N) to execute contracts, deeds, bills of exchange and other instruments and documents on behalf of Hockey Nova Scotia.

8.2 Each Board member shall have one (1) vote.

8.3 The President shall only vote in the event of a tie.

- 8.4 The Chair of Female Council, the Chair of Senior and Adult Recreational Council, the Chair of HDC, the Chair at Large and the Referee in Chief shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia's Board of Directors.
- 8.5 During the hockey season, any officer vacancy shall be filled by an appointment by the Executive Committee. Any vacancy in the Board of Directors shall be filled by an appointment by the Board of Directors. All vacancy appointments shall be approved by the Board of Directors and be in place until the next annual meeting.
- 8.6 Any member of the Board of Directors of Hockey Nova Scotia, who resigns his or her position or is removed from the Board in accordance with By-Law 8.7, is ineligible to resume their position during the term for which they were elected or appointed unless their reappointment is approved by a two thirds majority vote of the Board of Directors of Hockey Nova Scotia at a meeting called for that purpose.
- 8.7 By a majority vote, the Board of Directors, at any meeting of the Board, may remove any officer, any member of the Board of Directors or any Council Member who, by being remiss or neglectful to duty, or who by conduct intending to impair his/her use in Hockey Nova Scotia shall be deemed to have forfeited his/her position.

8.8 Hockey Nova Scotia Minor Council Chair - Responsibilities

The Chair of Hockey Nova Scotia Minor Council shall be responsible to the Board of Directors through the President and shall:

- (A) sit on the Hockey Nova Scotia Board of Directors.
- (B) be the official representative of Hockey Nova Scotia on the Hockey Canada Minor Council and attend its meetings.
- (C) preside at all meetings of Minor Council and all Committee Meetings. He/She shall generally perform the duties usual to the Office of the Chair, and may at his/her discretion, order the calling of a special meeting of the Minor Council or its Committees.
- (D) perform other duties as directed by the President.
- (E) If the Chair for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by the President on recommendation provided by Hockey Nova Scotia's Board of Directors. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.
- (F) The Chair shall be elected for a two (2) year term by the authorized delegates at their Council Meeting at the Hockey Nova Scotia Annual General Meeting.
- (G) The Chair shall serve on committees as directed by the Board of Directors or the President.

8.9 Hockey Nova Scotia Female Council Chair– Responsibilities

The Chair of Hockey Nova Scotia Female Council shall be responsible to the Board of Directors through the President and shall:

- (A) sit on Hockey Nova Scotia's Board of Directors
- (B) be the official representative of Hockey Nova Scotia on the Hockey Canada Female Council and attend its meetings.
- (C) preside at all meetings of Female Council and all Committee Meetings. He/She shall generally perform the duties usual to the Office of the Chair, and may at his/her discretion, order the calling of a special meeting of the Female Council or its Committees.
- (D) perform other duties as directed by the President.
- (E) If the Chair for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by the President on recommendation provided by the Hockey Nova Scotia Board of Directors. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.
- (F) The Chair shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia at a meeting called for that purpose following the Hockey Nova Scotia Annual General Meeting.
- (G) The Chair shall serve on committees as directed by the Board of Directors or the President.

8.10 Hockey Nova Scotia Junior Council Chair– Responsibilities

The Chair of Hockey Nova Scotia Junior Council shall be responsible to the Board of Directors through the President and shall:

- (A) sit on Hockey Nova Scotia's Board of Directors.
- (B) be the official representative of Hockey Nova Scotia on the Hockey Canada Junior Council and attend its meetings.
- (C) preside at all meetings of Junior Council and all Committee Meetings. He/She shall generally perform the duties usual to the Office of the Chair, and may at his/her discretion, order the calling of a special meeting of the Junior Council or its Committees.
- (D) the Chair shall be an ex-officio member of all Junior Council committees.
- (E) be a Board member of the MJHL (Maritime Junior A Hockey League)
- (F) perform other duties as directed by the President.
- (G) if the Chair for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by the President on recommendation of Hockey Nova Scotia's Board of Directors. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.
- (H) The Chair of Junior Council shall be elected for a two (2) year term by the authorized delegates at the Junior Council meeting called for that purpose.

8.11 Hockey Nova Scotia Senior/Adult Recreational Chair – Responsibilities

The Chair of Hockey Nova Scotia Senior/Adult Recreational Council shall be responsible to the Board of Directors through the President and shall:

- (A) sit on Hockey Nova Scotia's Board of Directors.
- (B) be the official representative of Hockey Nova Scotia on the Hockey Canada Senior/Adult Recreational Council and attend its meetings.
- (C) preside at all meetings of Senior/Adult Recreational Council and all Committee Meetings. He/She shall generally perform the duties usual to the Office of the

- Chair, and may at his/her discretion, order the calling of a special meeting of the Senior/Adult Recreational Council or its Committees.
- (D) the Chair shall be an ex-officio member of all Senior/Adult Recreational Council committees.
- (E) If the Chair for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by the President on recommendation by Hockey Nova Scotia's Board of Directors. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.
- (F) The Chair of Senior/Adult Recreational Council shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia at a meeting called for that purpose following the Hockey Nova Scotia Annual General Meeting.
- (G) Perform other duties as directed by the President.

8.12 Hockey Nova Scotia Chair at Large Special Projects –Responsibilities

The Hockey Nova Scotia Chair at Large – Special Projects shall be responsible to the Board of Directors through the President, and shall:

- (A) Sit on Hockey Nova Scotia's Board of Directors.
- (B) Attend Hockey Nova Scotia/Hockey Canada meetings as approved by the Board of Directors.
- (C) Responsible for all Hockey Nova Scotia Elite Hockey.
- (D) Carry out any other duties/responsibilities as assigned by the Officers, Board of Directors and/or President.
- (E) Sit as an ex-officio member of the Risk Management Committee.
- (F) Co-ordinate all (research and development projects) and any other special projects assigned by the Board of Directors.
- (G) Perform other duties as assigned by the President.
- (H) The Chair at Large shall be appointed for a two (2) year term at the Elected Members of Hockey Nova Scotia at a meeting called for that purpose following the Hockey Nova Scotia Annual General Meeting.
- (I) If the Chair for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by Hockey Nova Scotia's Officers. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.

8.13 Hockey Nova Scotia Hockey Development Council (HDC) Chair – Responsibilities

The Chair of Nova Scotia Hockey Development Council shall be responsible to Hockey Nova Scotia's Board of Directors through the President and shall:

- (A) Sit on Hockey Nova Scotia's Board of Directors.
- (B) Be the official representative of Hockey Nova Scotia at the Hockey Canada Hockey Development Council and attend its meetings.
- (C) Be on the management team of the Hockey Canada Atlantic Regional Centre (ARC).
- (D) chair the Hockey Nova Scotia Hockey Development Council and be responsible for the delivery of the development programs to the membership of Hockey Nova Scotia. These programs shall include but are not limited to:
 - i) The National Coaches Certification Program (NCCP)
 - ii) The Initiation Program (IP)
 - iii) The Hockey Canada Safety Program (HCSP)

- iv) High Performance Program (HPP)
- v) National Coach Mentorship Program (NCMP)
- (E) Shall appoint delivery network Program Coordinators prior to the Hockey Nova Scotia Annual General Meeting each year. The Program Coordinators shall be appointed for a period of one (1) year. The Program Coordinators shall include:
 - i) Initiation Program (IP) Coordinator.
 - ii) Hockey Canada Safety Program (HCSP) Coordinator.
 - iii) National Coaches Certification Program (NCCP) Coordinator.
 - iv) National Coaches Mentorship Program (NCMP) Coordinator.
 - v) Development Programs Coordinator.
 - vi) High Performance Program Coordinator.
 - vii) Coordinator at Large.
- (F) Provide a schedule for all development clinics prior to each season. The Program Coordinators shall be responsible to the Chair of HDC to assign and coordinate all course conductors.
- (G) Shall annually conduct the High Performance Program on behalf of its members.
- (H) Serve on any committee as directed by the Board of Directors or the President.
- (I) Perform other matters as designated by the President.
- (J) The Chair shall be appointed for a two (2) year term by the elected members of Hockey Nova Scotia at a meeting called for that purpose following the Hockey Nova Scotia Annual General Meeting.
- (K) If the Chair for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by the President on recommendation by Hockey Nova Scotia's Board of Directors. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.

8.14 Hockey Nova Scotia Referee-In-Chief – Responsibilities

The Hockey Nova Scotia Referee-in-Chief shall be responsible to Hockey Nova Scotia's Board of Directors through the President for the development, administration and implementation of the Officiating Program in accordance with Hockey Canada's National Referees Certification Program (NRCP) and in addition to the duties assigned by the President shall:

- (A) Sit on Hockey Nova Scotia's Board of Directors.
- (B) Be the Official Representative of Hockey Nova Scotia at the Hockey Canada Officiating Meetings.
- (C) Establish final registration dates for referees.
- (D) Recommend fees for game officials subject to the approval of the Board of Directors and ratification of the membership.
- (E) Co-ordinate Development Opportunities for the membership.
- (F) Assist in the registration of all Hockey Nova Scotia Officials in conjunction with the Office.
- (G) Appoint/assign volunteers to act as Officiating Administrators under the direction of the Referee-in-Chief as follows: appointment of Zone Supervisors, appointment of Area Assigners, appointment and training NRCP Instructors, appointment and training of On-ice Supervisors and assignment of Referees and Linesmen.
- (H) Ensure that all Registered Officials have a copy of the Hockey Canada Officiating Manual and are familiar with the NRCP, Policies and Guidelines.
- (I) Recommends Strategic Direction and Objectives for all aspects of Officiating.
- (J) Establish and recommend Officiating Policies.

- (K) Conduct a regular review of the Playing Rules and of Rule interpretations.
- (L) The Referee in Chief shall be appointed for a two {2} year term by the elected members of Hockey Nova Scotia at a meeting called for that purpose following the Hockey Nova Scotia Annual General Meeting.
- (M) If the Referee in Chief for any reason is unable to complete his/her tenure of office, the position shall be filled by an appointment by the Officers. Such appointment shall be valid until the next Annual General Meeting of Hockey Nova Scotia.

BY-LAW NINE – STANDING COMMITTEES and COUNCILS

9.1 The Standing Committees of Hockey Nova Scotia are:

By-Laws Review Committee
 Nominating Committee
 Risk Management Committee
 Finance Committee

9.2 The Councils of Hockey Nova Scotia are:

Minor Council
 Female Council
 Junior Council
 Senior/Adult Recreation Council
 Hockey Development Council

9.3 **Standing Committees**

9.3.1 **By-Laws Review Committee**

The By-Laws Review Committee will be chaired by the VP Hockey Operations and comprised of members of the Board of Directors named by the President. The By-Laws Review Committee will receive, review and recommend proposed changes in By-Laws to the Board of Directors and then to the voting members of Hockey Nova Scotia at the Semi-Annual General Meeting of Hockey Nova Scotia. The committee will receive, review and recommend proposed changes in the playing rules and regulations and recommend to the Board of Directors for their action.

9.3.2 **Nominating Committee**

- A. The Nominating Committee, which shall be chaired by the Past President and comprised of two members in good standing named by the President. The Nominating Committee shall present a slate of candidates for the positions of President, VP Hockey Operations, and elected Council Chairs to the Executive Director of Hockey Nova Scotia not later than forty-five (45) days prior to the Hockey Nova Scotia Annual Meeting with such being forwarded via electronic mail to the voting members along with the official meeting notice. As well, they will be posted on the Hockey Nova Scotia website.
- B. Other nominations for the positions of President or Vice President of Hockey Operations must be received by the Executive Director of Hockey Nova Scotia, in writing or electronic mail, no later than thirty (30) days prior to the Annual Meeting. Five members in good standing shall endorse any nomination, other than those presented by the Nominating Committee. If there is more than one candidate for either position then there shall be an election.

- C. To be eligible as a candidate for President, a nominee must have served one complete term (2 years) on the Hockey Nova Scotia Board of Directors. To be eligible for Vice President Hockey Operations, a nominee must have served on the Hockey Nova Scotia Board of Directors for one (1) year.
- D. The Chairs of Minor Council and Junior Council will be elected by the authorized delegates at their Council meeting called for that purpose. If there is more than one candidate for either position then there shall be an election. The names of elected Chairs of Minor and Junior Council will be given to the Chair of the Nominating Committee for presentation to the delegates at the Hockey Nova Scotia Annual General Meeting.
- E. To be eligible for Chair of a council, a person must have served on the Hockey Nova Scotia Board of Directors or on the appropriate council for a two (2) year term or held an Executive Position with a League, Club or Minor Hockey Association for a minimum of three (3) full years.

9.3.3 **Risk Management Committee**

- A. The Risk Management Committee shall be chaired by the Past President who shall be the official representative of Hockey Nova Scotia on the Hockey Canada Risk and Safety Management Committee. Members of the Risk Management Committee shall be the Council Chairs or designates in addition to volunteers recommended by the Chair Risk Management Committee and approved by the President.
- B. The committee shall meet as required in accordance with the approved budget. Prior to April 15th each year, the Risk and Safety Management Committee shall develop a budget for the following season to be forwarded to Hockey Nova Scotia's Finance Committee for inclusion in the budget.

9.3.4 **Finance Committee**

- A. The Hockey Nova Scotia Vice-President Finance and Administration shall be the Chair of the Finance Committee, which shall be appointed by the Hockey Nova Scotia Board of Directors. The Finance Committee shall be responsible for establishing financial policy and planning for Hockey Nova Scotia and to exercise general financial oversight on the projects and expenditures of all Committees and Councils with the exception of Minor Council (who are responsible for setting their own fees and approving their own budget). The Finance Committee shall be responsible to the Hockey Nova Scotia Board of Directors for developing the annual budget for approval by the delegates at the Hockey Nova Scotia Annual General Meeting.
- B. In addition to presenting an audited financial report to the Hockey Nova Scotia Semi-Annual Meeting, the Finance Committee shall recommend the appointment of an Auditor to audit the accounts of Hockey Nova Scotia.
- C. Hockey Nova Scotia may derive its income from sources determined from time to time by the Board of Directors. These sources may include (but not be limited to) grants; annual membership fees; annual team assessments; gate receipts; performance bonds; fines; appeal and protest fees; proceeds from sale of goods, products and educational materials; sponsorships; fundraising and marketing ventures.

9.4 **Councils**

9.4.1 **Hockey Nova Scotia Minor Council**

- A. Minor Council shall be governed by the following:
 - i) Council Chair,
 - ii) Past Chair,
 - iii) North Conference Coordinator,
 - iv) South Conference Coordinator,
 - v) Directors at Large (one or two)
 - vi) Regional Directors (eight), one representing each of the eight Minor Hockey Regions.

- B. The day-to-day operation of Minor Council shall be the responsibility of the Executive Committee consisting of:
 - i) Council Chair,
 - ii) Past Chair,
 - iii) North Conference Coordinator,
 - iv) South Conference Coordinator,
 - v) Directors at Large (one or two).

- C. Minor Council shall be responsible to the Hockey Nova Scotia Board of Directors for managing the affairs of all minor hockey activities (excluding Elite Development Programs, High Performance Programs and Canada Games Programs wherein such responsibility shall be that of Hockey Nova Scotia) in accordance with Hockey Nova Scotia By-Laws, Rules and Policies approved by Hockey Nova Scotia.

- D. Minor Council shall be comprised of Minor Hockey Associations who conduct and supervise Minor Hockey within their respective boundaries. No independent clubs or leagues will be accepted from towns, cities or areas having a local Minor Hockey Association.

- C. Membership in Minor Council is purely voluntary and application for or acceptance of membership entails acceptance of the authority of such council. Such member is empowered to foster, conduct and perpetuate Minor Hockey within its respective area in a manner consistent with the By-Laws herein.

- D. Each Minor Hockey Association/approved League shall adopt a Memorandum of Association and By-Laws in conformity with the By-Laws and Policies of Hockey Nova Scotia, and shall not at any time make amendments to its Memorandum of Association or By-Laws conflicting with the By-Laws and Policies of Hockey Nova Scotia.

- E. The Council Chair shall be a member of Hockey Nova Scotia Board of Directors and the official Hockey Nova Scotia representative on the Hockey Canada Minor Council.

- F. All members of the Minor Council shall follow Conflict of Interest Guidelines set out by Hockey Nova Scotia. (see By-Law Twelve)

9.4.2 **Hockey Nova Scotia Female Council**

- A. Female Council shall be responsible to the Board of Directors of Hockey Nova Scotia for managing the affairs of all Female Hockey activities (excluding elite programs, leagues, and Canada Games wherein such responsibility shall be that of Hockey Nova Scotia) in accordance with Hockey Nova Scotia By Laws, Rules and Policies adopted by Female Council and approved by Hockey Nova Scotia.
- B. The Council Chair shall be a member of Hockey Nova Scotia Board of Directors and the official Hockey Nova Scotia representative on the Hockey Canada Female Council.
- C. Female Council shall be comprised of.
 - 1) A Council Chair
 - 2) Four Regional Directors appointed by the Directors of Hockey Nova Scotia.
- D. All members of the Female Council shall follow Conflict of Interest Guidelines set out by Hockey Nova Scotia. (see By-Law Twelve)

9.4.3 **Hockey Nova Scotia Junior Council**

- A. Junior Council shall be governed by:
 - i) Council Chair,
 - ii) Presidents or designates of each of the three Junior Leagues.
 - iii)
- B. Junior Council shall be responsible to the Board of Directors of Hockey Nova Scotia for managing the affairs of all Junior hockey activities in accordance with Hockey Nova Scotia By Laws, Rules and Policies adopted by Junior Council and approved by Hockey Nova Scotia.
- C. The Council Chair shall be a member of Hockey Nova Scotia Board of Directors and the official Hockey Nova Scotia representative on the Hockey Canada Junior Council.
- D. All members of the Junior Council shall follow Conflict of Interest Guidelines set out by Hockey Nova Scotia. (see By-Law Twelve)

9.4.4 **Hockey Nova Scotia Senior & Adult Recreation Council**

- A. Senior and Adult Recreation Council shall be governed by:
 - i) Council Chair.
- B. Senior and Adult Recreation Council shall be responsible to the Board of Directors of Hockey Nova Scotia for managing the affairs of all Senior/adult Recreation hockey activities in accordance with Hockey Nova Scotia By Laws, Rules and Policies adopted by Senior/Adult Recreation Council and approved by Hockey Nova Scotia.
- C. The Council Chair shall be a member of Hockey Nova Scotia Board of Directors and the official Hockey Nova Scotia representative on the Hockey Canada Senior and Adult Recreation Council.

- D. All members of the Senior Council shall follow Conflict of Interest Guidelines set out by Hockey Nova Scotia. (see By-Law Twelve)

9.4.5 **Hockey Nova Scotia Hockey Development Council (HDC)**

- A. Hockey Development Council shall be governed by:
- i) Council Chair,
 - ii) Technical Director,
 - iii) Initiation Program Coordinator,
 - iv) Safety Program Coordinator,
 - v) National Coaches Certification Program (NCCP) Coordinator,
 - vi) National Coaches Mentorship Program (NCMP) Coordinator,
 - vii) Development Program Coordinator,
 - viii) High Performance Coordinator,
 - ix) Coordinator at Large.
- B. Hockey Development Council is responsible to the Board of Directors of Hockey Nova Scotia for the administration, coordination and conduct of development programs in accordance with Hockey Canada's National Development Program and Hockey Nova Scotia's Development Program.
- C. The Council Chair shall be a member of Hockey Nova Scotia Board of Directors and the official Hockey Nova Scotia representative on the Hockey Canada Hockey Development Council.
- D. All members of the Hockey Development Council shall follow Conflict of interest Guidelines set out by Hockey Nova Scotia. (see By-Law Twelve)

BY-LAW TEN – MEETINGS OF HOCKEY NOVA SCOTIA/COUNCILS AND COMMITTEES

- 10.1 The Annual Meeting of Hockey Nova Scotia shall be held in the province of Nova Scotia no later than the last Saturday in May of each year with a minimum of 45 days notice by way of electronic mail and by posting on the Hockey Nova Scotia website. The date, place and time of such meeting shall be at the discretion of the Board of Directors of Hockey Nova Scotia.
- 10.2 Final notice of the Annual Meeting of Hockey Nova Scotia shall be sent by the Executive Director at least 7 days prior to the date of such meeting by way of electronic mail.
- 10.3 The Semi-Annual Meeting of Hockey Nova Scotia shall be held no later than the last Saturday of October of each year with a minimum of 45 days notice by way of electronic mail and by posting on the Hockey Nova Scotia website. The date, place and time of such meeting shall be at the discretion of the Board of Directors of Hockey Nova Scotia.
- 10.4 Special or General Meetings may be called by the President upon not less than 7 days notice to those as outlined in By-Law 11 by way of electronic mail. A special or general meeting shall be called by the President if requested to do so in writing by 25% of the voting delegates.
- 10.5 At all Annual, Semi-Annual or Special Meetings of Hockey Nova Scotia a quorum shall consist of at least 50% plus 1 of the eligible-voting delegates.

10.6 The business of the Annual General Meeting/Semi-Annual Meeting of Hockey Nova Scotia shall be to receive and consider the financial statements/budgets of Hockey Nova Scotia, the reports of the Directors, to elect and appoint officers and directors in accordance with the process as contained in these by-laws and to transact any other business which under these By-Laws ought to be transacted at an ordinary general meeting.

10.7 The Executive Director shall:

(A) have responsibility for the preparation and custody of all books and records including:

- (i) the minutes of members' meetings
- (ii) the minutes of directors' meetings
- (iii) the register of members.

Any such minutes of any meeting of the Directors or of any committee of the Directors or of Hockey Nova Scotia, if purporting to be signed by the chairperson of such meeting or by the chairperson of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes. The minutes would be generally available to the membership by attending at the Hockey Nova Scotia office during regular business hours.

10.8 The Directors shall arrange for the safe custody of the Common Seal of Hockey Nova Scotia with the Executive Director. The Common Seal shall not be affixed to any instrument unless authorized by a resolution by the Board of Directors or of a committee thereof and then only in the presence of and contemporaneously with the attesting signature of the Vice President Finance and Administration or other officer or person appointed by the Board for the purpose.

BY-LAW ELEVEN - VOTING

11.1 At the Annual General Meeting, Semi-Annual Meeting and Special or General Meetings of Hockey Nova Scotia, the following shall be entitled to one (1) vote each. A member of the Board of Directors who is also an Officer is entitled to only one vote.

Officers of Hockey Nova Scotia

Board of Directors of Hockey Nova Scotia

Junior Council Official Delegates three (3) in addition to the Chair (to be the President or Designate of each of the three (3) Junior Leagues, one (1) vote per League)

Female Council one (1) in addition to the Chair (to be determined by Female Council)

Minor Council Official Delegates five (5) in addition to the Chair (to be determined by Minor Council)

11.2 Any delegate holding a credential signed by the President and Secretary of the registered league or team shall be considered the legal representative of that league or team, but in any case, a delegate cannot represent more than one (1) league or team. All credentials for registered leagues or teams must also be signed by the Chair of the Council or designate.

11.3 At all meetings of Hockey Nova Scotia or of its Committees, voting shall be by a show of hands, unless otherwise decided.

11.4 For the Board of Directors' meetings only, the President may, of his own volition, order a mail or fax vote be taken by the Executive Director.

11.5 No proxy vote will be accepted.

BY-LAW TWELVE- CONFLICT OF INTEREST

12.1 No Officer of Hockey Nova Scotia shall have any connection with or hold any position whatsoever with any club/team or league under the jurisdiction of Hockey Nova Scotia or Hockey Canada.

12.2 A potential conflict of interest is deemed to exist when an Officer of Hockey Nova Scotia is involved:

- (A) As a member of an amateur hockey association, team or league;
- (B) Receives remuneration of any amount for any position of an amateur hockey association, team or league;
- (C) In holding any position on an amateur hockey association, team or league.

12.3 No Director of Hockey Nova Scotia, member of a Council of Hockey Nova Scotia or paid employee shall hold any executive or Board position with any team, association, or league under the jurisdiction of Hockey Nova Scotia or Hockey Canada.

12.4 When a potential conflict is deemed to have arisen, the member involved:

- (A) Shall immediately notify Hockey Nova Scotia Board of Directors;
- (B) Shall not participate in discussions and shall withdraw/absent themselves from the meeting when any item is being discussed by the Board Member or any of its committees which the presiding chair considers a conflict;
- (C) Shall not solicit information on any such item; and
- (D) Shall not be provided any information on any such item by any committee member or employee.