

**APPROVED 07 MAY, 2025**  
**CLUB SKI 30 SOCIETY BY-LAWS**  
**PROPOSED 03 Mar, 2025**

**1) Definitions**

- a) In these by-laws:
  - i) **“Society”** means **“Club Ski 30 Society”**.
  - ii) **“Act”** means the Societies Act of Nova Scotia, as amended from time to time. The Society is subject to this Act.
  - iii) **“Board”** means the Board of Directors of the Society.
  - iv) **“Registrar”** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - v) **“Motion”** means a motion (or Resolution) passed by not less than 51% of Members entitled to vote as are present in person and by electronic means (per 3 i), at a General Meeting.
  - vi) **“Special Resolution”** means a Resolution passed by not less than 75% of Members entitled to vote as are present and/or by electronic means (per 3 i) at a General Meeting. Notice must have been given specifying the intention to propose a Special Resolution. They include, but are not limited to, amendments such as the name, the Memorandum of Association, Bylaws, and borrowing powers.

**2) Membership**

- a) The Society is ultimately accountable to the Members of the Society.
- b) Every Member is entitled to attend any General Meeting of the Society.
- c) Every Member in good standing, including the Chair, may vote at any Members’ meeting of the Society.
- d) Membership in the Society shall consist of:
  - i) Those whose name is recorded in the Register of Members.
  - ii) Those who pay an annual fee in an amount to be determined by the Society.
  - iii) Those who are age 21 or older.
- e) There are 3 classes of Members:
  - i) **“Member”** (or **“General Member”**) per Article 2 d. Any Member can hold any office, except as determined by Article 2 e iii.
  - ii) **“Life Member”**. A Member who the Board has recommended, and the General Membership has approved and whose record of service to the Club merits this classification. A Life

Member has all the privileges of a Member, during their lifetime, and does not pay any membership fees.

iii) **"Honorary Member"**. A person who the Board has approved for a period of 1 year. An Honorary Member does not pay membership fees, cannot hold an office and cannot vote.

f) Membership in the Society is not transferable.

g) Membership in the Society shall cease:

i) Upon death, or

ii) If the Member resigns by written notice to the Society, or

iii) If the Member ceases to qualify for membership in accordance with these By-Laws, or

iv) If by majority vote of the Members of the Society, or

v) If by a majority vote of the Directors of the Society. If completed by this specific Article, the subject Member can appeal to a review committee established by the Board.

h) The Members may repeal, amend or add to these By-Laws by a Special Resolution. No By-Law or amendment to the By-Laws shall take effect until the Registrar approves it.

### **3) Members' Meetings**

a) Every Member shall have one vote, subject Article 2 e) iii.

i) Members who are present in person at an Annual General Meeting or Special General Meeting shall be entitled to vote.

ii) Members can also vote electronically. This process to be determined and overseen by the current Board (per 3 i).

iii) There is no proxy voting.

b) A Special General Meeting of the Members may be held at any time and shall be called if requested:

i) By the Chair, or

ii) By a majority of the Directors, or

iii) In writing or email or other electronic means, by **10%** of the Members.

c) Notice to Members is required for Annual General Meetings and Special General Meetings. The notice must:

i) Specify the date, place and time of the meeting,

ii) Be given to the Members **14 days** prior to the meeting,

iii) Be given to the Members by e-mail and/or other electronic means,

- iv) Specify the nature of business, such as the intention to propose a Special Resolution, and
  - v) The non-receipt of notice by any Member shall not invalidate the proceedings.
- d) An Annual General Meeting of Members shall be held within **100 days** after every fiscal year end.
- e) At the Annual General Meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business:
  - i) Minutes of the previous Annual General Meeting,
  - ii) Consideration of the Annual Report(s) of the Directors,
  - iii) Consideration of the Annual Financial Statements of the Society,
  - iv) The appointment of auditors for the ensuing year (if desired), and
  - v) The Election of Directors.
- f) **Quorum** shall consist of **20%** of the total number of General Members. The Quorum is established by adding:
  - i) Members that are present in person, plus
  - ii) Members who are present electronically. This process to be determined and overseen by the current board (per 3 i).
  - iii) The percent total is rounded up to the nearest whole number.
- g) No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.
  - i) If a meeting is convened by the Chair or a majority of Directors (as per By-Law 3 b) i and ii), and quorum is not present within 30 minutes from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the Members present shall decide. Notice of the new meeting shall be given. At the subsequent meeting the Members present shall constitute quorum only for the purpose of winding up the Society.
  - ii) If a meeting is convened at the written request of 10% of the Members (as per By-Law 3 b iii), and quorum is not present within 30 minutes from the time appointed for the meeting, it shall be cancelled.
- h) The President, or if absent, the Vice-President, or if both absent, any Member appointed from among those present, shall preside as Chair at Members' Meetings.
- i) Voting shall be electronically and by paper ballot as needed, open for a period not less than 10 days and not more than 14 days after Motion presented.
- j) Where there is an equality of votes, the Motion is defeated.

- k) The Chair may, with the consent of the meeting, adjourn any meeting. If some business is unfinished, then the business left unfinished at the adjourned meeting shall be transacted at the subsequent meeting.
- l) At least **50 days** prior to the Annual General Meeting, the Board will appoint a **Nominating Committee** to nominate and to receive nominations for the Director positions (other than the Past President position).
  - i) The Committee will solicit and nominate Members for the election.
  - ii) The Committee will notify Members that they will also receive nominations for the election.
  - iii) **14 days** prior to the AGM, nominations will close. No further nominations may be made. A list of all candidates will then be provided to the Members.
  - iv) At the AGM, the Nominating Committee will present their report to the meeting, including all candidate names.
  - v) At the AGM, the Nominating Committee will conduct an **Election of Directors**. For all positions where there is only one nominee, the Nominating Committee shall declare the candidate(s) acclaimed. The Nominating Committee will then conduct the election (per 3 i) i) of the remaining Directors and declare the successful nominee elected.

#### **4) Board of Directors**

- a) The management of the Society is the responsibility of the Directors.
- b) Any Member of the society shall be eligible to be elected a Director of the Society, and a Director of the Society shall be a Member, however Honorary Members are excluded.
- c) The original subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
- d) The number of Directors is a **minimum of 7 and a maximum of 11**. The immediate Past President remains as a Board Director until their successor assumes the office. At Annual General Meetings, the voting Members who are entitled to vote elect to the Board the remaining 6 to 10 Directors, consisting of:
  - i) President,
  - ii) Vice President,
  - iii) Secretary,
  - iv) Treasurer, and
  - v) 2 to 6 Directors.

- e) Directors shall retire from office at the end of each Annual General Meeting at which time their successors are elected. Retiring Directors shall be eligible for re-election, subject to:
  - i) A Director is not able to hold the same position for more than 3 years.
  - ii) A Director is not eligible to serve on the Board for 2 years following 6 consecutive years on the Board.
- f) If a Director position is vacant, the Board of Directors shall fill the vacancy for the unexpired portion of the term from among the Members of the Society.
- g) The Members may, by Special Resolution, remove any Director and appoint another Member to complete that term of office.
- h) The Board of Directors may amend the **annual dues** of Members.
- i) The Directors may appoint Committees, such as Membership Chair, Social Activities Chair, Marketing Chair, Webmaster or similar..
- j) Directors who have or could reasonably be seen to have a **conflict of interest** have a duty to declare this interest and follow the procedures as per the Society's Policy.

#### 5) Directors' Meetings

- a) The **Board of Directors** normally meets monthly, and shall meet no less than 10 times each year.
- b) A Directors' Meeting may be held at the close of every Annual General Meeting without notice for the purpose of filling vacancies (per 4 f).
- c) For all other Board Meetings, notice is required and must:
  - i) Specify the date, place and time of the meeting,
  - ii) Be given to the Directors **7 days** prior to the meeting,
  - iii) Be given to the Directors by e-mail and/or other electronic means,
  - iv) The non-receipt of notice by any Director shall not invalidate the proceedings.
  - v) Notice of meetings can be waived for Board Meetings with the unanimous approval of the Board.
- d) **Quorum** shall consist of **50%** of the Directors (rounded up to the nearest whole number). No business shall be conducted at any Board Meeting unless a quorum is present to open the meeting and before any vote.
- e) Directors can also vote electronically on motions, as determined by the Board.
- f) The President or, if absent the Vice-President or if both absent, any Director appointed from among the Directors shall preside as Chair of the Board.

- g) At Directors' meetings, where there is an equality of votes, the Motion is defeated.
- h) Every Director in good standing, including the Chair, may vote at any Directors Meeting.

## 6) Officers

- a) The Officers shall be elected by the Members at the AGM, and shall be a President, a Vice-President, a Treasurer and a Secretary. If required, a Director may hold 2 Officer positions.
- b) The **President** shall be responsible for maintaining the goals and direction of the club and oversee all positions to ensure the efficient progress of the club.
- c) The **Vice-President** shall perform the duties of the Chair during the absence or incapacity of the President, or when the Chair may request them to do so.
- d) The **Secretary** shall:
  - i) Ensure the preparation and custody of all books and records including:
    - (1) The minutes of General Meetings,
    - (2) The minutes of Directors' meetings,
    - (3) The register of Members,
    - (4) Filing the annual requirements with the Registrars' Office,
    - (5) Have custody of the Seal, if any, which may be affixed to any document upon Special Resolution of the Board of Directors, and
    - (6) File with the Registrar:
      - (a) A list of Directors within **14 days** of their election or appointment.
      - (b) A copy of every Special Resolution within **14 days** after the it is approved.
    - (7) Other duties as assigned by the Board.
  - ii) The Directors may appoint a Member to record the Minutes of a Board or Members' Meeting if the Secretary is absent or unable.
- e) The **Treasurer** shall have responsibility for the custody of all financial books and records of the Society, and carry out all other financial duties as assigned by the board.
- f) Contracts, deeds, bills of exchange and other documents may be executed on behalf of the Society by any 2 of the President, Vice-President, Secretary and Treasurer; or otherwise as prescribed by Motion of the Board of Directors.

## 7) Finance

- a) The fiscal year end of the Society shall be **MARCH 31**.

- b) The Directors shall annually present to the Members a written report on the financial position of the Society. The report shall be in the form of:
  - i) A balance sheet showing its assets, liabilities and equity, and
  - ii) A statement of its income and expenditure for the preceding fiscal year.
- c) A copy of the financial report shall be signed by two directors.
- d) A signed copy of the financial report shall be filed with the Registrar within **14 days** after each Annual General Meeting.
- e) An auditor of the Society may be appointed by the Members at the Annual General Meeting and, if the Members fail to appoint an auditor, the Directors may do so. Alternatively, the Members or the Board may appoint 2 Members to perform an audit function.
- f) The Society may not borrow money.
- g) The Members may inspect the annual financial statements and minutes of General Members and Director's meetings with **7 days'** notice. All other books and records of the Society may be inspected by any Member at any reasonable time within **7 days** prior to the Annual General Meeting.
- h) Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be reimbursed for reasonable expenses incurred in the performance of their duties.
- i) The Society shall not pay any funds for the personal benefit of any Member.
- j) The Society shall not make loans, guarantee loans or loan funds to any Member.
- k) The Society will indemnify Members and Directors who in carrying out their normal duties, sustain costs, charges, and expenses.
- l) The Society will maintain a suitable **Directors and Officers Liability Insurance Policy** for the Board of Directors. The Society may also acquire other insurance policies that are deemed appropriate.