

**MEMORANDUM OF ASSOCIATION and BYLAWS of
THE SPEEDY KIDS OVAL PROGRAM SOCIETY**

As amended at a Special Members' Meeting on April 7, 2014 and approved by the Nova Scotia Registry of Joint Stock Companies on May 27, 2014

MEMORANDUM OF ASSOCIATION

1. The name of the Society is The Speedy Kids Oval Program Society.
2. On a volunteer and non-profit basis, the objectives of the Society are:
 - a) To support opportunities for children, youth, and families from underserved groups within the Halifax Regional Municipality to learn to skate and participate in the sport of speed skating. Such underserved groups include Aborigines, African Nova Scotians, newcomers, persons living in poverty, and persons with a disability;
 - b) To ensure that the sport of speed skating is sufficiently accessible and affordable that it can be pursued by any interested child or youth residing in the Halifax Regional Municipality, whether on a recreational or competitive basis;
 - c) To enhance the capacity to deliver safe, enjoyable, and innovative programs that are tailored to the goals, needs, and abilities of participating children, youth, and families by
 - (i) supporting the training and education of coaches, officials, and administrators, and
 - (ii) developing and maintaining partnerships with governmental agencies, sport governing bodies, community centres, non-profit organizations, and local businesses;
 - d) To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society; and
 - e) To buy, own, hold, lease, mortgage, sell, and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that the Society shall not carry on any trade, industry, or business and that all funds shall be used solely for the purposes of the Society and the promotion of its objects;

Provided, further, that upon dissolution of the Society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more non-profit organizations and/or community centres in the Halifax Regional Municipality or elsewhere in Nova Scotia having objects similar to those of the Society.

3. The activities of the Society shall be carried on in the Halifax Regional Municipality.
4. The registered office of the Society is located at 80 Victoria Rd, Dartmouth, Nova Scotia, B3A 1T8. Changes to the location of the registered office as may be determined from time to time by resolution of the Board of Directors of the Society shall be filed with the Registrar of Joint Stock Companies within 14 days.

April 7, 2014

BYLAWS

Definitions

1. In these bylaws:
 - a) "Annual General Meeting" means the annual general meeting of the Society described in Sections 13, 14, and 15.
 - b) "Board" means the Board of Directors of the Society.
 - c) "Director" means any person elected or appointed to the Board.
 - d) "HRM" means Halifax Regional Municipality.
 - e) "Member" means any member of the Society.
 - f) "Members' Meeting" means any general meeting of the Society's members.
 - g) "Memorandum" means the Memorandum of Association.
 - h) "Non-Voting Member" means any person who is not entitled to vote at meetings of the Society as prescribed by Section 10 of these bylaws.
 - i) "Officer" means any officer listed in Section 46 of these bylaws.
 - j) "Register of Members" means the register maintained by the Board of Directors containing the names of the members of the Society.
 - k) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - l) "Society" means The Speedy Kids Oval Program Society.
 - m) "Special General Meeting" means any general meeting of members other than the annual general meeting, as described in Sections 16, 17, 18, and 19 of these bylaws.
 - n) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - o) "Voting Member" means any person who is entitled to vote at meetings of the Society as prescribed by Section 10 of these bylaws.

Membership

2. The Society is ultimately accountable to the Members.
3. Membership in the Society shall include the five (5) SUBSCRIBERS to the Memorandum.
4. Individuals shall be admitted to membership in the Society as ORDINARY or SPECIAL Members.
 - a) There are two (2) classes of Ordinary Members:
 - (i) SKATERS are children and youth who are registered as regular participants in the Society's programs; and
 - (ii) ASSOCIATES are adults who support the objects of the Society and may serve as directors, coaches, officials, etc.
 - b) Special Members are children, youth, and adults who are registered as one-time or infrequent participants in the Society's programs.

April 7, 2014

- c) Individuals shall be added to the Register of Members as Ordinary (Skater), Ordinary (Associate), or Special Members once the appropriate registration forms and any applicable fees have been received by the Society.
 - d) Fees shall be determined from time to time by a resolution of the Board. The Board shall ensure that the institution of such fees does not present an economic barrier to children and youth in the HRM who are interested in becoming Members and/or participating in the Society's programs.
5. The Board may invite corporations, societies, or associations that support the objects of the Society and are prepared to assist the Society in carrying out its endeavours to be PARTNER Members of the Society. Should such an invitation be accepted, the corporation, society, or association shall at once be added to the Register of Members as a Partner Member.
6. The membership season begins on April 1 of any given calendar year and lasts until March 31 of the following calendar year. Ordinary, Special, and Partner Memberships expire on December 31 of the following season should they not be renewed.
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease
- a) upon an individual's death, or should a corporation, society, or association cease to exist, or
 - b) if the member resigns by written notice to the Society, or
 - c) if the member ceases to qualify for membership in accordance with these bylaws, or
 - d) if, by a two-thirds majority vote of the Board at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

Members' Meetings

9. Every Member is entitled to attend any Members' Meeting of the Society.
10. Voting and Non-Voting Members of the Society shall be determined as follows:
- a) Subscribers to the Memorandum shall have one (1) vote and no more;
 - b) Ordinary Members, whether Skaters or Associates, shall have one (1) vote and no more provided that they have reached the age of 14 on the day of the meeting and are not also Subscribers to the Memorandum;
 - c) One (1) parent/guardian of any number of Ordinary Members under the age of 14 shall have one (1) vote and no more, provided that he/she is not himself/herself an Ordinary Member;
 - d) Special Members shall be Non-Voting Members; and
 - e) Partner Members shall have one (1) vote and no more to be exercised by an individual who is authorized by the corporation, society, or association to act as a representative on its behalf.
11. There shall not be proxy voting.
12. Quorum shall consist of 15 Voting Members or 20% of Voting Members, whichever number is less. No business shall be conducted at any Members' Meeting unless a quorum is present to open the meeting and, upon request, before any vote.
13. An Annual General Meeting shall be held within two (2) months after every fiscal year end, and notice is required which must:
- a) specify the date, place, and time of the meeting;
 - b) be given to the Members 21 days prior to the meeting;

April 7, 2014

- c) be given to the Members by newsletters, email, telephone, fax, and/or other electronic means;
 - d) specify the intention to propose a special resolution; and
 - e) the non-receipt of notice by any Member shall not invalidate the proceedings.
14. At the Annual General Meeting, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- a) minutes of the previous Annual General Meeting;
 - b) consideration of the annual report of the Directors;
 - c) consideration of the annual financial report of the Society; and
 - d) election of Directors.
15. Ordinary and Partner Members shall be eligible to vote at the Annual General Meeting only if they were registered as Members on the March 31 immediately preceding the meeting.
16. Every Members' Meeting other than the Annual General Meeting is a Special General Meeting.
17. A Special General Meeting may be held at any time and shall be called:
- a) if requested by the President;
 - b) if requested by a majority of the Directors; or
 - c) if requested in writing by 33% of the Voting Members.
18. Notice to Members is required for Special General Meetings. The notice must:
- a) specify the date, place, and time of the meeting;
 - b) be given to the Members 14 days prior to the meeting;
 - c) be given to the Members by newsletters, email, telephone, fax, and/or other electronic means;
 - d) specify the nature of business, such as the intention to propose a Special Resolution; and
 - e) the non-receipt of notice by any Member shall not invalidate the proceedings.
19. Lack of quorum at Special General Meetings:
- a) If a meeting is convened as per bylaw 17a or 17b and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the Voting Members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the Voting Members present shall constitute quorum only for the purposes of winding up the Society.
 - b) If a meeting is convened at the request of the Voting Members as per bylaw 17c and quorum is not present within one-half hour from the time appointed to the meeting, it shall be dissolved.
20. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any Voting Member appointed from among those present, shall preside as Chair at Members' Meetings.
21. Where there is an equality of votes, the Chair shall have a casting vote in addition to the vote he/she has as a Member.
22. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the Members.
23. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) Voting Members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

April 7, 2014

Governance

Board of Directors

24. The Board may exercise any powers of the Society not required by its bylaws or the *Societies Act* to be exercised by the Members at a Members' Meeting.
25. The number of Directors shall be not less than five (5) and not more than eight (8).
26. The Board shall consist of the President, Vice-President, Secretary–Treasurer, and a minimum of two (2) and maximum of five (5) Members-at-Large.
27. Directors shall be Subscribers to the Memorandum, Ordinary Members who have reached the age of 14, the parents/guardians of Ordinary Members under the age of 14, or the authorized representatives of Partner Members who have reached the age of 14, except for the President, Vice-President, and Secretary–Treasurer who shall have reached the age of 19.
28. Any Subscriber to the Memorandum, any Ordinary Member who has reached the age of 14, any parent/guardian of an Ordinary Member under the age of 14, and any authorized representative of a Partner Member who has reached the age of 14 are eligible to be elected or appointed as a Director, except for the President, Vice-President, and Secretary–Treasurer who shall have reached the age of 19.
29. The President, Vice-President, Secretary–Treasurer, and a maximum of three (3) Members-at-Large shall be elected by the Membership at the Annual General Meeting.
30. A maximum of two (2) Members-at-Large shall be appointed by the Board. In making any such appointments, the Directors shall strive to ensure that the composition of the Board is such that it
 - a) reflects the diversity of the Members;
 - b) represents the diversity of interests held by the Members; and
 - c) possesses the expertise necessary to fulfill the Society's objects, as specified in the Memorandum.
31. Directors shall be elected to one (1)-year terms. Directors who were elected by the Membership shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring Directors shall be eligible for re-election.
32. Directors who were appointed by the Board shall retire at the end of each Annual General Meeting. Retiring Directors shall be eligible for re-appointment.
33. If a Director resigns his/her office or ceases to be a member in the Society, his/her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board from among the Members.
34. The Members may, by Special Resolution, remove any Director and appoint another person to complete the term of office.
35. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the Members
 - a) upon nomination; and
 - b) if serving as a Director, when the possibility of a conflict is realized.
36. A conflict of interest does not prevent a Member from serving as a Director provided that he/she withdraws from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

April 7, 2014

37. The Board may appoint whatever committees it sees fit to provide assistance with the operations of the Society. Such operations include, but are not limited to, coaching, competitions, equipment, fundraising, officials, programs, publicity, registration, and volunteers.
38. Any committee of the Society shall be chaired by a Director. Any Director who chairs a committee shall be prepared to report on the activities of that committee at meetings of the Board.

Board Meetings

39. The Board shall meet no less than four (4) times each year.
40. Board Meetings shall be called by the President or any two (2) Directors.
41. The Board may meet at the close of every Annual General Meeting without notice. For all other Board meetings, unless notice is waived with the unanimous approval of the Directors, notice is required and must:
 - a) specify the date, place, and time of the meeting;
 - b) be given to the Directors seven (7) days prior to the meeting;
 - c) be given to the Directors by email, telephone, fax, and/or other electronic means; and
 - d) the non-receipt of notice by any Director shall not invalidate the proceedings.
42. Quorum shall consist of 60% of the Directors. No business shall be conducted at any meeting of the Board unless a quorum is present to open the meeting and, upon request, before any vote.
43. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any Director appointed from among the Directors shall preside as Chair at meetings of the Board.
44. At Board meetings, where there is an equality of votes, the motion shall be lost.
45. With the unanimous approval of the Directors, for business that does not require "in person" discussion and/or for which an "in person" meeting cannot be held in a timely fashion, the Board may discuss and vote on that business via email.

Officers

46. The President, Vice-President, and Secretary–Treasurer shall be the Officers of the Society.
47. The Officers of the Society shall have reached the age of 19, or the legislated age of majority in Nova Scotia.
48. The President shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the Members or the Directors.
49. The Vice-President shall perform the duties of the Chair during the absence, illness, or incapacity of the President, or when the Chair may request him/her to do so.
50. The Secretary–Treasurer shall have responsibility for:
 - a) the preparation and custody of all books and records of the Society, including finances, minutes of meetings of the Members and Board, and the Register of Members;
 - b) custody of the Seal, if any, which may be affixed to any document upon resolution of the Board;
 - c) filing reports with the Registrar such as are required under the *Societies Act*; and
 - d) other duties as assigned by the Board.

Finance and Other Management Matters

51. The fiscal year end of the Society shall be the last day of March.

April 7, 2014

52. Cheques drawn on the monies of the Society shall require the signatures of two (2) of the Society's three (3) Officers, i.e., Secretary–Treasurer and President, Secretary–Treasurer and Vice-President, or President and Vice-President.
53. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the President, Vice-President, or Secretary–Treasurer, as prescribed by resolution of the Board.
54. By resolution of the Board, the Society may borrow money to meet its objects to a maximum of 25% of its annual operating budget. This limit on borrowing may be raised or lowered as the majority of Voting Members present at a Members' Meeting shall decide. The Society may issue debentures or mortgage its real property to secure the payment of money borrowed by it only by a Special Resolution.
55. 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:
 - a) a balance sheet showing its assets, liabilities, and equity; and
 - b) a statement of its income and expenditure in the preceding fiscal year.
56. A copy of the financial report shall be signed by the auditor or by two (2) Directors.
57. 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.
58. Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be paid reasonable expenses incurred in the performance of his/her duties.
59. The Society shall not make loans, guarantee loans, or advance funds to any Director.
60. The Society shall file all required notices, returns, and resolutions with the Registrar, and these shall have been authenticated by an Officer:
 - a) annually, a statement with a list of Directors, their addresses, occupations, and dates of appointment and election;
 - b) within 14 days after each Annual General Meeting, a signed copy of the financial report;
 - c) within 14 days after any change of Directors, notification of the change; and
 - d) within 14 days after any Special Resolution is passed, a copy of that resolution.
61. The Society shall maintain a Register of its Members and shall enter therein the full names of the subscribers to the Memorandum and the full name of every other person who is admitted as a member of the society, together with
 - a) the address and occupation of every such subscriber and person;
 - b) the date on which each person is admitted as a member; and
 - c) the date on which any person ceases to be a member.
62. The Members may inspect the annual financial statements and minutes of the meetings of Members and Directors at the registered office of the Society with one (1) week's notice. All other books and records of the Society may be inspected by any Member at any reasonable time within two (2) days prior to the Annual General Meeting at the registered office of the Society.

Amendments

63. The Members may repeal, amend, or add to these bylaws by a Special Resolution. No bylaw or amendment to bylaws shall take effect until the Registrar approves of it.