

BY-LAWS OF ROW NOVA SCOTIA
November 18, 2002
Amended: October 1, 2010

1. In these by-laws:
 - a. “RNS” means Row Nova Scotia ;
 - b. “Special Resolution” means a resolution passed by three-quarters of those entitled to vote, at the annual general meeting, general or special meeting of which notice specifying the intention to propose the resolution has been duly given; and
 - c. “Board” means the president, vice-president, secretary and treasurer of Row Nova Scotia and no more than one member at large from each of the rowing clubs which are members of Row Nova Scotia.

MEMBERSHIP, RIGHTS AND OBLIGATIONS

2. Membership in RNS is open to individuals and organizations involved in rowing in Nova Scotia. The original subscribers to the Memorandum of Association shall be members.
3. Members shall pay the fee of their particular rowing club and the fee set by Rowing Canada Aviron when competing in regattas that are sanctioned by Rowing Canada Aviron.
4. Every member is entitled to attend at any special or general meeting and to hold office in the RNS.

TERMINATION OF MEMBERSHIP

5. Members may resign. Membership ends on death and on the failure to pay fees required.
6. A member may be expelled by Special Resolution.

MEETINGS

7. The annual general meeting shall occur within one month of the end of the fiscal year, which ends on December 31, at a time and place determined by the Board. Written notice shall be given by mail or e-mail to each organization which is a member of RNS at least twenty-one days prior to the meeting.
8. Both special and general meetings may be held at any time as directed by the president or Board. On written request to the secretary by two organizations which are members of

the RNS, the Board shall schedule a special or general meeting. Written notice shall be given by mail or e-mail to each organization which is a member of the RNS at least twenty-one days prior to the meeting.

9. Quorum at the annual general meeting, general or special meeting shall be six.
10. There shall be no proxy voting. Each organization which is a member of RNS shall be entitled to have two representatives vote at the annual general meeting, general or special meeting. Each member of the Board shall be entitled to one vote at the annual general meeting, general or special meeting. Unless a member of the Board or a representative of a member organization, individual members of the RNS shall not be entitled to vote at an annual general meeting, general or special meeting. The president shall not be entitled to vote at an annual general meeting, general or special meeting unless required to break a tie.
11. The Board shall meet at such times and places as it may determine. A quorum of the Board shall be fifty percent of its voting members, of which two are RNS officers.

DIRECTORS AND OFFICERS

12. The Board shall consist of the president, vice-president, secretary, treasurer, past president and not more than one member at large from each organization which is a member of RNS.
13. The president, vice-president, secretary and treasurer are the officers of the RNS.
14. Officers shall be elected at the annual general meeting and shall hold office for one year.
15. The nomination of an officer shall be made and seconded by a member of the RNS.
16. Any vacancies in the Board between annual general meetings may be filled by the remaining Board members and any member so appointed shall hold office until the next annual general meeting.
17. A member of the Board may be removed upon majority vote of the Board.
18. The Board shall control the affairs of the RNS, subject to the direction given at the annual general meeting, general or special meeting.
19. Board members shall not be paid for their service.
20. The Board may at any time appoint individuals or committees to carry out its' objectives and the individual or committee members may attend Board meetings on invitation of the Board. Any such individual or committee shall report at the annual general meeting.

21. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the association by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.
22. The president shall preside at all meetings of the RNS, shall be a member of all RNS committees and shall act as liaison with Rowing Canada Aviron.
23. The vice-president shall assume the duties of the president in the absence of the president and perform tasks delegated by the president or Board.
24. The secretary shall:
 - a. Attend all meetings and have responsibility for the preparation and custody of all books and records including :
 - i. minutes of members' meetings,
 - ii. minutes of directors' meetings
 - b. Administer membership applications and maintain a register of members and 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 RNS, together with
 - i. the address and occupation of every such subscriber and person;
 - ii. the date on which each person is admitted as a member; and
 - iii. the date on which any person ceases to be a member;
 - c. File with the Registrar of Joint Stock Companies notice of every change of situation of a director within fourteen days of the director change including the director's name, address, occupation, dates of appointment, election or change;
 - d. File with the Registrar of Joint Stock Companies, fourteen days after the annual general meeting:
 - i. a statement in the form of a balance sheet showing general particulars of its liabilities and assets;
 - ii. a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two directors; and
 - iii. a list of its directors, with their addresses, occupations and dates of appointment or election;
 - e. File with the Registrar of Joint Stock Companies a copy of every special resolution within fourteen days after the resolution is passed;
 - f. Every notice, return or resolution required to be filed with the Registrar shall be

authenticated by a director, secretary or other authorized officer of RNS;

- g. Pay to the Registrar of Joint Stock Companies the annual registration fee each year in the month in which the anniversary of its incorporation occurs; and
- h. Maintain custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors.

25. The treasurer shall:

- a. In preparation for the annual general meeting, prepare:
 - i. a statement in the form of a balance sheet showing general particulars of RNS's liabilities and assets; and
 - ii. a statement of RNS's income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two directors;
- b. In preparation for Board meetings:
 - i. a statement in the form of a balance sheet showing general particulars of the RNS's liabilities and assets since the time of the last executive meeting; and
 - ii. a statement of the RNS income and expenditure since the preceding meeting;
- c. Forthwith deposit all moneys received by the RNS to the credit of the RNS in such bank as is designated by the Board and all payments required to be made by the RNS shall be by cheque.

BORROWING POWERS

26. The Board may only borrow such sums as approved by a special resolution of the members.

AUDIT

27. Annually, an auditor 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. If no auditor is appointed, the treasurer is responsible to review and report on the financial statements of the association as noted in section 24.

BY-LAWS

28. By-laws may be amended by Special Resolution. A copy of any Special Resolution and the name of the member or organization which is a member of RNS moving it shall be provided to the secretary at least ten days prior to the annual general meeting, general or

a special meeting

29. Written notice of the Special Resolution shall be given by mail or e-mail to each organization which is a member of RNS at least fourteen days prior to the annual general meeting, general or special meeting. Notice shall include a copy of the Special Resolution and the name of the member or organization which is a member of RNS moving it.

RECORD KEEPING

30. Records shall be kept on permanent file by RNS. Unless a motion is passed by a majority vote, it shall not have the official sanction of the Society.

INSPECTION OF RECORDS

31. Members may inspect RNS records at the times and places authorized by the Board and at any reasonable time within two days before the annual general meeting at RNS=s registered office.

EXECUTION OF DOCUMENTS ON BEHALF OF RNS

32. All instruments and documents on behalf of RNS shall be signed by two of president, vice-president, secretary and treasurer of RNS.