

**BASKETBALL
NOVA SCOTIA**



Constitution and By-Laws

MISSION

'To get a basketball in the hands of every Nova Scotian, to help them play, grow, compete and succeed in a safe and productive environment.'

VISION

'For basketball to be at the heart of Nova Scotia sport culture.'

VALUES

Honesty

'We are open and clear in our communication and commitments.'

Inclusion

'We strive to ensure that anyone who wishes to play basketball can do so free of barriers, be they financial, racial, gender, geographical, disability or any other societal barrier.'

Solidarity

We work together as a basketball system, built on allyship across our communities, following a common mission of providing a safe, welcoming and productive basketball environment across the province for all those involved with the game.

Community

We believe that Nova Scotia basketball communities thrive when led by strong socio-cultural visibility and representation and unify through open and honest communication.

Commitment

We understand that the commitments we make, and the standards we set for ourselves, take dedication, patience, strength and resilience. We pledge to bring this approach to everything we do because high standards are key to our growth and success.

Basketball Nova Scotia Constitution and By-Laws

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Section 1: Constitution

ARTICLE I – NAME

- 1.1** This Association shall be known as Basketball Nova Scotia, hereinafter referred to as “BNS”, and shall have jurisdiction over basketball in the province of Nova Scotia.
- 1.2** BNS is a member of Canada Basketball, the governing body of amateur basketball in Canada.

ARTICLE II – ORGANIZATION

- 2.1** Six (6) regions throughout Nova Scotia identify BNS’s jurisdictional breakdown, namely:

Region

Cape Breton: Areas covering Cape Breton Island

Central: Areas covering Halifax Regional Municipality (Halifax, Dartmouth, Bedford and Halifax County)

Fundy: Areas covering the municipality of East Hants, Cumberland County, Colchester County

Highland: Areas covering Guysborough County, Antigonish County, Pictou County

South Shore: Areas covering the counties of Yarmouth, Shelburne, Queens, Lunenburg, and District of Argyle

Valley: Areas covering West Hants Regional Municipality and the Counties of Kings, Annapolis, and Digby, including the Municipality of Clare

- 2.3** BNS's Constitution shall work to align with Canada Basketball's Constitution and By-Laws. Any amendment or change to Canada Basketball's Constitution, By-Laws, Regulations or Playing Rules may be used as a resource or guide in amending or modifying the Constitution, By-Laws, or Rules and Regulations of BNS. Any changes to BNS's Constitution or By-Laws must be approved by vote at the AGM.
- 2.3** The current edition of Roberts Rules of Order shall be used as the parliamentary reference for BNS meetings and administration.

ARTICLE III – OBJECTIVES

BNS will:

- 3.1** Be the governing body of recreational and competitive basketball in the province of Nova Scotia, leading through strong policy and governance.
- 3.2** Promote the growth and development of both recreational and competitive basketball in the province of Nova Scotia.

- 3.3** Provide a platform for the ongoing development of athletes, coaches, officials and administrators.
- 3.4** Encourage and facilitate participation in recreational and competitive basketball in the province of Nova Scotia as a means of promoting healthy physical activity.
- 3.5** Foster positive socialization, character development, and leadership skills through participation in recreational and competitive basketball in the province of Nova Scotia.
- 3.6** Provide a safe and inclusive environment for all recreational and competitive basketball players in the province of Nova Scotia in adherence to the province's *Safe Sport Policies*.
- 3.7** Establish, administer and enforce a uniform set of rules that will govern recreational and competitive basketball in the province of Nova Scotia.

ARTICLE IV – AMENDMENTS

- 4.1** Amendments to the BNS Constitution shall only be made at BNS's AGM.
- 4.2** Amendment proposals must be submitted in writing by way of a notice of motion form to the BNS Board not less than thirty (30) days prior to the AGM. A copy of the proposed amendments shall be distributed to all Board and Executive members and all other eligible voting members not less than fifteen (15) days before the AGM.
- 4.3** BNS may amend the provisions of this Constitution upon a majority vote of two-thirds (2/3) of the BNS members present and entitled to vote at the AGM at which the amendments are being considered.
- 4.4** The mover or seconder of each amendment proposal shall be present at BNS's AGM to explain and elaborate on the reason(s) for the proposed amendment, otherwise it will be declared invalid.
- 4.5** Amendments shall be submitted by the Board and Executive Members after approval; amendments that are passed shall take effect immediately.

BASKETBALL NOVA SCOTIA



Section 2: By-Laws

BY-LAW 1 – MEMBERSHIP

1. The Association shall be composed of the following categories of members:
 - (a) **Director and Executive Members**: Any individual who is currently sitting on the Board of Directors or holds an executive position and is properly elected or appointed in accordance with BNS's By-Laws.
 - (b) **Club Membership**: open to all basketball clubs that meet the following criteria:
 - Has a minimum of five (5) Board members, one of whom shall be designated President.
 - Provides to the Association financial statements signed by two Directors of the Club (balance sheet, statement of income and expenses), as well as a copy of its Annual General Meeting Minutes and a list of its elected and appointed officers as provided in the Governance Policies of the Association.
 - Has a bank account in the name of the Club at a recognized financial institution.
 - Adheres to the Policies and By-laws of the Association.
 - Has an Executive elected by its membership, at least one General Meeting per calendar year, and a Constitution registered with the Association.
 - (c) **League Membership**: shall be open to all properly constituted Regional and Provincial Leagues immediately subordinate to the Association and control its teams for league operation purposes only, per bylaws, policies and procedures.
 - (d) **Associate Membership**: shall be open to all properly constituted organizations operating on a provincial/national basis to promote the game of basketball.
 - (e) **Official Membership**: opened to all registered NSBO officials in good standing.
 - (f) **Lifetime Membership**: opened to persons who have rendered valuable service to the Association.

1.1 Only a Member in good standing may exercise Member rights as established in the Association's By-laws, Policies and Procedures.

1.2. To be in good standing, a Member must comply with the association's By-laws and Policies.

1.3 The Board of Directors may declare a member not in good standing because of non-compliance with the Association's By-laws and Policies or non-payment of any monies due to the Association.

1.4 A Member may cease to be a Member upon written notification to the Board of Directors of their intent and the effective date.

1.5 A Club or League in Membership or any Association or League in Membership's affiliates, registrants, leagues, clubs, or players shall not refer disputes with the Association or any other

National Association to a court of law but shall be required to submit any disagreements to the jurisdiction of the Association.

BY-LAW 2 – APPLICATION FOR MEMBERSHIP

- 1.1** Any person or organization seeking membership in BNS, under any category, shall make an application per the Membership Application process, as found on BNS' official website. BNS shall determine if the application meets the requirements for membership. The Board of Directors may approve membership for such an applicant and grant it the full rights and privileges of a Member, save the right to vote, until such time as its membership is ratified at the next Annual General Meeting.
- 1.2** Except as otherwise provided herein, a person, or the group they are applying on behalf of, shall be accepted as a Member if the person or group:
 - (a) complies with such administrative requirements as may be prescribed by BNS in connection with its membership application; and
 - (b) is eligible to apply to a class of membership.
- 1.3** Applications shall be accompanied by such documents as may be required as part of the application process.
- 1.4** When an application has been accepted by the Board of Directors, notice of acceptance shall be given to all Members at the next AGM.
- 1.5** At the AGM, Members shall be asked to ratify the Board of Directors' decision(s) on membership applications.

BY-LAW 2 – TRANSFER, WITHDRAWAL, SUSPENSION, AND TERMINATION OF MEMBERSHIP

2.1 Transfer

- 2.1.1** Membership in BNS is non-transferable.

2.2 Withdrawal

- 2.2.1** Members may withdraw from membership by giving written notice of intent to the Board of Directors with a copy to the President of BNS.

- 2.2.2** On receipt of the said notice of intent by the Board of Directors, the applicant shall no longer be a member.
- 2.2.3** Members who have withdrawn shall remain liable for payment of any assessment, dues, or any other sums levied by BNS until the giving of the notice of withdrawal to the Board of Directors. Further, they shall remain responsible for remitting any sums payable to BNS prior to their withdrawal.

2.3 Termination

- 2.3.1** Membership in BNS will terminate immediately upon:
 - (a) the expiration of the Member's annual membership, unless renewed in accordance with these Bylaws;
 - (b) the Member fails to pay the annual membership fee set out in these Bylaws;
 - (c) the Member fails to maintain any of the qualifications or conditions of membership set out in these Bylaws;
 - (d) resignation by the Member by providing written notice to BNS;
 - (e) dissolution of BNS;
 - (f) a decision made by a panel in accordance with BNS's applicable discipline policies;
 - (g) the Member's death or dissolution; or
 - (h) by Ordinary Resolution of the Board of Directors or of the Members at a duly called meeting, provided fifteen (15) days' notice is given and the Member is provided with reasons and the opportunity to be heard. Notice will be sent out with the reasons for termination of membership and the Member receiving the notice will be entitled to submit a written submission opposing the termination.

2.4 Discipline

- 2.4.1** A Member may be disciplined in accordance with BNS' Discipline Policy, along with any other relevant policies and procedures.

2.5 Fees Payable

2.5.1 Any fees, subscriptions, or other monies owed to BNS by a suspended or expelled Member will remain due.

2.6 Good Standing

2.6.1 A Member will be in good standing provided that the Member:

- (a) has not ceased to be a Member,
- (b) has not been suspended or expelled from membership, or had other membership restrictions or sanctions imposed,
- (c) has completed and remitted all documents as required by BNS,
- (d) has complied with the Bylaws, policies, and rules of BNS,
- (e) is not subject to a disciplinary investigation or action by BNS, or if subject to disciplinary action previously, has fulfilled all terms and conditions of such disciplinary action to the satisfaction of the Board of Directors; and
- (f) has paid all required membership fees.

2.6.2 Members that cease to be in good standing, as determined by the Board of Directors, will not be entitled to vote at meetings of the Members or be entitled to the benefits and privileges of membership until such time as the Board of Directors is satisfied that the Member has met the definition of good standing.

BY-LAW 3 – BOARD OF DIRECTORS

3.1 Governance

3.1.1 The Board of Directors of BNS is a governance and advisory board.

3.2 Composition of the Board of Directors

3.2.1 The Board will consist of a minimum of five (5), and a maximum of twelve (12) Directors.

3.2.2 The Board will consist of the following positions:

- (a) President,

- (b) Vice President,
- (c) Secretary,
- (d) Treasurer; and
- (e) Up to eight (8) elected Directors.

- 3.2.3** Of the filled Board positions, in advancement of gender balance (including recognition of non-binary) on the Board, while ensuring the prevailing criterion for election is eligibility, ability, and professional performance, the Board shall work to be constituted in such a manner that encourages and supports gender balance.
- 3.2.4** Of the filled Board positions, the Board shall aim to encourage effective representation from each of the six (6) regions of BNS.
- 3.2.5** Of the filled Board positions, in advancement of diversity and inclusion, on the Board, while ensuring the prevailing criterion for election is eligibility, ability, and professional performance, the Board shall work to be constituted in a manner that encourages and supports diversity and cultural differences.

3.3 Directors

- 3.3.1** Elected Directors may be selected by the Board to serve as Directors of various standing and ad hoc committees related to the operations of BNS. Directors must serve on at least one committee and may serve on multiple if deemed appropriate.

3.4 Eligibility of Directors

- 3.4.1** To be eligible for election as a Director, an individual must:
 - (a) be nineteen (19) years of age or older;
 - (b) a Canadian citizen,
 - (c) have good standing in their community,
 - (d) have the power under law to contract; and
 - (e) have not been declared incapable by a court in Canada or in another country.

3.5 Duties of Directors

3.5.1 Every Director will:

- (a) act honestly and in good faith with a view to the best interests of the Association; and
- (b) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

3.6 Appointment of Directors

- 3.6.1** The Board may appoint a Nominations Committee to assist in the selection of Directors. The Nominations Committee will be responsible for receiving and reviewing applications for the election of the Directors based on the needs of the Board at that time.
- 3.6.2** Nomination for election, or appointment to the Board itself, shall only be accepted by those people who expect to be able to attend Board of Directors meetings with reasonable regularity and be an active participant.
- 3.6.3** Except when filling a vacancy on the Board of Directors for the remainder of a Director's term, or when the Director is ex-officio (non-voting), Directors may not be appointed.

3.7 Presentation of Directors

- 3.7.1** The Directors shall be presented with approval and ratification at the Annual General Meeting.
- 3.7.2** Newly elected Directors take office immediately following the AGM.

3.8 Term

- 3.8.1** Elected members of the Board other than the President, Vice-President, Secretary and Treasurer shall be approved and ratified at an Annual General Meeting.
- 3.8.2** Directors are selected for a two (2) year term, with a maximum of three (3) terms available; directors are only eligible to serve for six (6) years on the Board.
- 3.8.3** Directors will hold office until:
 - (a) the Director resigns,
 - (b) the Director is removed,
 - (c) the Director vacates; or

- (d) the term ends, and a successor has been elected.

3.9 Resignation of Director

3.9.1 A Director may resign from the Board at any time by presenting his or her notice of resignation to the Board. This resignation will become effective the date on which the notice is received by the Board, or at the time specified in the notice, whichever is later. When a Director who is subject to a disciplinary investigation or action of BNS resigns, that Director will nonetheless be subject to any sanctions or consequences resulting from the disciplinary investigation or action.

3.10 Removal of Director

3.10.1 A Director may be removed following a two-thirds majority resolution of the Board of Directors. A Director may be removed for any reason deemed necessary by the Board.

3.11 Filling Vacancies

3.11.1 Where the position of a Director becomes vacant for whatever reason, and there is still a quorum of Directors, the Board may:

- (a) Appoint a qualified individual to fill the vacancy for the remainder of the previous Director's term; or
- (b) Keep the vacancy open until the next AGM.

BY-LAW 4 – EXECUTIVE DUTIES AND POWERS

4.1 Election of Executive

4.1.1 The Executive of the Association shall consist of the President, Vice President, Secretary, and Treasurer or such other positions as the Board of Directors may from time to time deem necessary.

4.1.2 At the first meeting of the Board following the AGM, nominations for Executive positions will take place in accordance with this Constitution.

4.1.2 Board members may either self-nominate or be nominated by another Board member for an Executive position.

4.1.3 Elections for the Executive positions will be decided by a majority vote of the Board in accordance with the following:

- a) Where there are an equal number of nominations and available positions – positions will be declared by a majority vote.
- b) Where there are more nominations than available positions – the nominee(s) with the highest number of votes will fill the available positions until all the available positions have been filled. In the case of a tie for the final available position, a second vote will be conducted between the tied nominees.
- c) Voting shall be conducted in accordance with Section 5.4 of these bylaws.

4.2 Duties of the President

4.2.1 The President shall be the Chief Executive Officer of the Association and shall be responsible for implementing the strategic plans and policies of the Association.

4.2.2 The President will be the chair of the Board, call meetings of the Board, will preside at Annual and Special meetings of BNS, will be the official spokesperson of BNS and will perform such other duties as may from time to time be established by the Board.

4.2.3 The elected President shall assume office at the conclusion of the AGM.

4.3 Duties of the Vice President

4.3.1 The Vice President will assume the roles and powers of the President in their absence and perform such other duties as may from time to time be established by the Board.

4.3.2 The Vice President shall transition into the role of President upon completion of the predecessor President's term.

4.4 Duties of the Secretary

4.4.1 The Secretary shall be responsible for preparing all books and records including:

- a) the minutes of Members meetings,
- b) the minutes of Directors meetings,
- c) the register of Members; and
- d) filing the annual requirements with the office of the Registrar.

4.5 Duties of the Treasurer

4.5.1 The Treasurer will, subject to the powers and duties of the Board, keep proper accounting records as required by the Act and when required will provide the Board with an account of financial transactions and the financial position of BNS, and shall be responsible for any other duties that may from time to time be established by the Board.

4.6 Delegation of Duties

4.6.1 At the discretion of the Executive, and with approval by a majority of the Board, any of the Executive may delegate any duties of that office to appropriate staff, or committee, of BNS, or to another Director.

BY-LAW 5 – MEETING OF THE BOARD OF DIRECTORS

5.0 Call of Meeting

5.0.1 A meeting of the Board will be held at any time, and place, as determined by the President, or by written requisition of at least two (2) Directors.

5.1 Meeting Chair

5.1.1 The President of the Association shall preside at every meeting of the Association. If the President is absent, the Vice President shall act as Chair of the meeting. If both the President and the Vice President are absent, the Directors or Members who are present shall choose someone, of their number, to be chairperson of such meeting.

5.2 General Board Meetings

5.2.1 The Board may fix the place, if applicable, and time of regular Board meetings and send a copy of the resolution fixing the place, if applicable, and time of such meetings to each Director, and no other notice should be required for any such meetings.

5.3 Quorum

5.3.1 A majority of Directors shall constitute a quorum at any meeting of the Board (which includes any meeting of the whole Board or any committee of the Board).

5.4 Voting

5.4.1 Each Director is entitled to one vote.

5.4.2 Voting will be by a show of hands, written, or orally unless the majority of Directors request a secret ballot.

5.4.3 A majority vote of fifty-one (51%) percent shall constitute a formal decision on the question at hand.

5.4.4 In the case of an equality of votes, the President shall have the deciding vote.

5.4.5 Voting by proxy is not permitted.

5.5 Written Resolutions

5.5.1 A resolution in writing signed by all the Directors, who would be entitled to vote on the resolution at a Board meeting, is as valid as if it had been passed at a meeting of the Board.

5.6 Closed Meetings

5.6.1 Meetings of the Board will be closed to Members and the public except by invitation of the Board.

5.7 Meetings by Electronic Means

5.7.1 A Board meeting may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and one or more telephonic or electronic means, provided that all individuals in attendance of said meeting are able to adequately communicate with one another both simultaneously and instantaneously. Directors who participate in a meeting through telephonic or electronic means are considered to have attended the meeting.

5.8 Meeting Minutes

5.8.1 An official copy of the meeting minutes of each AGM and special meeting shall be retained in the records of the Association.

5.9 Empowerment

5.9.1 The Board is empowered, including but not limited to:

- (a) Make policies and procedures or manage the affairs of BNS in accordance with the Constitution and these Bylaws,
- (b) Make policies and procedures relating to the discipline of Members, and have the authority to discipline Members in accordance with such policies and procedures,
- (c) Make policies and procedures relating to the management of disputes within BNS and deal with disputes in accordance with such policies and procedures,

- (d) Employ or engage under contract such persons as it deems necessary to carry out the work of BNS,
- (e) Make expenditures for the purpose of furthering the objects and purposes of BNS,
- (f) Borrow money upon the credit of BNS as it deems necessary in accordance with these Bylaws; and
- (g) Perform any other duties as may be in the best interests of BNS.

BY-LAW 6 – COMMITTEES OF THE BOARD

6.1 Appointment of Committees

- 6.1.1** The Board will consist of the following Standing Committees: Executive Committee, Governance Committee, Finance Committee, and Discipline Committee.
- 6.1.2** The Board is authorized to establish Ad-Hoc or Standing Committees as necessary. Ad-Hoc or Standing Committees may or may not be chaired by a Board member and may involve external members to support committee work.
- 6.1.3** The Board shall have the power to dissolve any Committee at its discretion.

6.2 Quorum

- 6.2.1** A quorum for any committee will be the majority of its voting members.

6.3 Vacancy

- 6.3.1** When a vacancy occurs on any Committee, the Board may appoint a qualified individual to fill the vacancy for the remainder of the Committee's term.

6.4 Removal

- 6.4.1** The Board may remove any member from any Committee at their discretion.

6.5 Debts

- 6.5.1** No Committee will have the authority to incur debts in the name of BNS.

BY-LAW 7 – FINANCE AND MANAGEMENT

7.1 Fiscal Year

7.1.1 Unless otherwise determined by the Board, the fiscal year of BNS will be September 1 to August 31.

7.2 Bank

7.2.1 The banking business of the Corporation will be conducted at such financial institution as the Board may determine.

7.3 Annual Financial Statements

7.3.1 The Directors will approve financial statements (evidenced by the signature of two or more Directors) of BNS of the last fiscal year of BNS but not more than six (6) months before the Annual General Meeting and present the approved financial statements before the Members at every Annual General Meeting. A copy of the Annual Financial Statements will be provided to any Member requesting a copy of the Financial Statements not less than twenty-one (21) days before the AGM. The Financial Statements will include:

- (a) The financial statements; and
- (b) Any further information respecting the financial position of BNS

7.4 Financial Reports

7.4.1 The Directors shall present a written report of the financial position of BNS to all Members at every AGM. 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.

7.4.2 A copy of the financial report shall be audited and signed by an auditor, appointed by the Members at the AGM.

7.4.3 A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each AGM.

7.5 Books and Records

7.5.1 The necessary books and records of BNS required by these Bylaws or by applicable law will be necessarily and properly kept. The books and records include, but are not limited to:

- (a) BNS's articles and Bylaws,
- (b) The minutes of meetings of the Members and of any committee of Members,
- (c) The resolutions of the Members and of any committee of Members,
- (d) The minutes of meetings of the Directors or any committee of Directors,
- (e) The resolutions of the Directors and of any committee of Directors,
- (f) A register of Directors and Executive Members
- (g) A register of Members; and
- (h) Account records adequate to enable the Directors to ascertain the financial position of BNS on a quarterly basis.

7.5.2 Within three (3) days of a request by a Member in good standing, the annual financial statements and minutes of membership made be made available.

7.6 Signing Authority

7.6.1 Contracts, agreements, deeds, leases, mortgages, charges, conveyances, transfers and assignments of property, leases and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures, or other securities, agencies, powers of attorney, instruments of proxy, voting certificates, returns, documents, reports, or any other instruments in writing to be executed by the Association will be executed by at least two (2) of the Officers or other individuals, as designated by the Board. In addition, the Board may from time to time direct the way and the person or persons, by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy thereof.

7.7 Property

7.7.1 BNS may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

7.8 No Remuneration

7.8.1 All Directors, (apart from paid employees of BNS who have been appointed as Executive members), and members of Committees (except as permitted by these Bylaws) will serve their term of office without remuneration (unless approved by at a meeting of Members) except for reimbursement of expenses as approved by the Board. This section does not preclude a Director or member of a Committee from providing goods or services to BNS under contract or for purchase. Any Director or member of a Committee will disclose the conflict/potential conflict in accordance with these Bylaws.

7.9 No Personal Interest

7.9.1 No funds of the Association shall be paid to or be available for the personal benefit of any Member.

7.10 Insurance

7.10.1 BNS will always maintain in force such Directors and Officers liability insurance.

7.11 Allowable Expenses

7.11.1 The expenses of the Board Members and the Executive Committee to attend authorized and approved BNS meetings shall be paid for according to the Fiscal Policy.

7.11.2 Itemized expense claims shall be created by BNS as per the Fiscal Policy. These payments shall be made within fifteen (15) days of the meeting.

7.11.3 Expenses shall only be paid or budgeted for authorized and approved meetings. The Finance committee shall have sole responsibility for having expenses approved or rejected.

7.11.4 Employees of BNS shall have common expense allowances written into their hiring conditions.

BY-LAW 8 – CONFLICT OF INTEREST(S)

8.1 General

8.1.1 A Director, Executive, or Member of a Committee who has an interest, or who may be perceived as having an interest, in a proposed contract or transaction with BNS will disclose fully and promptly the nature and extent of such interest to the Board or Committee, as the case may be, will refrain from voting or speaking in debate on such contract or transaction, will refrain from influencing the decision on such contract or transaction, and will otherwise comply with the requirements of the Act regarding conflict of interest.

BY-LAW 9 –ANNUAL GENERAL MEETING

9.1 Annual General Meeting (“AGM”)

9.1.1 BNS will hold AGMs at such date, time and place as determined by the Board within the Province of Nova Scotia. The AGM will be held within fifteen (15) months of the last AGM and within six (6) months of the BNS fiscal year end.

9.2 Special Meeting

9.2.2 A Special Meeting may be called at any time by the Board or majority of Membership for any purpose connected with the affairs of BNS that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within thirty (30) days from the date of the deposit of the requisition.

9.3 Participation/Holding by Electronic Means

9.3.1 Any person entitled to attend a meeting may participate in the meeting by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting if BNS makes such means available. A person so participating in a meeting is deemed to be present at the meeting. The Directors may determine that the meeting be held entirely by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting.

9.4 Notice

9.4.1 Written or electronic notice of the date of the AGM will be given to all Directors at least twenty-one (21) days and not more than fifty (50) days prior to the date of the meeting. Notice will contain a proposed agenda, nominations, and any resolutions or amendments to be decided.

9.5 Business

9.5.1 All business transacted at a Special Meeting and all business transacted at an AGM (except consideration of the financial statements and the election of Directors) is deemed to be special business.

9.6 Proposal

9.6.1 Any Director may raise special business at a meeting, in the form of a proposal, for the amendment of Bylaws, or for general discussion, provided the proposal contains the name and address of the member, a statement of fewer than 200 words in support of the proposal, and is submitted to BNS at least ninety (30) days prior to the AGM.

9.7 Agenda

9.7.1 The agenda for the AGM may include:

- (a) A call to order
- (b) An establishment of quorum
- (c) An approval of the agenda
- (d) An adoption of minutes of the previous AGM
- (e) A presentation and approval of reports
- (f) A business as specified in the meeting notice
- (g) Ratification of Board members
- (h) Ratification of new Members
- (i) Adjournment

9.8 Quorum

9.8.1 A majority of the Directors will establish quorum. If a quorum is present at the opening of a meeting, the Members present may proceed with the business of the meeting.

9.9 Absentee Voting at Members' Meetings

9.9.1 A Director is not entitled to appoint another for the purpose of proxy voting. Voting by proxy is prohibited.

BY-LAW 10 – VOTING

10.1 Voting Entitlements

10.1.2 Voting and approved delegates at General Meetings of the Association shall be as follows:

- a) **Members of the Board of Directors**, except for the Board President and the Executive Director, shall be entitled to one vote each.
- b) **Each Club Member** in good standing shall be entitled to one delegate and one vote, plus an additional vote for every 50 participants beyond the first 100, as follows:
 - 1 to 100 players 1 vote

- 101 to 150 players 2 votes
- 151 to 200 players 3 votes
- 201+ players 4 votes

and so forth. The votes shall be based on players registered with the Club for the annual registration period in the fiscal year preceding the Annual General Meeting.

- c) Each **League Member** in good standing shall be entitled to one delegate, each of whom shall have one vote.
- d) Each **Associate Member** in good standing shall be entitled to one delegate, each of whom shall have a voice but no vote.
- e) Each **Official Member** in good standing shall be entitled to one delegate, each of whom shall have a voice but no vote.
- f) **Life Members** shall be entitled to a voice but will not be afforded a vote at any meetings of the Association.
- g) All delegates must be appointed by the appropriate member and notice of their appointment shall be sent to the Association no later than fifteen (15) days before a General Meeting.
- h) A voting Member may give a proxy to an individual, with specific directions as to how to cast the vote, on the form prescribed by the Policies of the Association. The holder of a proxy need not be a Member.

BY-LAW 11 – OFFICIALS

11.1 All officials for BNS sanctioned games shall follow the Memorandum of Understanding between BNS and Nova Scotia Basketball Officials.

BY-LAW 12 – COURT ACTIONS

12.1 Acceptance of membership in BNS means that all members shall accept the existing Constitution and amendments that are made by the membership through the amendment process. Recourse to the court of law by any member of BNS shall only be taken upon completion of the various procedures established in the Constitution, By-Laws and BNS policies for settling disputes.

12.2 Any recourse to the Courts of any jurisdiction by, on behalf of, or for the benefit of, any member, prior to the exhaustion of all rights, remedies and rights of appeal under BNS's Articles, By-Laws, Regulations and Rules shall be a violation and breach of BNS's Articles, By-Laws and Regulations and Rules. This violation and breach shall result in the

automatic indefinite suspension of such member from BNS, including all activities and games played under the jurisdiction of BNS or any of its members as defined herein.

- (a) Any association, club, league, team, player, coach, manager, trainer or referee who initiates a court action, or any individual who does so on behalf of or for the benefit of any of the foregoing, prior to exhausting all proper procedures of appeal shall be liable for all legal costs and disbursements incurred by BNS in conjunction with defending and/or responding to such court action.
- (b) Any association, club, league, team, player, coach, manager, trainer or referee (or any individual acting on behalf of or for the benefit of any of the foregoing) who, having exhausted BNS's appeal procedures, proceeds with court action against BNS or its members as defined herein shall be liable for all legal costs and disbursements incurred by BNS and its members, should the courts rule in favor of HNB or its members.
- (c) Until all such costs and disbursements of BNS are paid as provided in By-Law 14.2 a. and b. the membership of the parties referred to in By-Law 14.2 a. and b. shall, at the discretion of the President, be suspended.

BY-LAW 13 – CODE OF CONDUCT

- 13.1** All code of conduct incidents shall be dealt with in accordance with the Code of Conduct & Ethics Policy and the Discipline Policy Documents approved by the BNS Board of Directors.



Section 3: Appendices

APPENDIX A
DEFINITIONS

“Abuse” - any form of physical, emotional and/or mistreatment or lack of care causing physical injury or emotional damage;

“Affiliate” - persons, entities, organization or groups admitted as an Affiliate of the Association pursuant to clause 24.3;

“Appellant” - a Party appealing a decision;

“Association” - Basketball Nova Scotia or BNS;

“Automatic Suspension” - any suspension where a BNS Board Member, Club President, or Game Official submits a report on an infraction listed in Sections 22.10, 23.3, 23.6 or 23.12 of the Regulations by a coach, player, team official, team associate or spectator;

“Bias” - a lack of neutrality to such an extent that a decision-maker is unable to consider other views;

“Board” or “Board of Directors” - the Board of Directors of the Association;

“Bullying” - a person expressing their power through the humiliation of another person through behaviours that are similar to harassment, but occur between children under the age of twelve, or behaviours between youth or between adults that are not addressed under human rights laws;

“Case Manager” - An individual appointed by the Association, who may be any Association Staff, Committee member, Volunteer, Director, or an independent third party, to oversee an Appeal;

“Club” - organizing group that applies for sanctioning and establishes teams for youth/adults to play. May consist of board members and volunteers;

“Complainant” - an individual who experiences harassment, bullying, or harm;

“Days” - Any day of the week, including weekends and holidays;

“Duty of Care” - the relationship that exists between two persons (e.g. two individuals, an individual and an organization) and establishes the obligations that one owes the other, in particular the obligation to reduce and prevent harm;

“Emergency Action Plan (EAP)” - a plan facilitating and providing structure for emergency response;

“Game Official” - includes referees, minor officials and tournament organizers who may be assigned to monitor compliance with BNS rules;

“Good Standing” - individuals, members, and clubs who have completed registration, paid applicable fees by the established deadlines, and adhere to BNS policies and procedures;

“Governing Documents” - the constitution, policies, and regulations of BNS;

“Harassment” - conduct, gestures or comments which are insulting, intimidating, humiliating, hurtful, malicious, degrading or otherwise offensive to an individual or group of individuals, and which create a hostile or intimidating environment for work or sports activities, or which negatively affect performance or work conditions;

“Indefinite Suspension” - a suspension where a coach, player, team associate, official or spectator will be suspended immediately following the incident and/or game, and will not be able to coach until the situation has been reviewed by the Discipline Committee;

“Individuals” - all categories of membership defined in the Association’s Bylaws, as well as all individuals engaged in activities with the Association including, but not limited to, clubs, athletes, coaches, officials, volunteers, managers, administrators, directors, officers and committee or board members of the Association;

“Leagues” - any community, club, or recreational league;

“Liability” - duties, obligations, or responsibilities imposed on a person by common law or statute (e.g. a person or organization being held legally liable for something through legal action or inaction in an instance of harm);

“Member” - voting member of the Association except for Associate Members;

“Nova Scotia Basketball Officials” or **“NSBO”** - the governing body for licensed basketball officials in Nova Scotia;

“Organization” - Basketball Nova Scotia or BNS;

“Participant” - any player, guardian, manager, trainer, coach, official, organizer or other individual involved in the administration, support or conduct of a BNS team or event;

“Parties” - the Appellant, Respondent, and any other Individuals or persons affected by a decision or appeal;

“Regions” - one of the six (6) regions in Nova Scotia:

- (i) Central,
- (ii) South Shore,
- (iii) Valley,
- (iv) Northern,
- (v) Highlands, and
- (vi) Cape Breton

And Members or Directors residing within each region shall be deemed to be a representative of each region;

“Registrar” - Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*;

“Regulations” - Regulations as outlined in this BNS Constitution

“Representative” - all individuals employed by or engaged in activities on behalf of BNS. Representatives include but are not limited to; staff members, contract personnel, volunteers, medical personnel, researchers, administrators, committee members and directors and officers of the Organization;

“Respondent” - a party against whom a complaint is made, or whose decision is being appealed;

“Special Resolution” - a resolution required to be passed by not less than two-thirds of such Members entitled to vote as are present in person at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;

“Stakeholder” - any person or persons defined as a member of BNS, and any individual engaged in activities with BNS, including but not limited to athletes, coaches, officials, volunteers, team managers, medical personnel, administrators, committee members, and directors and officers of the Organization;

“Standard of Care” - the degree or level of service, attention, care and protection that one person owes another;

“Vulnerable Person” - individuals who may have difficulty protecting themselves and are at greater risk of harm. This vulnerability may be temporary or permanent, and may be due to age, disability, or circumstance;