

Memorandum of Association
For a Non-Profit Society

The name of the Society is Halifax Hurricanes Minor Basketball Association.

On a volunteer and non-profit basis the objectives of the society are:

- to establish a youth basketball club offering opportunities for all genders to participate recreationally or competitively in available local, regional, provincial and national organized basketball leagues and events;
- to provide its members with environments and experiences that encourage, healthy minds and bodies, social development and fair play;
- to ensure all members are provided with a safe and supportive environment during all Society events and activities;
- to develop individual player's basketball skills with the goal of encouraging lifelong participation in basketball and sports in general;
- to recruit and develop coaches and provide them with the skills and resources needed to develop their teams and players;
- to strive for a diverse board and coaching group that is representative of the membership of the Society;
- to provide members with open and transparent governance subject only to the privacy rights of individuals and third party contractual rights;
- 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
- 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
- All funds shall be used solely for the purposes of the Society and the promotion of its objects.

Upon dissolution of the Society and after payment of all debts and liabilities, the board of directors, by simple majority, may elect to distribute its remaining property, in whole or in part, to one or more of:

- qualified donees described in subsection 149.1(1) of the Income Tax Act ("charitable purposes"); and/or

- non-profit organizations in Canada having objects similar to those of the society.

The activities of the Society are to be carried on in Halifax, Nova Scotia.

BY-LAWS FOR A NON-PROFIT SOCIETY

Definitions

1. In these by-laws:
 - (a) "Society" means: the Halifax Hurricanes Minor Basketball Association.
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (c) "Special Resolution" means a resolution passed by not less than Seventy-Five Percent (75%) of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society.
4. Every member being at least 18 years old may vote at any members' meeting of the Society.
5. Any member in good standing being at least 18 years old is entitled to hold any office upon appointment by the board of directors.
6. Individuals eligible for membership in the Society shall consist of:
 - (a) the initial minimum of 5 subscribers to the Memorandum of Association;
 - (b) an individual whose name and address is written in the Register of Members by the secretary and:
 - (i) who is:
 - (A) a registered player;
 - (B) a parent or legal guardian of a registered player;
 - (C) a registered coach who has criminal records and vulnerable sectors checks no older than 2 years and approved by the Directors;
 - (D) a registered volunteer who has criminal records and vulnerable sectors checks no older than 2 years and approved by the Directors; or

- (E) an individual granted life time membership by the board of directors in recognition of past service.
 - (ii) who pays an annual fee in an amount to be determined by the Directors; and
 - (iii) who meets all requirements or limitations established by any law or regulation applicable in Nova Scotia whether established by any level of government or by any administrative body which governs the Society's participation in competitions.
7. Membership in the Society is not transferable.
8. The Directors of the Society shall establish membership fees which shall be collected upon registration. The amount of such fees shall be established by the Directors and may vary in any amount based on the type of member (player, coach, volunteer, etc), a player's age and level of competition, financial circumstances of a player or such other criteria determined by the board in its discretion.
9. Membership in the Society shall cease:
- (a) upon failure to register as a coach, a volunteer, a player or to be a parent or legal guardian of a registered player on or before the Society's registration deadlines in any given year;
 - (b) upon death;
 - (c) if the member resigns by written notice to the Society;
 - (d) if the member ceases to qualify for membership in accordance with these by-laws; or
 - (e) if, by a vote of the majority of the members of the Society or a majority vote of the Directors of the Society 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.
10. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
11. No funds of the Society shall be paid to or be available for the personal benefit of any member unless such payment is made as compensation for administrative or coaching services approved by the Directors in advance.

Members' Meetings

12. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting. Notwithstanding the foregoing, a registered player member may only vote if that player is 18 years of age or older.
13. A general or special meeting of the members may be held at any time and shall be called:

- (a) if requested by the chair, or
 - (b) if requested by a majority of the directors, or
 - (c) if requested in writing by seventy five percent of the members.
14. Notice to members is required for general or special meetings. The notice must:
- (a) specify the date, place and time of the meeting,
 - (b) be given to the members seven (7) days prior to the meeting,
 - (c) be given to the members by *e-mail, posting any website then managed by the Society or such other means reasonably likely to reach the attention of the members, (amended at June 29, 2021 AGM)*,
 - (d) specify the nature of business, such as the intention to propose a special resolution, and
 - (e) specify that the non-receipt of notice by any member shall not invalidate the proceedings.
15. An annual general meeting shall be held within three 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 thirty (30) days prior to the meeting,
 - (c) be given to the members by *e-mail, posting any website then managed by the Society or such other means reasonably likely to reach the attention of the members, (amended at June 29, 2021 AGM)*
 - (d) specify the intention to propose a special resolution, and
 - (e) specify that the non-receipt of notice by any member shall not invalidate the proceedings.
16. At the annual general meeting of the Society 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,
 - (d) the appointment of auditors for the ensuing year, and
 - (e) election of directors.

17. For meetings convened as per by-law 13(a) or 13(b), including the annual general meeting (amended at June 29, 2021 AGM), quorum shall consist of five of members. For meetings convened as per by-law 13(c) quorum shall consist of fifty one percent of members who are eligible to vote. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
18. If a meeting is convened as per by-law 13(a) or 13(b) 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 members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute a quorum.
19. If a meeting is convened at the request of the members as per by-law 13(c) and quorum is not present within one-half hour from the time appointed for 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 member appointed from among those present, shall preside as Chair at members' meetings.
21. Where there is an equality of votes the Chair of the meeting shall have the deciding vote.
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 members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.
24. Any meeting of the members may be held online provided that such online meeting is held in a manner in keeping with the spirit of transparency and participation by members, in a manner approved by the Directors and in a manner, now in or in the future, permitted or not prohibited under the laws of Nova Scotia governing societies. In determining whether to approve a meeting held online, the Directors shall always give preference to in person meetings and must assure themselves that the ability to follow the procedural rules of the Society and to confirm the legitimacy of voting is not impaired by the proposed online meeting.

Directors

25. Any member of the society being at least 18 years old, upon nomination of a current director, (amended at June 29, 2021 AGM) shall be eligible to be elected a director of the Society and a director of the Society shall be a member.
26. The number of directors shall be determined by the first directors of the Society and shall be a minimum of 5 directors and a maximum of 9 directors. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society. The first directors of the Society shall be entitled to appoint the remaining directors.
27. Directors whose terms are ending 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 provided that no member may serve more than two consecutive terms

without a pre-election motion approved by 75% of the members present at the annual general meeting. Directors shall be elected to two year terms, excepting only the first directors of the Society who shall amongst themselves determine which approximately half of them and the other directors appointed by them shall serve an initial term of 1 year.

28. 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 of directors from among the members of the Society.
29. The members may, by special resolution passed at a special or annual general meeting, remove any director and appoint another person to complete the term of office.
30. The management of the Society is the responsibility of the Directors. In particular, the Directors may engage a general manager, and determine his/her duties, responsibilities and remuneration.
31. The Directors may appoint an executive committee and other committees as they see fit provided that the following shall be standing committees at all times:
 - (a) Governance – Chaired by the Corporate Secretary
 - (b) Finance – Chaired by the Treasurer
 - (c) Operations – Chaired by the Vice President
 - (d) Player and Coach Development – Chaired by the Director of Player and Coach Development

The Chair of each standing committee shall appoint its members. The Chair shall have the deciding vote in the event of tie voting on an issue. Standing committees shall meet as necessary as determined by the Chair.

32. 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.

Being a coach or parent of a player shall not be considered to be a conflict with respect to any matter unless declared to be a conflict by a special resolution of the board of directors.

33. 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.

Directors' Meetings

34. The board of directors shall meet no less than four times each year.

35. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
- (a) specify the date, place and time of the meeting; and
 - (b) be given to the directors seven (7) days prior to the meeting provided that failure to give such a period of notice shall not negate any business done at a meeting attended by a quorum of directors having accepted lesser notice (amended at June 29, 2021 AGM); and
 - (c) be given to the directors by e-mail, posting any website then managed by the Society or such other means reasonably likely to reach the attention of the directors (amended at June 29, 2021 AGM).

The non-receipt of notice by any director shall not invalidate the proceedings. Notice can be waived for board meetings with the unanimous approval of the Board.

36. Quorum shall consist of five of the Directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
37. 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 of the Board.
38. At directors' meetings, where there is an equality of votes the Chair shall have a deciding vote.
39. Any directors' meeting may be held online in a manner approved by the Directors and in a manner, now in or in the future, permitted or not prohibited under the laws of Nova Scotia governing societies. A directors' meeting may be held by a combination of individuals appearing in person, by telephone or by video conference.

Officers

40. The officers shall be elected by the Directors.
41. One of the officers shall be the President. The President shall act as Chair of all meetings of members and directors, other than committee meetings, and shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the Directors.
42. One of the officers shall be the Vice-President. 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, shall sit as Chair of the Operations Committee and shall perform other duties as assigned by the members or the Directors.
43. One of the officers shall be the Corporate Secretary. The Corporate Secretary 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; and
 - (iv) filing the annual requirements with the office of the Registrar;
- (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors;
 - (c) sit as Chair of the Governance Committee; and
 - (d) file with the Registrar:
 - (i) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election a copy of every special resolution within fourteen (14) days after the resolution is passed; and
 - (ii) have other duties as assigned by the Directors.
44. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, shall be responsible for directing the preparation of the annual financial report, or if elected by the Directors the annual audit, shall sit as Chair of the Finance Committee and carry out all other duties as assigned by the Directors.
45. One of the officers shall be the Director of Player and Coach Development. The Director of Player and Coach Development shall have responsibility for the support and development of players, have responsibility for the recruitment, support and development of coaches, shall sit as Chair of the Player and Coach Development Committee and shall carry out all other duties as assigned by the Directors.
46. The directors may also appoint a Recording Secretary
- (a) who is responsible for taking minutes of all board and members' meetings, and
 - (b) who need not be a director.
47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Treasurer together with either one of the President and the Vice-President or otherwise as prescribed by resolution of the Board of Directors which resolution may approve execution by any one or more officer or director under seal of the Society or not under seal.

Finance

48. The fiscal year end of the Society shall be the last day of May.
49. 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.
50. A copy of the financial report shall be signed by the auditor or by two directors.
 51. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
 52. 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.
 53. The Society may only borrow money as approved by a special resolution of the members.
 54. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
 55. Directors and officers shall serve without remuneration and shall not receive any profit from their positions as directors or officers. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
 56. The Society shall not make loans, guarantee loans or advance funds to any director.

