

BY-LAWS FOR THE ARCHERS ASSOCIATION OF NOVA SCOTIA
A NON-PROFIT SOCIETY

Definitions

1. In these by-laws:

- (a) “Society” means Archers Association of Nova Scotia, also referred to as AANS and Archery Nova Scotia.
- (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 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.
- (d) “Registrant” means all persons registered with Archery Nova Scotia and Archery Canada.
- (e) “Member” means each club or association taking Club membership with Archery Nova Scotia and Archery Canada.
- (f) “Directors” means those persons elected by the members to run the association on a day to day basis.

Archer Registrants Rights and Responsibilities

- 2. The Society is ultimately accountable to the Archer Registrants through the member Clubs and Associations of Archery Nova Scotia. The members of Archery Nova Scotia are the Archery Clubs and Associations that offer Club or Association memberships and Archery Nova Scotia registration to their Archers. Each Archery Club and Association has one member representative with Archery Nova Scotia.
- 3. Every Archer registrant is entitled to attend any members’ meeting of the Archery Nova Scotia but has no vote.
- 4. Any archer registrant of legal age, or with their guardian’s written consent, is entitled to hold any office.
- 5. Archer registrants with Archery Nova Scotia shall consist of:
 - (a) those who support the objects of Archery Nova Scotia,
 - (b) those whose name and address is written in the Register of Archers by the secretary, or Archer registrant chair,
 - (d) those who pay an annual fee in an amount to be determined by Archery Nova Scotia, and
 - (e) those who reside in the geographic area of Nova Scotia, and
 - (f) those who have been given lifetime archer registrant status.
- 6. Archer registrant status in the Archery Nova Scotia is not transferable.
- 7. Archer registrant status in the Archery Nova Scotia shall cease:
 - (a) upon death, or
 - (b) if the Archer registrant resigns by written notice to Archery Nova Scotia, or
 - (c) if the Archer registrant ceases to qualify for membership in accordance with these by-laws, or
 - (d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of Archery Nova Scotia at a meeting duly called and for which notice of the

proposed action has been given, the Archer registrant's registration in the Archery Nova Scotia has been terminated.

8. No funds of Archery Nova Scotia shall be paid to or be available for the personal benefit of any Archer registrant.

Membership Rights and Responsibilities

9. The membership shall consist of one member elected or appointed by archer registrants in each affiliated club and association, according to their own club or association rules and By-laws. If the member representative resigns or fails to maintain archer registration with Archery Nova Scotia, the affiliated club or association, according to their own club or association rules and By-laws shall replace the member.
10. The Society is ultimately accountable to the Archery Clubs and Associations and their Archer registrants of Archery Nova Scotia. The members of Archery Nova Scotia are the Archery Clubs and Associations that offer club or association memberships to the Archer registrants. Each Archery Club and Association has one member representative with Archery Nova Scotia.
11. Every Archery Club or Association member is expected to send a representative to attend members' meetings of Archery Nova Scotia.
12. Every Archery Club or Association member may vote at any members' meeting of Archery Nova Scotia.
13. Any archer registrant of legal age, or with their guardian's written consent, is entitled to hold any office.
14. Membership in Archery Nova Scotia shall consist of:
 - (a) the minimum of 5 Archery Club or Association member subscribers to the Memorandum of Association,
 - (b) those who support the objects of Archery Nova Scotia,
 - (c) those whose name and address is written in the Register of Archery Club or Association Members by the secretary, or membership chair,
 - (d) those who pay an annual fee in an amount to be determined by Archery Nova Scotia, and
 - (e) those who reside in the geographic area of Nova Scotia.
15. Archery Club or Association Membership in Archery Nova Scotia is not transferable.
16. Archery Club or Association Membership in Archery Nova Scotia shall cease:
 - (a) disbanding or dissolution of the Archery Club or Association, or
 - (b) if the Archery Club or Association member resigns by written notice to Archery Nova Scotia, or
 - (c) if the member ceases to qualify for membership in accordance with these by-laws, or
 - (d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of Archery Nova Scotia at a meeting duly called and for which notice of the proposed action has been given, the Archery Club or Association Member's membership in Archery Nova Scotia has been terminated.
17. The Archery Club or Association 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.

Members' Meetings

18. Every Archery Club or Association member, and each director shall have one vote and no more and there shall be no proxy voting.
19. A general or special meeting of the Archery Club or Association 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 25% of the members.
20. Notice to Archery Club or Association 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 Archery Club or Association members seven (7) days prior to the meeting,
 - (c) be given to the Archery Club or Association members by newsletters, newspapers, television, radio, e-mail, 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 Archery Club or Association member shall not invalidate the proceedings.
21. 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 Archery Club or Association members thirty (30) days prior to the meeting,
 - (c) be given to the Archery Club or Association members by newsletters, newspapers, television, radio, e-mail, 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 Archery Club or Association member shall not invalidate the proceedings.
22. At the annual general meeting of Archery Nova Scotia 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 Archery Nova Scotia, and
 - (d) the appointment of auditors for the ensuing year.
 - (e) elect the directors, officers and other committees as they see fit.
23. At the annual general meeting of Archery Nova Scotia quorum shall consist of 50% of Archery Club or Association members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
24. (a) If a meeting is convened as per by-law 19(a) or 19(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 quorum only for the purpose of winding up the Society.
 - (b) If a meeting is convened at the request of the members as per by-law 19(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

25. The President, or in his/her absence, a Vice-President, or in the absence of them, any member appointed from among those present, shall preside as Chair at Archery Club or Association members' meetings.
26. 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.
27. 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 Archery Club or Association members.
28. 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 Archery Club or Association members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors and Officers

29. Any Archer registrant of the Archery Nova Scotia shall be eligible to be elected a director of Archery Nova Scotia and a director of Archery Nova Scotia shall be an archer registrant.
30. If a director resigns his/her office or ceases to be a registrant in Archery Nova Scotia, his/her office as director shall be vacated and the vacancy may be filled by any director elected or appointed by the members.
31. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
32. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager or Administrative Assistant and determine his/her duties, responsibilities and remuneration.
33. 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.
34. 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.
35. The directors and officers shall be elected by the members at the Annual General Meeting and shall be a President, a Vice-President High Performance, Vice-President Target, Vice President 3D, a Director of Bowhunting, a Treasurer, and a Corporate Secretary. The Directors shall hold office for a period of two years. The President, Secretary and Vice-President Target shall be voted on odd numbered years. The Vice-President High Performance, Vice-President 3D, and Treasurer will be voted on even numbered years. The Bowhunters Association of Nova Scotia (BANS) appoints or elects one Bowhunter director to the Board of Directors. This system will allow for a form of continuity on the board of directors rather than replacing the entire board on a bi-annual basis.
36. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

37. One of the officers shall be the Vice-President High Performance. The Vice-President High Performance 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.
38. 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:
 1. the minutes of members' meetings,
 2. the minutes of directors' meetings,
 3. the register of members, and
 4. filing the annual requirements with the office of the Registrar, and
 - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - (c) file with the Registrar:
 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
 - (d) have other duties as assigned by the board.
39. 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.
40. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Archery Nova Scotia, prepare the annual financial report and carry out all other duties as assigned by the board.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of Archery Nova Scotia by the President or the Vice-President High Performance, and the Corporate Secretary, or the Treasurer or otherwise as prescribed by resolution of the members.

Directors Meetings

42. Every director shall have one vote and no more.
43. A Directors meeting 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.
44. The directors shall meet no less than twice each year.
45. For directors meetings, 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 newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,
 - (d) the non-receipt of notice by any director shall not invalidate the proceedings.
 - (e) Notice can be waived for directors meetings with the unanimous approval of the board of directors.
46. Quorum shall consist of 5 directors of the 7 board of 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.

47. The President or, in his/her absence, the Vice-President High Performance or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the board of directors.
48. At directors meetings, where there is an equality of votes the Chair shall have a casting vote in addition to the vote he/she has as a director.

Finance

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

These by-laws *were approved* at the Annual General Meeting of the Archery Nova Scotia on November 15, 2015.

Melanie Lefler, Secretary
William Currie, President