

**RECREATION NOVA SCOTIA
BOARD OF DIRECTORS
GOVERNANCE MANUAL**

SECTION 5 – MEMORADUM OF ASSOCIATION AND BY LAWS

Memorandum of Association for Recreation Nova Scotia

Article 1- Name:

The name of the Association shall be Recreation Nova Scotia (RNS)

Article 2-Purpose:

Recreation Nova Scotia inspires and supports a diverse and comprehensive network of partners committed to addressing the recreation needs of all Nova Scotians, through the provision of leadership and a strong provincial voice.

As a result:

END 2.0.a: **Recreation Delivery System:** RNS will ensure that a strong viable comprehensive recreation delivery system and network of partners exists within Nova Scotia.

END 2.0.b: **Social Marketing:** RNS will promote the key message that *Recreation enhances the health and quality of life of individuals and communities throughout Nova Scotia* as a means communicating the value of recreation and soliciting representation by the sector in provincial forums where related policies/decisions are being made.

END 2.0.c: **Healthy Lifestyles:** RNS will ensure that, within the recreation delivery system, opportunities exist for all Nova Scotians to acquire the knowledge, skills, and attitudes required to develop positive leisure lifestyles.

END 2.0.d: **Barrier Reduction:** RNS will reduce systemic barriers that deny access to meaningful forms of recreation for individuals causing them to be disenfranchised.

END 2.0.e: **Trends:** RNS will facilitate action-orientated dialogue on societal factors that could significantly impact upon leisure/recreation and the quality of life of Nova Scotians and their communities.

END 2.0.f: **Community Capacity:** RNS will support the essential role that recreation plays in contributing to, and often leading, the development of community capacity and societal wellbeing.

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Article 3- Objects:

Recreation Nova Scotia will achieve its purpose by

- a) Providing services and resources that will enhance the quality of the recreation delivery system.
- b) Promoting and recognizing the value of voluntarism in the delivery of recreation.
- c) Advocating for recreational opportunities for all Nova Scotians.
- d) Providing training and development initiatives to enhance the effectiveness of recreation organizations.
- e) Liaising with other organizations in cooperative ventures.
- f) Providing membership services as detailed in a yearly plan.
- g) Ensuring staff capabilities in the areas of recreation, communications, fund-raising, leadership development, voluntarism and inclusiveness.
- h) Acquiring by way of grant, gift, purchase, bequest, devise or otherwise real and personal; property to use and apply to the objects of the association.
- i) Buying, owning, leasing, mortgaging, selling, and conveying, such real and personal property as may be necessary or desirable in carrying out the objects of the society.

PROVIDING that herein contained shall permit the association to carry on any trade, industry, or business and the Association shall be carried on without purpose of gain to any of the members and any use of the Association shall be for the purpose of the Association and the promotion of its purpose and objects.

Article 4- Dissolution of the Association:

The Association may only be dissolved after resolution adopted by a majority of at least three quarters (3/4) of the votes of all members. A minimum of one hundred (100) members of Recreation Nova Scotia, must be participating in the vote. Postal votes will be permissible. In case of dissolution of the association, all its remaining assets after payment of liabilities shall be distributed to one or more recognized charitable organizations in Nova Scotia.

Article-5:

The activities of the Association are to be carried on within the province of Nova Scotia

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Article-6:

The registered office of the association is:

Suite 309, 5516 Spring Garden Road
Halifax, Nova Scotia
B3J 1G6

Phone: 425-1128 Fax: 422-8201
[email: info@recreationns.ns.ca](mailto:info@recreationns.ns.ca)

The Agent of The Association is:

Rhonda Lemire, Executive Director
Recreation Nova Scotia

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RECREATION NOVA SCOTIA

BY-LAWS



NOVEMBER 2009

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**Recreation Nova Scotia
By-Laws**

1. MEMBERSHIP

1.1 Categories

1.1.1 Individual Affiliate Membership Category A

This membership gives individuals who support the value of recreation and the mission of RNS, access to communication and information services.

1.1.2 Individual Full Membership Category A

This membership gives individuals access to a full range of member services including communication and information services; discounts; incentives; nomination privileges; entitlement to one vote with RNS, and CPRA membership at member rate.

1.1.3 Student Membership Category A

This membership gives full time and part time students extensive access to the same services provided to the individual full member (1.1.2).

1.1.4 Affiliate Group Membership Category B

This membership allows groups and organizations access to communication and information services. Affiliate Group Members have one representative identified for the RNS dbase and communication purposes.

1.1.5 Full (Group) Membership Category B

This membership allow organized groups, communities, and organizations access to the full range of member services including communication, and information services; discounts; incentives; nomination privileges; special advertising rates and tradeshow rates. Within this category there shall be two distinct groups:

1.1.5.1 Municipal: All persons designated as municipal recreation staff, elected and appointed officials by the municipal unit shall be afforded full RNS membership privileges.

1.1.5.2 Group: Community Groups, provincial associations and agencies shall be afforded full RNS membership privileges. Groups will have two representatives with two votes. Groups interested in accessing the RNS General Liability Program must be “Full Group Members”.

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1.1.6 Full (Profit) Membership Category B

This membership will attract those professional affiliations, or commercial groups, who benefit financially, or profit from relationships and connections with RNS members. This category will have one representative with one vote, otherwise full membership privileges.

1.1.7 Joint Stocks

In membership categories Individual Affiliate, Individual Full, and Student, Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, s/he resigns membership, or if s/he ceases to qualify for membership in accordance with these by-laws.

In membership categories Affiliate Group, Full Group, Municipal, Group and Full (Profit) Membership Category B, membership shall upon giving notice in writing to the Society, it resigns membership, or if it ceases to qualify for membership in accordance with these by-laws. Representatives identified to RNS for dbase and communication purposes may be transferred within the member group of Municipality. Notice of change must be given to RNS.

1.2 Annual Membership Fees

1.2.1 Memberships in all categories are approved and processed by the RNS staff. Membership is based on a twelve month period from the time of joining.

1.2.2 Full members and affiliate members (individual and group) shall have the option to become a member of the Canadian Parks and Recreation Association at the time of joining Recreation Nova Scotia.

2 GENERAL MEETING

2.1 Annual General Meeting

The Annual General Meeting of Recreation Nova Scotia shall be held during the fall of each year on the day, time and place determined by the Board of Directors. Notice of the Annual General Meeting shall be given to all members at least (30) days prior to the date of the meeting and agenda shall be arranged by the Board and available to all members on the day of the meeting.

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2.2 Special General Meeting

An extraordinary general meeting of Recreation Nova Scotia may be called by the Board of Directors or upon written request of twenty-five (25) voting members setting out the nature of the business to be discussed. The President shall give notice, in writing, of the extraordinary meeting to all members of Recreation Nova Scotia at least fourteen (14) days prior to the meeting. Only business items identified in the written request shall be dealt with at the special general meeting.

2.3 Mode of Calling Special General Meetings

Notice of meeting, specifying the place and day and hour of the meeting shall be given in writing, by facsimile or electronically or by sending it through the post in a pre-paid letter to each member at his/her last known address. Any notice shall be deemed to have been given by facsimile or electronically when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post. Non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

2.4 Representation

Each voting member of RNS is entitled to one vote on each issue.

2.5 Quorum

Business shall be transacted at Annual General Meetings or Special Meeting when a minimum of 50 voting members is present. If after one half hour from the time appointed for the commencement of the General Meeting a quorum of members is not present, the meeting shall stand adjourned to such time and place as may be determined by the Board of Directors.

2.6 Proxy

There shall be no voting by proxy at any meeting of the Association, the Board of Directors or any Committee.

2.7 Order of Business

The following items shall be dealt with and shall be deemed to be ordinary business:

2.7.1 Minutes of preceding Annual General or Special General Meeting

- 1.** Consideration of reports of the Directors
- 2.** Consideration of financial statements and report of the auditor
- 3.** Appointment of Auditors
- 4.** Election of Directors for the ensuing year(s)

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2.8 Agenda Items

Any member wishing to present a Notice of Motion for Memorandum of Association for By- Law changes shall give notice in accordance with By Law #8. Any member who wants an item placed on the official agenda of the Annual General Meeting shall give notice in writing of such intention outlining the nature of the item to the Board of Directors at least thirty days prior to the Annual General Meeting.

3 DIRECTORS

3.1 Board of Directors

The governance of the Association shall be vested in the Board of Directors, who shall consist of: Past President, President, President Elect, Vice President Finance, Vice President of Monitoring, Recording Officer, one Director at Large student representative, four Directors at Large, Executive Director (ex-officio-non voting). A representative appointed from the Department of Health Promotion and Protection, Physical Activity Sport and Recreation Area, and the Atlantic Regional Representative of the Canadian Parks and Recreation Association will be invited guests to board meetings, acting as liaisons for their respective organizations.

3.2 Terms of Office

Terms of office for Past President, President, President Elect, and Recording Officer are for a one (1) year term. Vice President Finance and Vice President of Monitoring are for a two year term. Two of the Directors at Large shall serve for two (2) years and two Directors at Large will serve for one year. The Director at Large student representative position is a one year position eligible for re-election one additional year.

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3.3 Elections and Nominations

- 3.3.1** Only members of Recreation Nova Scotia in good standing are eligible for election to office.
- 3.3.2** The Nominations Committee will address gender, geographical and diversity representation as an important criteria when recruiting and recommending nominees for Director and Officer positions.
- 3.3.3** In the event of more than one candidate nominated for one position, there shall be a separate ballot for each Director to be elected. In the case of two or more Directors to be elected:
- 1.** The first ballot shall have all of the nominees' names offering for the Director-at-Large position. The candidate receiving the greatest number of votes for that position shall be declared elected to that position.
 - 2.** The second ballot shall have all of the nominees' name offering for the Director-at-Large less the name of the winner of the first ballot. The candidate receiving the greatest number of votes for that position shall be declared elected to that position.
 - 3.** This procedure shall continue until all Director offices have been filled.
- 3.3.4** There will be no election for President, except in instances where the President-Elect for valid reasons, is unable to accept the Presidency.
- 3.3.5** In the instance of 2 or more candidates running for (1) position in the election, the procedure would require 1 ballot. The person with the most votes wins the election.
- 3.3.6** In the case of a tie between the top two vote getters on the first ballot, the procedure shall be repeated only once. If the vote remains a tie, the Chair shall have the deciding vote according to his or her own judgment of the issue.

- 3.4** President Elect, Vice President-Finance, Vice President of Monitoring, Recording Officer, the Student Director at Large and the two (1) year Director at Large positions shall be elected to the office at each Annual General Meeting. The two (2) year Director at Large position shall be elected in alternate years.

3.5 Casual Vacancy

Any casual vacancy on the Board of Directors shall be filled at the direction of the Board by a majority vote. This person must meet normal requirements of the position. The person so appointed shall hold office until the election at the next

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Annual General Meeting of the Association. In the case of someone leaving in the first year of a two-year term, there will be an election to fill that position for the remaining year and then the position would revert back to its normal two year term.

3.6 Meetings

Meetings of the Board of Directors shall be held as often as governance of RNS may require or upon the request, in writing, of any five (5) members of the Board

- 3.6.2** The Board is responsible for drafting its agenda on an annual basis. It is the President's role to ensure that the Board follows the governance process policies. The President shall give notice of Meetings of the Board of Directors to each Director at least ten (10) days prior to the date of the meeting. A meeting of the Board of Directors may be held at the close of each Annual General Meeting of RNS without notice being given.
- 3.6.3** Order of Business - the agenda for the Board of Directors meetings shall be arranged by the President and distributed to the Board members at least 10 days prior to the meeting.
- 3.6.4** A majority of the Directors shall constitute a quorum at any meeting of the Board of Directors.
- 3.6.5** All members of the Board of Directors shall be entitled to one vote, excluding ex-officio members.

3.7 Duties

The Board of Directors shall manage the affairs of Recreation Nova Scotia until such a time as their successors are elected. They may exercise all such powers as do all such acts and things as may be exercised or done by RNS except as prohibited by law or by these By Laws. Without restricting the generality of the foregoing, the Board of Directors may:

- 3.7.1** Enter into any contract on behalf of Recreation Nova Scotia
- 3.7.2** The Board of Recreation Nova Scotia will employ an Executive Director upon the recommendation of a special committee. This committee should be comprised of the President, President Elect, Vice President of Monitoring, Vice President Finance, and no less than two members of Recreation Nova Scotia. Duties of the Executive Director will be outlined in the prepared job description.

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3.7.3 Invest, reinvest and deal with any money of RNS not immediately required for the purposes of RNS upon such security and in such manner as the Board of Director may think fit.

3.7.3.1 Exercise of Borrowing Powers

The borrowing powers of the Society may be exercised by motion of the Board of Directors as per the mandate of the Board as granted by the membership of Recreation Nova Scotia.

3.7.4. Appoint such standing and special committees, as the Board of Directors deem necessary to carry on its work and determine the composition and power of such committees and the term of appointment of members and such committee.

3.7.5 Board shall have responsibility for ratification and implementation of board policies for the Association.

3.7.6 A Director not fulfilling their duties as set down by the terms of reference without just cause shall have their office terminated at the discretion of the Board.

3.8 Reimbursements

Directors shall not receive any compensation for their services as Board members except for reimbursement for expenses incurred while performing Board duties. Allowable expenses will be in accordance with RNS policies.

4 FISCAL YEAR

The fiscal year of RNS shall be the period from the 1st day of July in any year to the 31st day of June of the next year.

5 STANDING COMMITTEES

The following shall be committees of the Association. The mandates are identified and operational procedures shall be found in the policies and procedures manual.

5.1 Nomination Committee

5.1.1 Three members of the Association will serve as the nominating committee with the chairperson being the Past President. The purpose of the committee will be to insure the continuity and development of the Board operation through active recruitment of nominations for vacant offices.

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- 5.1.2** Members may submit nominations for officers and directors to the nominating committee up to 30 days before the annual general meeting.
- 5.1.3** The Committee shall mail out a list of all nominations received, who have passed the nominations screening process, 14 days prior to the AGM.
- 5.1.4** The Committee shall post the list at the beginning of the annual conference/AGM.
- 5.1.5** Nominations will be accepted from the floor of the AGM with the appropriate mover and seconder. Nominations accepted from the floor will be subject to the Association's nominations screening policy.
- 5.1.6** Current or previous Association Board members offering for another term in office will again be subject to the Association's nomination screening process.

5.2 Resolution Committee

- 5.2.1** The Resolution Committee shall carry out a process of debate to identify issues which may result in change within the organization or within the delivery system for recreation in the province. The President Elect shall chair the committee which is to be made up of the Past President and at least one other member in good standing to be appointed by the Chair.

5.3 Monitoring Committee

- 5.3.1** The Monitoring Committee shall oversee the Board Self Appraisal Process, review the Executive Director Monitoring Schedule , coordinate the review of Board policies, and bring forth reports and recommendations to the Board. A minimum of three members of the Board will serve as the Monitoring Committee with the chairperson being the VP of Monitoring and the VP Finance and President Elect being members of the committee.

5.4 Membership Engagement Committee

- 5.4.1** The Membership Engagement Committee shall develop and annual membership engagement plan and coordinate the activities of the plan. At a minimum, four members of the Association will serve as the Membership Engagement Committee. A minimum of two RNS non-Board members are to serve on this committee. The Chairperson shall be a member of the Board of Directors and the Executive Director shall be ex officio.

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5.5 Performance Appraisal Committee

5.5.1 To be an effective and efficient organization, the Board needs to conduct a review of the Executive Director's performance on an annual basis. This assessment is designed to evaluate the performance of the Executive Director, but it will also help measure Board progress. The process enables the Board to discuss the Executive Directors' past performance and future goals. As such, it is a learning process that allows the Board to receive feedback for improving the operations of Recreation Nova Scotia.

6 COMMITTEES

6.1 The Board of Directors may form a Board Committee to address governance policy issues if deemed necessary.

6.2 All other committees, working groups and ad hoc committees that address the operations of RNS shall report to the Executive Director of RNS.

7 PARLIAMENTARY AUTHORITY

7.1 The most recent edition of Herb Perry's Call to Order will be followed for all meetings of the Board of Directors.

8 AMENDMENTS MEMORANDUM OF THE ASSOCIATION AND BY LAWS

8.1 Amendments to the Memorandum of Association and By Laws, additions thereto, or deletions there from, may only be voted upon at an Annual or Special General Meeting of the Association. Upon Notice of Motion being presented in writing to the Board of Directors at least two months prior to the meeting aforementioned, and shall require a three quarters (3/4) majority of the voting members in attendance at such a meeting.

8.2 The Board shall forward to each member Notice of Motion of any proposed amendments at least thirty (30) days prior to the Annual or Special General Meeting.

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9 AUDIT OF ACCOUNTS, SEAL, AND CUSTODY OF RECORDS

- 9.1** The auditor of the Society shall be appointed annually by the members of the Society at the ordinary of annual general meeting and, on failure to of the members to appoint an auditor, Board of Directors may do so.
- 9.2** The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, s/he shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be presented at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual general meeting as required by law.
- 9.3** The seal of the Society shall be in the custody of the Executive Director or Board designate and may be affixed to any document upon resolution of the Board of Directors.
- 9.4** Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Recording Officer. Archived books and records may be held and managed by the Association's office.
- 9.5** The books and records of the Society may be inspected by any member at any reasonable time up to one week prior to any Office shut down that may be caused by the annual general meeting of the Society, at the registered office of the Society.