

BY-LAWS
South Conference
Female Hockey
Federation

(SCFHF)

Article I - NAME

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - a. "Society" means The South Conference Female Hockey Federation (Society Name)
 - 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 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.

Article II - MEMBERSHIP

1. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
2. For the purposes of registration, the number of members of the Society is unlimited.
3. Every member of the Society shall be entitled to be represented at any meeting of the Society by its nominated representative or in the event that its representative cannot attend by another person nominated by the Member and to vote at any meeting of the Society. There shall be no proxy voting.
4. Membership in the Society shall not be transferable.
5. The following shall be admitted to membership in the Society:
Any Minor Hockey Association registered with Hockey Nova Scotia and resident within Hockey Nova Scotia's South Conference having Female players wishing to play Female hockey amongst its membership

6. Any Minor Hockey Association as described in (5.) may nominate a person to represent its interests in the Federation and the entry in the Register of Members by the Secretary of the name and address of any such organization shall constitute an admission to membership in the Society.
7. Membership in the Society shall cease if, by notice in writing to the Society, an Association resigns its membership, or it ceases to qualify for membership in accordance with these by-laws.

Article III - FISCAL YEAR

1. The fiscal year of the Society shall be the period from 01 August to 31 July.
2. (a) The annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
(b) An extraordinary general meeting of the Society may be called by the President or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Society.
3. Seven days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing by sending it through the post in a prepaid letter addressed to each member at his last known address and by fax or Email if available. Any notice shall be deemed to have been given by facsimile or Email 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 office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
4. At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - Minutes of preceding general meeting;
 - Consideration of the annual report of the directors;
 - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - Assessment of League Fees for the ensuing year
 - Election of directors for the ensuing year;
 - Election of officers;
 - Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

5. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of 66% of the members.

6. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
 - a. The President of the Society shall preside as Chair at every general meeting of the Society;
 - b. If there is no President or if at any meeting (s)he is not present at the time of holding the same, the Vice-President shall preside as Chair;
 - c. If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chair.

8. Each nominated representative of a member Association, including the President, Vice President, Secretary and Treasurer of the Society, if the nominated representative of a Member Association, shall have one vote.

9. The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

10. At any meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

11. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the President may prescribe. A majority of 66% of the membership shall be required for result of such poll to be deemed to be the resolution of the Society in general meeting.

Article IV - VOTES OF MEMBERS

1. Every member Association, shall have one vote and no more.
2. In the case of a tie on any vote the President will cast the tie breaking vote

Article V - DIRECTORS

1. Unless otherwise determined by general meeting, the number of directors shall not be less than three. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
2. Each Member of the Society shall be eligible to nominate a director to the Board of Directors of the Society.
3. Directors shall be nominated to the Board by Members at each ordinary or annual general meeting of the Society or in the case of resignation or other inability of a nominated Director to perform, at other time during the year.
4. The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society.
5. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
6. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
7. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.
8. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
9. No business shall be transacted at any meeting of the Board of Directors unless at least 66% in number of the directors are present at the commencement of such business.

10. The President or, in his absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
11. The President shall be entitled to vote as a director and, in the case of equality of votes, shall have a casting vote in addition to the vote to which he is entitled as a director.

Article VI - POWERS OF DIRECTORS

1. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

Article VII - OFFICERS

1. The officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary. The officers of treasurer and secretary may be combined. The President and Vice-President shall be members of the Society. The members may, at their discretion nominate and elect non-members to the positions of Secretary and Treasurer, however non-member officers shall have no voting rights.
2. The members shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time.
3. The members may also elect from their number a Vice-President. The Vice-President shall, at the request of the members and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period of the President may request him to do so.

4. a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the members. The members shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer.

(b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

Article VIII - AUDIT OF ACCOUNTS

1. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
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, he shall state whether, in his 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 read 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 meeting in each year as required by law.
3. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

Article IX - MISCELLANEOUS

1. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.
2. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
3. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
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 Secretary.

5. The 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.
6. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
7. The borrowing powers of the Society may be exercised by special resolution of the members.

Article X - OPERATION of LEAGUE

1. Play by Members' teams within the Hockey Leagues governed by the Society shall be subject to the rules of Hockey Canada, Hockey Nova Scotia, Hockey Nova Scotia Female Council and any supplementary League Regulations as may be agreed by the Members from time to time and which shall be made public.