

B. **BY-LAWS of the NOVA SCOTIA DEBATING SOCIETY**

Article 1: Definition and Interpretation of Terms

1. In these By-Laws, at any particular point in time,

“**By-Laws**” refers to the by-laws of the Society then in force;

“**Director**” means any duly elected or appointed member of the Executive Committee;

“**Executive Committee**” refers to the incumbent board of directors of the Society;

“**Fiscal Year**” means the fiscal year of the Society then prescribed by the Executive Committee;

“**General Meeting**” refers to a meeting of the General Membership of the Society and includes the Annual General Meeting and such Special General Meetings of the Society as the Executive Committee may call;

“**Member**” means a member of the Society then in good standing;

“**Memorandum of Association**” refers to the memorandum of association of the Society as it may have been modified in accordance with the *Societies Act*;

“**Province**” is the Province of Nova Scotia in the Dominion of Canada;

“**Registered Office**” means the society office then prescribed by the Executive Committee;

“**Registrar**” is the Registrar of Joint Stock Companies for the Province and includes the Deputy Registrar or other agent authorized under the Companies Act;”

“**Seal**” means the seal of the Society then prescribed by the Executive Committee;

“*Societies Act*” is Chapter 435 of the *Revised Statutes of Nova Scotia (1989)* as it may have been amended;

“**Society**” refers to the Nova Scotia Debating Society;

“**Society Year**” means the period from the commencement of one Annual General Meeting of the Society until the commencement of the next such meeting.

2. Except where the context of these By-Laws otherwise requires, the masculine gender includes the feminine and the singular includes the plural.

Article 2: Constitution, Purposes and Policies

1. The Constitution of the Society shall consist of the Memorandum of Association and the By-Laws and any Regulations made pursuant thereto.

2. The purposes of the Society shall be those objects specified in Paragraph 2 of the Memorandum of Association.
3. The Society shall emphasize learning rather than competition in debating and allied activities, though it shall also encourage excellence in these arts.
4. In selecting students to represent Nova Scotia at National Student Debating Seminars and other inter-provincial events except Team Canada Try-Outs, the Society shall attempt to ensure that the delegations reflect as wide regional representation as is possible, that as many different students as feasible participate in such events, and that no two English students on any one delegation come from the same school.
5. The Society shall strive, wherever and whenever possible, to involve youth in the organization and operation of Society programmes and to secure participation in Society activities by the community at large.

Article 3: Powers and Programmes

1. The Society has the powers vested in it by virtue of incorporation under the *Societies Act* but may exercise the borrowing powers thereby conferred on it only after being expressly authorized to do so by a Special Resolution of the Society.
2. The Society shall endeavour to implement the programmes adopted for the Society year at the Annual General Meeting.
3. The Society may participate in the activities organized by the Canadian Student Debating Federation and its successors from time to time.

Article 4: Membership Provisions

1. The types of membership in the Society shall be Institutional, Ordinary Individual, and Honorary Individual. Annual membership fees shall be those prescribed for each class of membership from time to time by the Executive Committee.
2. Any educational institution within Nova Scotia is eligible for Institutional Membership in the Society and any resident of the Province, or other person approved by the Executive Committee, is eligible for Individual Membership in the Society.
3. During each Society year, by advertising, mail, e-mail or otherwise, the Society should invite all secondary schools in Nova Scotia known to it, to affiliate and to participate in Society activities. This shall not include adult high schools or community colleges.
4. To apply for admission to the Society, an eligible educational institution or person shall submit a written application for membership and the applicable membership fee to the registered office of the Society.
5. An eligible educational institution or person shall be admitted to membership in the Society for a Society year upon receipt of its application and fees, but Honorary Individual Membership is acquired only through appointment by the Executive Committee.

6. Institutional Membership in the Society entitles an educational institution to receive copies of the Society newsletter for its debaters; to receive notice of all general meetings and events of the Society; to receive minutes of the general meetings; and to attend, take part in and cast ten ballots in each vote at general meetings and events of the Society.

7. Individual Membership in the Society entitles:

- (a) an Ordinary Individual Member to receive the Society newsletter and notice of general meetings and events of the Society and to attend, take part in and cast one ballot in each vote at general meetings of the Society; and
- (b) an Honorary Individual Member to receive the Society newsletter and to attend, participate in and cast one ballot in each vote at general meetings and events of the Society.

8. Members are responsible for payment of the annual fees of the Society and for abiding by the Constitution of the Society and shall remain in good standing as long as they discharge these duties, but membership is not transferable. A member may withdraw from the Society at any time by sending a letter of resignation to the registered office of the Society.

9. Any disciplinary action, including suspension, expulsion and fining of members, shall be dealt with at a Special General Meeting of the Society of which an impugned member is given proper notice and at which the member is given a reasonable opportunity to explain and defend its or his conduct.

Article 5: General Meetings

1. Except for the Annual General Meeting, which must be held at least once in each calendar and school year, the Executive Committee may hold such general meetings as it deems desirable at such places within the Province as it deems expedient, as long as it abides by the Constitution of the Society.

2. The Executive Committee shall call a Special General Meeting of the Society within one month of being requested to do so by one-fifth or more of the Institutional Members of the Society.

3. To call a valid general meeting, the Secretary shall have written notice of the meeting mailed to each Society member at least fourteen clear days before the time set for the meeting, provided that if there is an accidental omission to send a notice to some member or if some member does not receive a notice that has been mailed to it or him, this fact will not invalidate the meeting involved.

4. Notice of a meeting shall indicate the day, date, time and place of the meeting and the nature of any important business to be transacted thereat and shall be dated and signed by the sender. Formal notice of a meeting may be dispensed with if all members are present at the meeting or waive notice thereof in writing.

5. The quorum required for a general meeting to be officially constituted is twenty per cent of the members of the Society, whether present physically or by proxy, but if two members are present and a quorum is either not mustered or not maintained, two members shall constitute a quorum for the purpose of adjourning the meeting to a later time or date.

6. A member unable to attend a general meeting of the Society may by written proxy appoint any person to represent it and to exercise its rights at that meeting. To be valid, proxies must stipulate at which meeting or adjournment thereof they are to be exercised; they may also restrict the representative to voting in favour of or against a particular proposal. To exercise such a proxy, an appointee need only present the written proxy at the meeting or adjournment to which it applies.

7. The Provincial Co-ordinator or, in his absence, a temporary chairman appointed by the meeting, shall preside at each general meeting. The chairman is entitled to cast one vote and, in the event of a tie, a second vote to break the deadlock.

8. The procedure by which an Institutional Member is entitled to vote at general meetings is for a teacher from the Institution representing its staff to cast five ballots and a student from the institution representing its debaters to cast the other five ballots.

9. At general meetings, voting shall be done by voice or a show of hands or, if demanded by any member, by secret ballot. Except for special resolutions, only a simple majority of votes shall be required to carry any motions.

Article 6: Administrative Organization

1. A board of directors called the Executive Committee shall manage the business and property of the Society; this board may exercise all the powers of the Society not required to be exercised by its members at a general meeting.

2. Between meetings of the Executive Committee, the Provincial Co-ordinator shall conduct the business of the Society consulting with the other directors by mail, telephone or in person and polling them on matters of policy interpretation where necessary.

3. The Executive Committee may by resolution appoint, engage, empower, remunerate and remove such agents, officers, employees, trustees, committees, task forces, advisory boards, regional representatives, patrons, governors and other such officials as it deems necessary or expedient for the periods for which they are required or desired. Such appointees shall have the powers, perform the duties and receive the remuneration prescribed for their positions from time to time by the Executive Committee and shall be responsible to the Executive Committee.

Article 7: Society Directors

1. Any Individual Member of the Society or the nominee of an Institutional Member is eligible for election to the Executive Committee and there is no limitation on the number of times a director may be re-elected to the Committee.

2. At the Annual General Meeting, the members shall elect the Executive Committee for the Society Year as follows:

- a Provincial Co-ordinator and up to eight other directors for the following positions:
 - (a) a French-Bilingual Debating representative;
 - (b) a Cape Breton Regional representative;
 - (c) a Metro (Halifax-Dartmouth) Regional representative;
 - (d) a Rural Mainland Regional representative;
 - (e) a Junior High Student representative;
 - (f) a Senior High Student representative;
 - (g) a University and/or Alumni representative; and
 - (h) a Director at large.

If there is no candidate for one or more of these positions at the time of an Annual General Meeting, the other directors elected at the Annual General Meeting may appoint a person or persons to fill the vacancy or vacancies. If a vacancy arises in the Executive Committee through the operation of the following section or otherwise, the remaining directors may appoint a replacement from among the persons eligible for election to it.

3. A member of the Executive Committee shall hold office for the Society Year or until succeeded in office, whichever shall last occur, or until he dies or:

- (a) he is adjudged by a court of law to be a lunatic or to be of unsound mind;
- (b) he becomes bankrupt or suspends payments to or compounds with his creditors;
- (c) he resigns by sending his letter of resignation to the registered office; or
- (d) he is removed from office by a resolution passed by a two-thirds majority at a general meeting called for the purpose of removing him, of which meeting he is given proper notice and at which he is given a reasonable opportunity to explain and defend his conduct.

4. Directors are responsible for discharging any reasonable duties prescribed in regulations by the Executive Committee. No director may receive any remuneration for services rendered to the Society but directors may be reimbursed for reasonable expenses incurred during the discharge of their Society duties.

Article 8: Executive Committee Meetings

1. The Executive Committee may meet at such times and places as it deems expedient, and by telephone.

2. To validly call an Executive Committee Meeting, the Secretary shall notify every director of the day, date, time and place of the meeting and any important business to be transacted thereat at least seven clear days before the time set for the meeting, provided that if there is an accidental omission to send a notice to some director or if some director does not receive a notice sent to him, this fact will not invalidate the ensuing meeting. Formal notice of a meeting may be dispensed with if all directors are present or waive notice thereof in writing. Notwithstanding the foregoing, a meeting of directors elected at an Annual General Meeting may be held without notice later during the day on which they were elected.

3. A simple majority of the members of the Executive Committee shall constitute a quorum, but if two directors are present and a quorum is either not mustered or not maintained, two directors shall constitute a quorum for the purpose of adjourning the meeting to a later time or date.

4. The Provincial Co-ordinator or, in his absence, a temporary chairman appointed by the meeting, shall preside at each meeting of the Executive Committee.

5. In Executive Committee meetings, all directors shall have one vote and the chairman shall also have a casting vote, to be exercised only to break a deadlock. Voting shall be by voice or a show of hands or, if demanded by a director, by secret ballot. A simple majority of votes shall be sufficient to carry any motion at such meetings.

Article 9: Institutional Matters

1. The registered office of the Society shall be located at the address which is from time to time prescribed by the Executive Committee, which shall cause notice of any change in this address to be filed with the Registrar within fourteen days of the change.
2. The common seal of the Society shall be in such form as is from time to time prescribed by the Executive Committee, shall be kept at the registered office, and may be used only as authorized by the Executive Committee.
3. Contracts and other documents need not be sealed and may be executed on behalf of the Society by any director authorized to do so by the Executive Committee.
4. The Secretary shall prepare minutes of the meetings of the Society and its directors and keep all the books, clippings and other records of the Society except for its accounts, which shall be kept and maintained by the Treasurer.
5. The Secretary shall make the records of the Society available for inspection by any member of the Society at the registered office at a reasonable time of day provided that the member has given the Secretary at least three days' written notice of his desire to inspect the records.
6. The Executive Committee shall cause:
 - (a) a proper register of members to be kept in accordance with Section 18 of the *Societies Act*;
 - (b) properly authenticated annual statements to be filed with the Registrar within fourteen days of each annual general meeting as required by Section 19 of the *Societies Act*;
 - (c) properly authenticated lists of directors and changes in such lists to be filed with the Registrar as required by Section 20 of the *Societies Act*; and
 - (d) a duly authenticated copy of every special resolution to be filed with the Registrar within fourteen days of its passage as required by Section 21 of the *Societies Act*.
7. The Executive Committee may from time to time prescribe regulations not inconsistent with the Memorandum of Association or By-Laws, to govern the administration of the Society.
8. The Executive Committee may from time to time adopt or alter a crest, logo, motif, motto, slogan, uniform or other such insignia, or several of them, for the Society.

Article 10: Financial Arrangements

1. Sources of funds for the Society may include affiliation fees, donations from interested individuals and groups, contributions from corporations, and grants from governmental organizations.
2. The Treasurer shall prepare and propose at each Annual General Meeting of the Society a budget for the Society year and the meeting shall adopt the budget as proposed or amended.

3. The Treasurer or Provincial Co-ordinator shall execute negotiable instruments on behalf of the Society and the Treasurer shall report to each Society meeting all expenditures which have been made from Society funds since the last such meeting.
4. The Executive Committee may from time to time prescribe or alter the Society fiscal year, banker and other financial arrangements.
5. The Provincial Co-ordinator and another director other than the Treasurer shall perform an annual audit of the Society accounts before the Annual General Meeting; the audited financial statement of the Society shall be distributed to all members present at the Annual General Meeting to be considered by the meeting; and within fourteen days of the meeting, the audited annual statement shall be filed with the Registrar.
6. The Society shall be carried on without purpose of gain for its members and any profit or other accretions to the Society shall be used in promoting its objects.
7. In the event of dissolution or winding-up of the Society, all its remaining assets, after payment of its liabilities, shall be distributed to one or more recognized charitable organizations in Canada.

Article 11: Adoption and Amendment of By-Laws

1. Society by-laws may be made, altered or rescinded only by Special Resolution passed by an officially constituted Society meeting.
2. In order for a Special Resolution of the Society to be valid:
 - (a) it must be passed by at least three-quarters of the Society members eligible to vote at the General Meeting at which the resolution is considered;
 - (b) notice of the said meeting must specify that the resolution is to be proposed as a Special Resolution at that meeting;
 - (c) within fourteen days of being passed, the Special Resolution must be filed with the Registrar; and
 - (d) the Special Resolution must be approved by the Registrar.