

CLIMB NOVA SCOTIA ASSOCIATION

BY-LAWS

Introduction

The purpose of this By-Law is to replace all existing By-Laws of Climb Nova Scotia Association and all existing By-Laws are hereby repealed. This provision shall not apply to the Memorandum of Association.

Article 1 - PURPOSE OF THE CORPORATION

1.01 The objects of Climb Nova Scotia Association (hereafter “Climb Nova Scotia”) are as set out in the Memorandum of Association.

Article 2 - CORPORATE SEAL

2.01 The seal, an impression of which is stamped in the margin hereof, shall be the seal of the corporation.

Article 3 - CONDITIONS OF MEMBERSHIP

3.01 Membership in the Climb Nova Scotia Association shall be open to those persons who have attained the age of sixteen (16) years and are interested in furthering the objects of Climb Nova Scotia and shall consist of anyone whose application for admission as a member has received the approval of the Board of Directors of Climb Nova Scotia or the membership at a General Meeting.

3.02 Such other persons may be admitted to membership as associate members as the Board of Directors may approve either specifically or by class. Such members shall have all of the same privileges as a regular member except no associate member shall be entitled to vote at any meeting of Climb Nova Scotia

or hold office as Director or otherwise. Associate members may address a meeting of Climb Nova Scotia in the discretion of the Chairperson.

3.03 Each Member shall pay an annual membership fee as set out in Schedule "A" to this By-Law upon becoming a member and thereafter each member shall pay the annual membership fee each year on or before 31st day of March for membership for a one year period commencing April 1 of each year. The membership fees set out in Schedule "A" shall be approved or varied annually at the Annual General Meeting of Climb Nova Scotia.

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3.04 Any Member may withdraw from Climb Nova Scotia by delivering a written resignation to the offices of Climb Nova Scotia.

3.05 Any Member may be required to resign as a Member of Climb Nova Scotia by a vote of two-thirds (2/3) of the Members present and entitled to vote at a General Meeting provided that notice of the resolution requiring the Member to resign is delivered to the Member with Notice of the General Meeting and the Member has an opportunity to be heard on the motion at the General Meeting.

3.06 The Secretary of Climb Nova Scotia shall maintain a Membership Registry in which shall be recorded the names, addresses, current status of membership fees, and the date of approval of membership by the Board of Directors and any changes thereto that may come to the attention of Climb Nova Scotia from time to time.

Article 4 - HEAD OFFICE

4.01 Until changed in accordance with the Societies Act, the Head Office of Climb Nova Scotia shall be located at: Sport Nova Scotia, 5516 Spring Garden Road, Halifax, Nova Scotia.

Article 5 - MEETINGS OF MEMBERS

5.01 The Annual General Meeting of Climb Nova Scotia shall take place at such time and place as designated by the Board of Directors provided that the Annual General Meeting take place within sixty (60) days after the end of the Fiscal Year.

5.02 Other General or Special Meetings shall take place at such locations and times as the Board of Directors or the Chairperson, as the case may be, may direct in accordance with this By-Law.

5.03 The following shall be the agenda for the Annual General Meeting:

- Minutes of Last Meeting
- President's Report
- Report of the Policy and Procedures Committee
- Auditor's Report
- Election of Directors
- Election of Chairperson
- Appointment of Auditor
- Review of Membership Fees
- Review of Directors Expenses
- Special Resolutions (provided adequate notice given).

5.04 The Members may consider and transact any special or general business at any meeting of the Members provided that proper notice of the business to be transacted at the

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meeting is given to members in accordance with section 5.06. The Board of Directors or the Chairperson or the Vice-Chairperson shall have the power to call, at any time, a General Meeting of the Members of Climb Nova Scotia. The Board of Directors shall call a Special General meeting of Members on written requisition of Members carrying ten per cent (10%) of the voting rights specifying the nature of the business to be transacted at the meeting.

5.05 At any General Meeting of Climb Nova Scotia twelve (12) Members in good standing present in person at a meeting shall constitute a quorum.

5.06 Written notice of an Annual or Special General Meeting shall be given to

each member at the address recorded for that Member in the Membership Registry at least ten (10) business days (Holidays and weekends excluded) before the meeting. Where the notice is mailed by pre-paid post, the notice shall be deemed to be received four (4) days after mailing. Notice of a Special Meeting shall contain sufficient information about the special business to be transacted at the meeting to allow the Member to know the nature of the business to be transacted and additional information should be provided as will permit a Member to form a reasoned judgment on the decision to be taken. Notice of each meeting shall inform the Member that he or she has a right to be represented at the meeting by Proxy and providing a form of Proxy to be used by the Member.

5.07 Each voting member shall have the right to one vote at a meeting of the Membership. Each Member shall be entitled to appoint a Proxyholder in writing to attend at the meeting and exercise the right to vote of the Member in the manner and to the extent authorized by Proxy. The Proxyholder shall be a Member of Climb Nova Scotia. No Proxyholder shall be entitled to exercise the right to vote under the Proxy until he or she has certified that the Proxy was not solicited directly or indirectly by that or any other Member.

5.08 No error or omission in giving notice of any annual or general meeting or any adjournment thereof to the members of Climb Nova Scotia shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer of Climb Nova Scotia, his or her address shall be his or her last address recorded in the Membership Registry of Climb Nova Scotia.

5.09 Minutes of all General and Special Meetings shall be recorded and available to all Members of Climb Nova Scotia and approved at the next general meeting of Climb Nova Scotia.

5.10 Unless otherwise agreed by two-thirds of the Members present at the meeting, Robert's Rules of Order shall apply to the proceedings at a General or Special Meeting of the Members except as otherwise provided for in this By-Law.

5.11 The Chairperson of the Board of Directors shall chair the meeting and shall have no vote except to either defeat or pass a resolution where his or her vote would be the deciding vote.

5.12 At all meetings of Climb Nova Scotia every question shall be determined by a majority of votes unless otherwise specifically provided for by statute or by this By-Law.

Article 6 - BOARD OF DIRECTORS

6.01 The affairs of Climb Nova Scotia shall be managed by the Board of Directors of Climb Nova Scotia.

6.02 The Board of Directors shall be comprised of not less than five (5) and not more than fifteen (15) Directors. Directors shall be Members elected by the Membership at the Annual General Meeting or others appointed as Ex-Officio Directors by the Board of Directors in accordance with this By-Law.

6.03 At the first Annual General Meeting following the adoption of this By-Law, the Membership shall first determine the number of Directors to be elected, then open the floor to nominations and conduct a vote for Directors. Directors shall hold office until the second Annual General Meeting following their election.

6.04 At each subsequent Annual General Meeting the Membership shall elect Directors to fill any vacancies or to add Directors as the case may be and any Director so elected shall hold office until the second Annual General Meeting following their election.

6.05 Any Member shall be eligible to hold the office of Director provided that he or she is an individual 19 years of age or older with power under law to contract. This Article 6.05 shall not apply to Ex Officio Directors.

6.06 The office of Director, except for Ex Officio Directors, shall be automatically be vacated: (a) if a Director shall resign his office by delivering a written notice of

resignation to the secretary of Climb Nova Scotia;

(b) if a Director is not in attendance at fifty per cent (50%) or more of the meetings of the Board of Directors in any fiscal year of Climb Nova Scotia, provided that the removal of such Director is carried out in accordance with this Article 6.07(e) and that the Director fails to offer a reasonable excuse for missing each meeting;

(c) if he or she is found by a Court of competent jurisdiction to be of unsound mind;

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(d) if he or she becomes bankrupt or enters into a proposal for the benefit of his or her creditors;

(e) if at a Special or Annual General Meeting of Members a resolution is passed by two-thirds (2/3) of the members present at the meeting that he or she be removed, provided that notice of the resolution calling for his or her removal be delivered to the Director with the Notice of Meeting; or

(f) upon the death of a Director;

provided that if any vacancy shall occur for any reason set out in this Article 6.07, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of Climb Nova Scotia for the remainder of the departing Director's term or until the next Annual General Meeting which ever is earlier.

6.07 The Directors, including Ex Officio Directors, shall be entitled to a stipend and expenses as set out in Schedule "B" hereto, provided that from time to time on the recommendation of the Board of Directors, the Members may change Schedule "B" at an Annual General Meeting.

6.08 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor

elected or appointed or for sixty (60) days, whichever is earlier.

***Article 7 - EX OFFICIO
DIRECTORS***

7.01 The Members may by majority vote at any general meeting or the Board of Directors itself may appoint Ex Officio Directors who are not members of Climb Nova Scotia for a term of two (2) years.

7.02 Ex Officio Directors shall have no voting rights at any meetings of the Board of Directors and shall not be considered in determining a quorum.

***Article 8 - MEETINGS OF
DIRECTORS***

8.01 Meetings of the Board of Directors may be held at such time and place as the Board of Directors determine provided that each Director who was not present at the meeting where the place, date and time of the meeting was set, receives written notice of the meeting at least seven business days (Holidays and Weekends excluded) in advance either by confirmed facsimile transmission or confirmed e-mail to a facsimile number or e-mail address provided by each Director to the Secretary for that purpose or by pre-paid post mailed which shall be deemed to be received four days from the date of posting. No error or omission in giving notice of any meeting of the Board of Directors or any adjournment thereof shall invalidate such meeting or make void any proceedings taken

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thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

8.02 The Board of Directors shall meet at least four (4) times per year. The first meeting shall take place immediately following the Annual General Meeting.

8.03 At any meeting of the Board of Directors each Director shall have one (1) vote except for Ex Officio Directors. Any Director who has a direct financial

interest in any matter before the Board shall disclose that interest and shall have no vote in respect of that matter. The Chairperson of any meeting of the Board of Directors shall have no vote except to either defeat or pass a resolution where his or her vote would be the deciding vote. At all meetings of the Board of Directors at least one third of the Directors present at the commencement of a meeting shall constitute a quorum.

8.04 If all Directors have consented either generally or in respect of a particular meeting, a Director may be deemed present at a meeting of the Board or Committee of the Board by telephone conference or such other electronic means as the Board determines will permit all parties participating in the meeting to hear each other.

8.05 A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors is as valid as if duly passed at a meeting of the Board.

8.06 Unless otherwise agreed by two-thirds of the Director's present at the meeting, Robert's Rules of Order shall apply to the proceedings at all meetings of the Board of Directors except where inconsistent with this By-Law.

8.07 All Board of Directors Meetings shall be open to members unless otherwise agreed by a majority of Directors present at a meeting and any member may be permitted to address the meeting at the discretion of the Chairperson or, where the Chairperson refuses, by vote of two-thirds (2/3) majority of Directors present.

8.08 Minutes of all Board of Directors meetings shall be recorded and available to all Directors and to all Members of Climb Nova Scotia after approval of the minutes by the Board except that any business which is transacted *in camera* may be excluded from the version of the Minutes provided to the Members provided that the basis therefor is recorded in its place. A copy of the Minutes, once approved, shall be maintained at the offices of Sport Nova Scotia so long as permitted by Sport Nova Scotia.

Article 9 - POWERS AND DUTIES OF DIRECTORS

9.01 The Board of Directors shall administer the affairs of Climb Nova Scotia in all things and make or cause to be made for Climb Nova Scotia, in its name, any kind of contract which Climb Nova Scotia may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other things as

Climb Nova Scotia is by its Memorandum of Association or otherwise authorized to exercise and do.

9.02 The Board of Directors shall have power to Authorize expenditures on behalf of Climb Nova Scotia from time to time and may delegate by resolution to an officer or officers of Climb Nova Scotia the right to hire and pay salaries to employees of Climb Nova Scotia and to make such other expenditures as the Board may determine. The Board of Directors shall have the power to enter into trust arrangements with a bank or trust company for the purpose of creating a trust fund in which the capital and interest may be used for the benefit of promoting the interest of Climb Nova Scotia on such terms as the Board of Directors may prescribe.

9.03 The Board of Directors shall take such steps as they may deem requisite to enable Climb Nova Scotia to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the interests and objects of Climb Nova Scotia.

9.04 The Bank for Climb Nova Scotia shall be chosen by the Board of Directors and the Board of Directors shall have the power to open such accounts as may be required for the deposit and investment of Climb Nova Scotia funds as received by Climb Nova Scotia from time to time and for that purpose the Secretary and such other officers as are required by the Bank shall be authorized to provide such documentation as are required by the Bank from time to time. Any two of the Chairperson of the Board of Directors, the Secretary, the Treasurer or such other person as the Board may designate either specifically or by reference to position shall be authorized to sign cheques on behalf of Climb Nova

Scotia and otherwise deal with banking matters.

9.05 The Board of Directors may approve costs and fees that members of the public or Members of Climb Nova Scotia shall pay for services and products provided by Climb Nova Scotia and any proceeds therefrom shall be applied by the Directors as they see fit for the purpose of furthering the interests of Climb Nova Scotia.

9.06 The Board of Directors may enter into arrangements with other organizations for the provision of funding and delivery of programs for the purpose of furthering the interests of Climb Nova Scotia.

Article 10 - COMMITTEES

10.01 There shall be established a Nomination Committee composed of such members as the Board of Directors shall appoint. The Nomination Committee shall be responsible for ensuring that sufficient numbers of suitable candidates for Directors and Officers shall be nominated at each Annual General Meeting. The Nomination Committee shall report to the Board of Directors and to the membership at the Annual General Meeting. The Nomination Committee shall also ensure that sufficient numbers of suitable candidates for standing and ad hoc committees are recommended to the Board of Directors as required.

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10.02 There shall be established a Policy and Procedures Committee composed of such members and other persons as the Board of Directors shall appoint. The Policy and Procedures Committee shall be charged with reviewing policy, procedures, risk management issues and insurance coverage and making recommendations to the Board of Directors as requested and to the Membership at the Annual General Meeting.

10.03 There shall be established a Finance Committee composed of the Treasurer of Climb Nova Scotia, who shall chair the Finance Committee, and such other members or other persons as the Board of Directors shall appoint.

The Finance Committee shall be responsible for the preparation of an annual budget for consideration and approval of the Board of Directors by February 1 of each year. The Finance Committee shall assist the Board of Directors in securing funding for Climb Nova Scotia and in establishing and carrying out such financial policies and procedures as required. The Finance Committee shall coordinate the annual audit.

10.04 There shall be established an Operations Committee to be chaired by such person as the Board of Directors may designate. The Operations Committee shall be responsible for carrying out clinics, events and other activities designated and approved by the Board of Directors and in accordance with the Rules, Regulations, Policies and Procedures approved from time to time by the Board of Directors.

10.05 The Board of Directors may appoint such other committees the duties and membership of which shall be at the discretion of the Board of Directors. All such committees shall report to the Board of Directors.

10.06 The Chairperson of the Board of Directors shall be an Ex Officio member of all Committees and shall have the right to vote unless otherwise directed by the Board of Directors.

Article 11 - OFFICERS

11.01 The officers of Climb Nova Scotia shall be the Chairperson, Secretary, Treasurer and any such other officers as may be determined by the Membership at an Annual General Meeting, collectively referred to as the Executive of Climb Nova Scotia. No two offices will be held by the same person and all officers shall be members of the Board of Directors.

11.02 Except for the Chairperson, who shall be elected by the Membership at the Annual General Meeting, the Officers of Climb Nova Scotia shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors to be held immediately following the Annual General Meeting which shall take place the same day as the Annual General Meeting and may be adjourned from

time to time, provided that the appointment of Officers takes place within two (2) weeks of the Annual General Meeting.

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11.03 The Officers of Climb Nova Scotia shall hold office until the next Annual General Meeting.

11.04 The Officers of Climb Nova Scotia, with the exception of the President, shall be subject to removal by the Board of Directors by resolution at any time provided that such officer is provided with notice of the resolution and provided an opportunity to be heard on the resolution.

Article 12 - DUTIES OF OFFICERS

12.01 The Chairperson shall be the chief executive officer of Climb Nova Scotia. He or she shall preside over all meetings of Climb Nova Scotia and of the Board of Directors and shall have the general and active management of the affairs of Climb Nova Scotia. He or she shall ensure that all orders and resolutions of the Board of Directors are carried into effect.

12.02 In the absence or disability of the Chairperson, the Board may appoint an Interim Chairperson to perform the duties and exercise the powers of the Chairperson and shall perform such duties as the shall from time to time be given to him or her by the Board of Directors.

12.03 The Treasurer shall have the custody of the funds and securities of Climb Nova Scotia and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of Climb Nova Scotia in the books belonging to Climb Nova Scotia in accordance with generally accepted accounting principles and shall deposit all monies, securities and valuable effect in the name and to the credit of Climb Nova Scotia in such chartered bank, trust company or Credit Union, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of Climb Nova Scotia as may be directed by proper authority

taking proper receipts and vouchers for such disbursements, and shall render to the Chairperson and the Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of Climb Nova Scotia. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

12.04 The Secretary shall attend all meetings of Climb Nova Scotia and act as Clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall keep current the Membership Registry of Climb Nova Scotia. The Secretary shall give or cause to be given notice of all meetings of the Members or Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or the Chairperson, who shall have supervision over the Secretary. The Secretary shall be custodian of the Seal of Climb Nova Scotia which he or she shall deliver only when authorized to do so by a resolution of the Board of Directors and then only to such person or persons named in the resolution.

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12.05 The Board of Directors may appoint a Program Manager. The Program Manager shall be a member who holds a current certification as a climbing instructor by Climb Nova Scotia or with equivalent qualifications as determined by the Board of Directors. The Program Manager shall ensure that clinics, events and other activities designated and approved by the Board of Directors are carried out in a safe and competent manner in accordance with the Rules, Regulations, Policies and Procedures approved from time to time by the Board of Directors. The Program Manager shall immediately report to the Board of Directors any deficiencies in the Rules, Regulations, Policies or Procedures governing the activities under his or her authority. The Program Manager shall ensure that all volunteers and professionals assisting in any activity is qualified for the function they are expected to perform. The Board of Directors may agree to remunerate the Program Manager on such terms as it deems advisable.

12.06 No instructional clinics shall be operated by Climb Nova Scotia unless the

program content and instructors are approved by the Board of Directors on the recommendation of a person who holds a current certification as a climbing instructor by Climb Nova Scotia or with equivalent qualifications as determined by the Board of Directors.

12.07 The duties of such other officers as may be appointed from time to time shall be as such as the terms of their engagement call for or as determined by the Board of Directors.

Article 13 - EXECUTION OF DOCUMENTS AND BORROWING POWERS

13.01 Contracts, documents or any instruments in writing requiring the signature of Climb Nova Scotia shall be signed by any of the Chairperson and any other Officer and all contracts, documents and instruments in writing so signed shall be binding upon Climb Nova Scotia without any further authorization or formality. The Directors shall have power from time to time by resolution appoint an Officer or Officers of Climb Nova Scotia on behalf of Climb Nova Scotia to sign specific contracts, documents and instruments in writing. The Directors may give Climb Nova Scotia's power of attorney to any registered dealer in securities for the purpose of the transferring and dealing with any stocks, bonds and other securities of Climb Nova Scotia. The Seal of Climb Nova Scotia shall when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

13.02 The borrowing powers of the society may be exercised by special resolution of the members.

Article 14 - AMENDMENT OF BY-LAWS

14.01 The By-Laws of Climb Nova Scotia may be repealed or amended by By-Law passed by Special Resolution of not less than three-fourths (3/4) of those Members eligible to vote at a meeting duly called for the purpose of considering the said By-Law,

provided that the repeal or amendment shall not be enforced or acted upon until such time as the Registrar of Joint Stock Companies or his or her successor has approved the said By-Law in accordance with the ***Societies Act***.

***Article 15 -
AUDITORS***

15.01 The Members shall at each Annual General Meeting of Climb Nova Scotia appoint an auditor to audit the accounts of Climb Nova Scotia for report to the Members at the next Annual General Meeting. The Auditor shall hold office until the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. The remuneration of the Auditor shall be fixed by the Board of Directors.

15.02 The Treasurer shall ensure that a copy of the balance sheet summarizing the assets and liabilities of Climb Nova Scotia and a statement of income and expenditures for the preceding year is filed with the Registry of Joint Stock Companies within fifteen (15) days following the Annual General Meeting.

***Article 16 - BOOKS AND
RECORDS***

16.01 The Directors shall ensure that all necessary books and records of Climb Nova Scotia required by this By-Law or any applicable statute or law are regularly and properly kept and shall be open for inspection by any Member at the registered office Climb Nova Scotia between the hours of 9:00 a.m. and 4:30 p.m. daily.

16.02 The fiscal year of Climb Nova Scotia shall be from April 1 to March 31.

***Article 17 -RULES AND
REGULATIONS***

17.01 The Board of Directors may prescribe such Rules, Regulations, Policies and Procedures not inconsistent with this By-Law relating to the management and operation of Climb Nova Scotia as the Board deems fit and expedient.

**Article 18 - DISPUTE
RESOLUTION**

18.01 Any disputes between Members of Climb Nova Scotia concerning the business of Climb Nova Scotia may be submitted for resolution to the Board of Directors which may deal with the dispute in such manner as it sees fit, including the establishment of a person or committee to investigate and or mediate the dispute and report the results to the Board with any recommendations the person or committees deems advisable.

**Article 19
-INTERPRETATION**

19.01 In this By-Law and in all other By-laws of Climb Nova Scotia hereafter passed, unless the context otherwise requires, words importing the singular number or a singular

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gender shall include the plural number or other gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

THIS BY-LAW is hereby enacted by a vote of at least three-fourths (3/4) of the Members present at a duly called meeting duly called and held this 15th day of January, 2000.

SECRETAR

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SCHEDULE "A"

MEMBERSHIP FEES

Full
Membership

1. Single \$12.00 per year 2.
Family \$15.00 per year

Associate
Membership

1. Single \$12.00 per year 2.
Family \$15.00 per year

Membership fees shall be due at the time of joining Climb Nova Scotia and thereafter annually on or before the 31st day of March each year. Where a member joins after the 1st day of October in any year, he or she will be required to pay only half of the annual fee for that year.

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SCHEDULE "B"

DIRECTOR'S EXPENSES

Director's are entitled to be reimbursed by Climb Nova Scotia for certain expenses associated with attendance at meetings of the Board of Directors and

its Committees. All requests for reimbursement must be submitted in writing specifying the date the expense was incurred, the purpose and the amount of the expense claimed.

The expenses will be reimbursed as follows:

Travel: Where a Director lives more than 100 km from the meeting place, mileage will be reimbursed at the rate of 15 cents per kilometer.

Meals and Accommodations: Where a Director lives more than 200 km from the meeting place, meals and accommodations will be reimbursed up to \$85.00.

Long Distance Charges: Where a Director participates at a meeting by telephone, long distance charges will be reimbursed provided that the Director's long distance carrier has charged the Director a per minute charge for the call.