

By-Laws of Nova Scotia Tennis Association

As passed by the membership

On June 18, 2020,

At Halifax, Nova Scotia

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Article 1: Definitions

1.0 Definitions

- (1) In these By-Laws, the words and phrases listed below shall have the following meaning unless there is something in the subject or context inconsistent therewith:
 - (a) "Act" means the Societies Act (Nova Scotia), as amended from time to time;
 - (b) "AGM" or "Annual General Meeting" means the Annual General Meeting of the Society;
 - (c) "Board" means the Board of Directors of NSTA;
 - (d) "Board Member" means a member of the Board of Directors;
 - (e) "Chair" means the chair of the Board of Directors;
 - (f) "Executive" means the executive officers of the Board of Directors;
 - (g) "Fiscal Year" means April 1 of one calendar year to March 31 of the next calendar year;
 - (h) "Fiscal Year End" means March 31, the last day of the Fiscal Year;
 - (i) "Individual Member" means any natural person that becomes a Member in accordance with these By-laws;
 - (j) "Member" means a member of the Society and includes Member Organizations and Individual Members;
 - (k) "Member Organization" means any tennis club or association, municipality, or other formally organized group of two or more individuals, having ownership or control of at least one tennis court and having as one of its objects the promotion and enjoyment of the game of tennis, that becomes a Member in accordance with these By-laws;
 - (l) "Policies" means the policies of the Society established by the Board from time to time and made available to Members;
 - (m) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - (n) "Senior Staff Person" means, for the purposes of these by-laws, the staff member of the Society responsible for the overall day-to-day operation of the organization, regardless of the actual title given to such individual by the Board from time to time;
 - (o) "SGM" or "Special General Meeting" means a special general meeting of the Society;
 - (p) "Society" means, collectively, the Members of NSTA;

- (q) “Special Resolution” means a resolution passed by not less than three-quarters of such Members entitled to vote as are present at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
- (r) “NSTA” means Nova Scotia Tennis Association; and
- (s) “Voting Delegate” means a person designated by a Member Organization to vote at a meeting of the Society.

Article 2: Rules of Order

2.0 Rules of Order

- (1) Any rules of order not provided for in these By-Laws shall be those set forth in *Robert’s Rules of Order*.

Article 3: Powers and Responsibilities of the Society

3.0 Powers and Responsibilities of the Society

- (1) Without being restricted to the following, the Society shall have the power to:
 - (a) receive the annual report of the Chair on behalf of the Board of Directors;
 - (b) receive the annual report of the Senior Staff Person, directors, officers, and committees of the Society;
 - (c) receive and approve the annual financial statement of the treasurer including balance sheet and operating statement and report of the auditors thereon;
 - (d) approve the meeting minutes of the preceding annual general meeting;
 - (e) elect members to the Board of Directors; and,
 - (f) appoint the auditor for the accounts of the Society.
- (2) These powers shall be exercised at the Annual General Meeting or at an SGM of the Society.

Article 4: Membership of the Society

4.0 Membership of the Society

- (1) The Members of the Society shall be comprised of every Member Organization and Individual Member in good standing with NSTA provided that such Members are not in arrears of their dues, as levied by NSTA for the current membership year. For greater certainty, an individual may apply to become a Member in addition to, or instead of, membership through a Member Organization.

- (2) Member Organizations shall be entitled to vote at any Annual General Meeting or Special General Meeting and Individual Members shall not be entitled to vote at any Annual General Meeting or Special General Meeting.
- (3) At any Annual General Meeting or Special General Meeting, or any rescheduled meeting as provided for in subsection 5.1, every Member Organization of the Society shall be entitled to one vote for every one of its operational tennis courts, to a maximum of 10% of the total votes eligible to be cast at the meeting; provided, however, that the aforementioned 10% voting limit shall not apply at any rescheduled meeting provided for in subsection 5.1 where the quorum requirements set out in subsection 5.1(1) have not been met.
- (4) The names of Members of the Society shall have their names entered in the Register of Members, which shall be maintained by NSTA.
- (5) For the purposes of registration, the number of Members of the Society is unlimited.
- (6) Every member in good standing with a Member Organization of the Society shall be entitled to attend any meeting of the Society.
- (7) Membership in the Society shall not be transferable.
- (8) To be in good standing, a Member must be in compliance with the By-laws, Policies and Procedures of the Society.
- (9) A Member may be declared by the Board of Directors to be not in good standing because of non-compliance with the By-laws, Policies and Procedures of the Society or non-payment of any monies due to the Society.
- (10) Membership may be terminated by a majority of the votes cast by Voting Delegates present and eligible to vote at an Annual General Meeting or Special General Meeting.
- (11) A Member may cease to be a member upon written notification to the Board of Directors of their intent and the effective date.

Article 5: Meetings of the Society

5.0 Announcements of Society Meetings

- (1) Notice of the time and place of every general meeting, accompanied in the case of a special general meeting with a statement of the nature of the special business, shall be (i) in the case of an Individual Member, mailed or emailed to the last known address and/or email address of the Individual Member, and (ii) in the case of a Member Organization, of the president or head of each Member Organization, or to the place for mailing designated by the Member Organization, at least twenty-five (25) calendar days before the holding of such meeting. Failure of any member of the Society to receive notice of the general meeting shall not invalidate the proceedings of the meeting.

5.1 Quorum for Society Meetings

- (1) A quorum at a general meeting shall be ten (10) individuals who are eligible Voting Delegates representing at least ten (10) voting Member Organizations from at least three (3) different districts.
- (2) For the purposes of subsection 5.1(1), the districts shall be comprised of Halifax Regional Municipality, Cape Breton, Northumberland, Annapolis Valley and South Shore.
- (3) The Chair of any general meeting may require a Member Organization to file with NSTA, prior to or during the meeting, proof satisfactory to them of the authority of the Voting Delegate who is to represent and vote for the Member Organization at the meeting.
- (4) No business shall be transacted at any meeting of the Society unless a quorum is present at the commencement of such business, although information may be presented for discussion.
- (5) In event that a quorum is not present within thirty minutes of the time at which the meeting was called, the meeting stands adjourned and the Board shall reschedule it within thirty (30) days.
- (6) At such a rescheduled meeting, the Voting Delegates present shall be deemed to constitute a quorum and may transact the business for which the meeting was called.

5.2 Voting in Society Meetings

- (1) At any general meeting, a resolution put to the meeting shall be decided by a show of hands, accounting for the number of votes of each Delegate, unless the Chair or a majority of Voting Delegates present and entitled to vote demand a poll.
- (2) When a resolution is decided by a show of hands, a declaration by the Chair that said resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of Voting Delegates recorded in favour of or against said resolution.
- (3) If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general or special meeting.
- (4) The Chair shall not have a vote at a Society meeting, except when there is an equality of votes, either on a show of hands or on a poll, in which case, the Chair shall have the casting vote.

5.3 Procedures for Society Meetings

- (1) The Chair shall preside at meetings of the Society.
- (2) In the absence of the Chair, the Vice-Chair shall preside.
- (3) In the absence of both Chair and Vice-Chair, another Board Member shall preside.

- (4) If no Board Members are present within fifteen minutes after the time appointed for holding the meeting, then the Voting Delegates present entitled to vote shall choose one of the Voting Delegates to be Chair.
- (5) All motions shall be carried by a majority vote of Voting Delegates.
- (6) Every member organization has a voting allocation, defined in Article 4.0.3, and there shall be no proxy voting.
- (7) Members may participate by telephone, video conference or other electronic means approved by the Board.
- (8) In the event that a meeting is adjourned, no business shall be transacted when the meeting is reconvened other than the business left unfinished at the meeting from which the adjournment took place unless notice of such new business is given to Members.

5.4 **Types of Society Meetings**

- (1) There are two types of Society meetings, an Annual General Meeting and a Special General Meeting.

5.5 **The Annual General Meeting (AGM)**

- (1) The Annual General Meeting of the Society shall be held within six (6) months of the end of the fiscal year of the Society.
- (2) At each AGM, without being restricted to the following, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) minutes of the preceding general meeting;
 - (b) the annual report of the Chair, on behalf of the Board of Directors;
 - (c) the annual report of the Senior Staff Person on the activities of the organization over the previous fiscal year and the plans for the current and future years;
 - (d) consideration of the financial statements, including balance sheet, operating statement, and the report of the auditors;
 - (e) selection of auditors for the current year; and,
 - (f) recommendation of the nominating committee with respect to the election of Board Members.

5.6 **Special General Meetings (SGM)**

- (1) A Special General Meeting may be called at any time by:
 - (a) the Board; or,

- (b) by a written request submitted to the Secretary of twenty percent (20%) of the total eligible votes among all Member Organizations who are in good standing, for the transaction of such business as submitted in the request.

Article 6: Board of Directors

6.0 Powers and Functions of the Board

- (1) The Board shall manage and govern the activities of the Society and, in addition to the powers and authorities contained in these By-Laws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and that are not required to be exercised or done by the Society in a general meeting.
- (2) The Board shall have the power to do all such things as it determines may be necessary or expedient to carry out effectually the objects of the Society as set out in the Memorandum of Association, and in particular, without limiting the generality of the foregoing, the Board shall have the power and duty to:
 - (a) establish the policies of NSTA;
 - (b) have general control of the financial affairs of the Society, including approval of the budget for each fiscal year, and to take such steps as it considers necessary to assure funds for the purposes of the Society, through fundraising, gifts, grants, endorsements, donations, and other public and private sources;
 - (c) appoint or hire a Senior Staff Person of the Society, as well as any other persons, and determine their duties, responsibilities, and remuneration;
 - (d) To sanction all tournaments conducted under the auspices of NSTA.
 - (e) To prohibit any act or practice by clubs or persons, which is detrimental to the interest of the game, and to deal with any club or person disregarding such prohibition in such manner as it may consider proper.
 - (f) elect, and delegate its power to, such standing and ad hoc committees as the Board may deem advisable to promote the efficient working and operation of NSTA;
 - (g) determine the signing officers for the bank and investment accounts of the NSTA; and
 - (h) elect Honorary Board Members.

6.1 Eligibility for Board Membership

- (1) The Board or the Human Resources and Governance Committee may establish, from time to time, such criteria as it determines appropriate for determining the eligibility of potential Board Members.

6.2 Composition of the Board of Directors

- (1) There shall be a Board of Directors of the Society consisting of not less than 7 and not more than 15 voting Board Members.
- (2) In order to enhance relationships with key stakeholders of the Society, the Board may also choose to appoint ex-officio (non-voting) board members. These members may be recruited from municipal, provincial and federal government departments, staff or representatives from complementary organizations and institutions. Elected officials shall outnumber appointed officials and such appointments shall be ratified at the next possible meeting.
- (3) Board Members shall ordinarily be elected by the members at each annual general meeting of the Society. The Board may fill any vacancy in the Board that exists by appointing Board Members to a term expiring at the next Annual General Meeting.
- (4) Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Board Member may be paid reasonable expenses incurred in the performance of their duties.
- (5) The Board, shall, at least forty-five (45) days prior to the annual general meeting, appoint a nominating committee which will include a Chair and Vice-Chair. The nominating committee will report directly to the Chair of the Board and will be composed of at least three (3) Board Members; two of whom shall be members of the Executive or Officers of the Board. The nominating committee will prepare and present to the annual general meeting a report of persons who have consented to be nominated for membership on the Board and/or the Executive or Officers of the Board.
- (6) Any individual wishing to serve on the Board shall submit their interest in writing to the Nominating Committee not less than thirty (30) days prior to the Annual General Meeting.
- (7) In its report to the Annual General Meeting, the nominating committee shall recommend one candidate for each vacancy of the Board.
- (8) Board Members 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 Board:
 - (a) upon nomination
 - (b) if serving as a Board Member, when the possibility of a conflict is realized.

The Board, upon receipt of any such declaration, will take such action as it deems appropriate in accordance with the relevant policies and procedures established by the Board.

6.3 Terms of Elected Board Members

- (1) The initial term of elected Board Members shall be three years.
- (2) The term of a Board Member elected at the AGM or by the Board shall begin immediately after the adjournment of the meeting at which they are elected.

- (3) A Board Member whose term has expired is eligible for one consecutive re-election to an additional term of one (1), two (2) or three (3) years at the recommendation of the nominating committee, which is intended to ensure approximately one-third of the Board Members' terms expire and are replaced each year.
- (4) Following the expiration of such additional term, the retiring Board Member shall not be eligible for re-election until one full year has passed since they last sat on the Board.
- (5) A Board Member may resign at any time by giving written notice to the Chair.
- (6) Failure of a Board Member to attend two consecutive Board meetings without notification and reasonable excuse may be deemed a resignation by the Board.
- (7) The Board may, following a Board Member's resignation, elect a successor to serve until the next AGM.
- (8) The Board may, by a super-majority vote totalling not less than 66% of the Board exclusive of the Board Member being removed, remove any Board Member before the expiration of their period of office.
- (9) Notice of motion to remove a Board Member must be given to all members of the board, including the Board Member under review, a minimum of ten (10) days before the meeting at which the motion will take place.
- (10) A Board Member may request a leave of absence from the Board. Requests for a leave of absence must be submitted to the Board in writing and approved by the board before it takes effect. Requests should state the reasoning for the request and the duration of time requested.
- (11) Any Board Member on leave from the board shall temporarily forfeit their powers and responsibilities for the board until they return.
- (12) Any Board Member on leave shall not be included when determining quorum.

6.4 Executive Officers of the Board

- (1) The Executive Officers of the Board shall include the:
 - (a) Chair;
 - (b) Vice-Chair;
 - (c) Treasurer; and
 - (d) Secretary.

6.5 Responsibilities and Duties of Executive Officers

- (1) The Chair shall give leadership to the Board and have general supervision of the activities of the Society.
- (2) Without limiting the activities of the Chair, they will:

- (a) preside at meetings of the Society and the Board;
 - (b) be a signatory of all bank accounts and investments;
 - (c) see that all resolutions of the Board are carried into effect; and,
 - (d) set the agenda for each meeting of the Board.
- (3) The Vice-Chair shall perform the duties of the Chair during the absence, illness, or incapacity of the Chair or during such period as the Chair may request the Vice-Chair to do so, and shall assist the Chair in the conduct of NSTA business.
- (4) The Secretary shall:
- (a) prior to the preparation of each meeting's agenda, inform the Chair of matters pending from the minutes of previous meetings;
 - (b) ensure that proper records and minutes of all meetings of the Society and the Board, are kept; and,
 - (c) distribute the minutes to Board Members within ten (10) business days of the completion of a meeting.
- (5) The Treasurer shall
- (a) provide a detailed financial report at each regular meeting of the Board;
 - (b) participate in the preparation of the annual budget;
 - (c) propose the name of the auditor to the AGM for approval; and
 - (d) present the audited financial statements for the previous fiscal year at the AGM.
- (6) The Human Resources and Governance Committee shall be responsible for completing the annual performance review of the Senior Staff Person, which shall be provided to the Board, along with their recommendations to the Board for compensation of the Senior Staff Person.

6.6 Meetings of the Board

- (1) The Board shall meet at least four times a year and at least once per quarter.
- (2) A Board meeting may be called at any time by the Chair.
- (3) A meeting of the Board shall also be called by the Secretary upon the written request of three Board Members.
- (4) Such a meeting shall be called within two weeks of the receipt by the Secretary of the written request.

- (5) Notice of all meetings, including the agenda and specifying the time and place, shall be given in writing to each Board Member at least five (5) business days before the meeting.
- (6) Non-receipt of such notice by any Board Member shall not invalidate the proceedings at any meeting of the Board.
- (7) A quorum for any meeting of the Board shall be a majority of the total Board Members.
- (8) Board Members may participate by telephone or other electronic means approved by the Board.
- (9) No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of such business, although information may be presented for discussion.
- (10) In event that a quorum is not present within thirty minutes of the time at which the meeting was called, the meeting stands adjourned to the same day and time in the next week, with the same agenda and, whenever possible, in the same place.
- (11) At such a rescheduled meeting, the Board Members present shall be deemed to constitute a quorum and may transact the business for which the meeting was called.
- (12) All motions shall be carried by a majority vote of the Board Members, with exception of a resolution that a Board Member be removed from office or that the Society borrow money, both of which require a super-majority vote of sixty-six percent (66%) or greater.
- (13) In the absence of the Chair and the Vice-Chair, the Board Members may elect one of their number to serve as chair for the meeting.
- (14) Although every Board Member shall have one vote, the person chairing the meeting shall vote only to break a tie.

6.7 Honorary Board Members

- (1) The Board may appoint Honorary Board Members to the Board.
- (2) Honorary Board Members shall be those who have made a special contribution to NSTA.
- (3) Although former members of the Board may be elected as an Honorary Board Member, no individual shall be so designated until at least one calendar year has passed since they left the Board.
- (4) Honorary Board Members shall not be obligated to attend Board meetings and shall not have voting privileges but shall be invited to participate in Board meetings and in activities as the Board deems advisable.
- (5) Honorary Board Members may assist with activities the Board deems appropriate and may serve on Board Committees

6.8 Committees of the Board

- (1) Among the powers of the Board is that of creating committees, both standing and ad hoc.
- (2) The quorum of all Board committees shall be a majority of the committee members.

6.9 Standing Committees of the Board

- (1) Among the standing committees of the Board of Directors shall be the:
 - (a) Finance, Audit, and Risk Management Committee, responsible for the financial planning of the Society including reviewing the annual budget and the financial statements and making recommendations to the Board regarding banking and investments, fundraising activities and the Society's external auditors; and
 - (b) Human Resources and Governance Committee, responsible for managing the Society's human resources (including making recommendations to the Board for the appointment of key employees of the Society and the terms of their employment) and developing the Society's approach to governance (including the maintenance of adequate Policies and Procedures).
- (2) Other standing committees may be established from time to time by the Board.
- (3) Unless otherwise stated in these by-Laws:
 - (a) the Committee chair and members shall be appointed by the Board, on the recommendation of the nominating committee; and,
 - (b) On the recommendation of the nominating committee, individuals who are not Board Members may be appointed by the Board to serve on standing committees on a voluntary basis.
- (4) Members of Standing Committees shall serve one year terms and are eligible for re-appointment at the end of their terms.
- (5) Committee membership and chair roles can be revoked by Board decision (majority vote) where in the best interests of NSTA.
- (6) The Chair and Senior Staff Person shall each be an ex-officio non-voting member of all the committees.
- (7) The Board shall have power to add members from time to time to any committees and to designate the duties thereof.

6.10 Ad Hoc Committees

- (1) Ad hoc committees shall be nominated and appointed by the Board for a specific purpose and shall cease to exist either when the purpose for which they were created has been met or at the discretion of the Board.
- (2) Ad hoc committees can be created at any meeting of the Board.

- (3) The Board may appoint individuals who are not Board Members to sit on ad hoc committees.

Article 7: Fiscal Year

7.0 Fiscal Year

- (1) The Fiscal Year of the Society shall be April 1 of one calendar year to March 31 of the next calendar year.
- (2) Fiscal Year End shall be the last day of March.

Article 8: Borrowing Powers

8.0 Borrowing Powers

- (1) The borrowing powers of the Society may be exercised by a resolution of the Board to borrow money from a branch of any chartered bank of Canada, upon the credit of the Society, either by creating an overdraft or otherwise.
- (2) The Board, by resolution, may authorize any officer or officers of the Society to make arrangements with such bank with reference to the moneys from time to time borrowed and as to the terms and conditions of the loan, and such officer or officers, subject to a resolution by the Board, shall have authority from time to time to vary or modify such arrangements, terms and conditions.

Article 9: Signing Powers

9.0 Signing Powers

- (1) Bank and investment transactions as well as other instruments and documents may be executed on behalf of the Society:
 - (a) by any two of the Chair, Vice-Chair, and another Board Member determined by the Board; or,
 - (b) as prescribed by resolution of the Board.
- (2) The Board may require the bonding of any person who has the authority to sign cheques, deposits, contracts, deeds, and other instruments.
- (3) The Chair and any other officers appointed for that purpose by the Board shall sign and execute all contracts in the name of the Society when authorized to do so by the Board.
- (4) Subject to the approval of the Board, promissory notes or other negotiable paper may be signed on behalf of the Society.

Article 10: Audit of Accounts

10.0 Audit of Accounts

- (1) The accountants, appointed as auditors by the Society at the Annual General Meeting, shall inspect and review the financial accounts of NSTA.
- (2) The auditors shall provide an annual opinion that, among other things, the annual financial statements of the Society have been prepared in accordance with Canadian generally accepted accounting principles.
- (3) The auditor's statement shall be presented at the Society's AGM and filed with the Registrar within fourteen (14) days after such Annual General Meeting.

Article 11: Dissolution of the Society

11.0 Dissolution of NSTA

- (1) In the event of dissolution or winding up of the Society, all of the Society's assets, after payment of liabilities, shall, subject to applicable laws, be distributed to one or more not-for-profit organizations or charities registered with Revenue Canada which have the same or similar goals as the Society.
- (2) The decision about what charitable or not-for-profit organizations should receive any remaining property shall be made by Members entitled to vote, having received the recommendation of the Board.

Article 12: Amendments to the By-Laws

12.0 Amendments to the By-Laws

- (1) The Society may enact, alter, amend, or repeal these By-Laws as it may, from time to time, deem necessary to ensure their consistency with the Societies Act or to ensure the best conduct and management of the Society's activities and affairs.
- (2) Such changes shall be made by special resolution at any AGM, or SGM called for such purposes, of the Society.
- (3) Any special resolution to make, amend or repeal the By-Laws of the Society, shall be submitted in writing to the Chair of the Society at least thirty (30) days before the holding of the general or special meeting at which the resolution is to be voted upon.

Article 13: Registrar Filings

13.0 Filings

- (1) The Society shall file with the Registrar, with its annual statement, a list of Board Members, with their addresses, occupation and dates of appointment or election, and shall within fourteen (14) days of a change in this list notify the Registrar of the change.
- (2) The Society shall file with the Registrar a copy of every special resolution within fourteen (14) days after the resolution is passed.

Article 14: Inspection of Books and Records

14.0 Inspection of Books and Records

- (1) The books and records of NSTA may be inspected by any Member at any reasonable time within the seven (7) days prior to the AGM at the registered office of the Society by applying in writing to the Senior Staff Person.
- (2) The society shall furnish to a Member at their request, and upon payment of ten dollars (\$10.00), a copy of its Memorandum of Association and By-Laws.

Approved at Special Resolution Meeting held June 18, 2020