

# CHESS NOVA SCOTIA SOCIETY

## CONSTITUTION

### PREAMBLE

Whereas the “Pawns and Pieces Chess Club” was one of the first Chess Clubs in Nova Scotia and operating at Dalhousie University in 1904 and whereas chess has been an organized activity in the Province of Nova Scotia since at least the late 1800's, we, the Members of this Society, in order to promote and encourage interest in the game of chess and the promotion of chess as a sport, wish to enact this Constitution for the governance of the Society.

### NAME

1. The name of the Society shall be Chess Nova Scotia Society, hereafter referred to as the acronym CNS. The Society will use the name or its acronym in all publicity materials and correspondence.

### DEFINITIONS

2. In the Society's Constitution and Bylaws, capitalized words that are not defined are deemed self-explanatory. The following definitions apply to the Constitution and Bylaws:
  - [2.1] “Board” means the Society's Board of Directors.
  - [2.2] “Clear days” means all days not including the day of service, the day of the meeting, weekend days or holidays.
  - [2.3] “Executive” means the officers of the Society being the President, Vice-President, Treasurer and Corporate Secretary.
  - [2.4] “Member” means a person who is in good standing with the Society.
  - [2.5] “Notice” means the notification of a Member within a required number of days as determined in the Bylaws for a Members' meeting and/or resolution which will be heard at that meeting.
  - [2.6] “Proxy” means a vote cast by a Member as representative of another Member.
  - [2.7] “Regional Representative” means a Member who will act as a contact person on behalf of the Society in one of the five (5) designated provincial regions.
  - [2.8] “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - [2.9] “Resident” means a person who is a permanent resident of Nova

Scotia or has had a residence in Nova Scotia for the past minimum 90 days.

[2.10] "Society" means "Chess Nova Scotia Society" or its acronym "CNS".

[2.11] "Special Resolution" means a resolution to be considered at a General Meeting of the Members.

[2.12] "Tournament Director" is the person or their designate responsible for directing the tournament.

## **PURPOSE**

3. The purpose of the Society is to foster, promote and extend the interest, knowledge, study, and play of the game of chess as a hobby and as a sport in the Province of Nova Scotia.
4. The Society shall endeavour to accommodate and encourage the participation of persons with disabilities and special needs.

## **OBJECTIVES**

5. The Society shall have the objectives:
  - [5.1] To schedule, organize and direct rated tournaments throughout the year.
  - [5.2] To provide reasonable support for the activities of all chess clubs in the province.
  - [5.3] To maintain a commitment to the development of scholastic chess.
  - [5.4] To promote and provide reasonable assistance to chess players who participate in provincial, regional, national and international championships.
  - [5.5] To organize and promote special events and initiatives in support of organized chess activities in the province.
  - [5.6] To exist as a volunteer and non-profit organization while maintaining sufficient funds to attain its goals and realize its purpose.
  - [5.7] To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the purpose and objectives of the Society.
  - [5.8] To buy, own, hold, lease, mortgage, sell and convey such real and

personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that:

- [5.9] The Society shall not carry on any trade, industry, or business.
- [5.10] All funds shall be used solely for the purpose of the Society and the promotion of its purpose and objectives.

### **MEMBERSHIP RIGHTS AND PRIVILEGES**

- 6. Any resident of the Province of Nova Scotia and who has paid the Society Membership fee as set out in the Bylaws shall be admitted as a Member.
- 7. Membership in CNS is open to all persons, regardless of age, religion, race, sex, sexual orientation, gender identity, socioeconomic status, disability, or national origin. This list is not exhaustive.
- 8. There may be such classes of Membership with such requirements, rights and privileges as the Members may by Special Resolution from time to time decide.

### **MEMBERS' MEETINGS**

- 9. The Annual General Meeting shall be held within five months of the end of the fiscal year.
- 10. Other Members' meetings, whether ordinary or extraordinary, will be scheduled and determined by the Bylaws. Quorum for Members' meetings will be established by the Bylaws.

### **ELECTIONS**

- 11. Election procedures shall be governed by the Bylaws.
- 12. The position of President shall be elected by majority vote at the Annual General Meeting and shall be decided by the procedure of plurality of votes. All other Board positions shall be elected by majority vote according to the procedure outlined in the Bylaws.
- 13. The offices of President and Treasurer cannot be combined.

## **BOARD OF DIRECTORS**

14. The Executive Officers of the Society shall be a President, Vice-President, Corporate Secretary, and Treasurer.
15. The Board may include other Directors with duties as assigned by the majority of Directors and as may be determined by the Bylaws.

## **COMMITTEES**

16. The Board shall establish two Standing Committees:
  - [16.1] The Tournament Committee; and
  - [16.2] The Projects Committee.
17. The Board may create such other Committees which the Board deems appropriate.
18. The duties of the Committees shall be determined by the Bylaws.

## **CONSTITUTION**

19. This Constitution shall be established by a minimum 75% majority vote of the Members in attendance at a regularly scheduled Annual General Meeting or a Members' meeting called by Special Resolution
20. Amendments to the Constitution shall require a minimum 67% majority vote of the Members present at an Annual General Meeting or a Members' meeting called by Special Resolution with a quorum of no less than 10 Members.

## **BYLAWS**

21. Society Bylaws shall be created and amended by the Membership at the Annual General Meeting or other General Meeting called for that purpose and as determined by the Bylaws.
22. Unless the Bylaws identify exceptions for certain classes of Bylaw, amendment of the Bylaws shall be effected by a simple majority of votes.
23. No Bylaw shall contradict the Constitution.

## **INTERPRETATION**

24. The Board as a whole shall have authority to settle questions of interpretation of the Constitution where the quorum in the Bylaws shall apply.

## **SUBSCRIBERS TO THE SOCIETY**

25. There shall be a minimum of 5 Member subscribers to the Memorandum of Association.

## **REMUNERATION**

26. No Director or Officer of the Society shall receive any remuneration for their services to the Society excepting the payment of such expenses or honorarium as may be approved by the Board from time to time.

## **BORROWING**

27. The Society may only borrow money as approved by a special resolution of the Members.

## **SIGNING AUTHORITY**

28. Any documents related to disbursements shall be duly signed by both the President and Treasurer of the Society.

## **SEAL**

29. The seal of the Society shall be under the custody of the Secretary or Secretary / Treasurer and shall not be affixed to any document, except in the presence of, and under the signature of, the President and the Secretary or any other Officer as may be authorized by resolution of the Board.

## **DISSOLUTION**

30. As directed by the Members in the event that the Society is dissolved or ceases to function, the assets remaining after payment of all debts and liabilities shall be transferred to a non-profit organization in the province or elsewhere in Canada having similar objectives to those of the Society.

# CHESS NOVA SCOTIA SOCIETY

## BYLAWS

### DEFINITIONS

1. In the Society's Constitution and Bylaws, capitalized words that are not defined are deemed self-explanatory. The following definitions apply to the Constitution and Bylaws:
  - [1.1] "Board" means the Society's Board of Directors.
  - [1.2] "Clear days" means all days not including the day of service, the day of the meeting, weekend days or holidays.
  - [1.3] "Executive" means the officers of the Society being the President, Vice-President, Treasurer and Corporate Secretary.
  - [1.4] "Member" means a person who is in good standing with the Society.
  - [1.5] "Notice" means the notification of a Member within a required number of days as determined in the Bylaws for a Members' meeting and/or resolution which will be heard at that meeting.
  - [1.6] "Proxy" means a vote cast by a Member as representative of another Member.
  - [1.7] "Regional Representative" means a Member who will act as a contact person on behalf of the Society in one of the five (5) designated provincial regions.
  - [1.8] "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - [1.9] "Resident" means a person who is a permanent resident of Nova Scotia or has had a residence in Nova Scotia for the past minimum 90 days.
  - [1.10] "Society" means "Chess Nova Scotia Society" or its acronym "CNS".
  - [1.11] "Special Resolution" means a resolution to be considered at a General Meeting of the Members.
  - [1.12] "Tournament Director" is the person or their designate responsible for directing the tournament.

### MEMBERSHIP RIGHTS AND PRIVILEGES

2. Unless otherwise stated in the Bylaws, Membership in the Society shall consist of those persons who pay their annual Membership fees in accordance with the Bylaws.
3. A Member shall support the objects of the Society.

4. Except for the Youth Representative on the Board of Directors, only Members aged 18 years and older shall have the right to vote.
5. A Member's name and contact information shall be recorded in the Register of Members by the Corporate Secretary.
6. There shall be two classes of Membership of the Society including:
  - [6.1] "Ordinary Member" means a person who is a resident of Nova Scotia and pays their annual Society Membership fee.
  - [6.2] "Honorary Member" means a person who shall, at the will of the Board, pay no Membership fees but enjoy all the rights and privileges of Membership, including the right to hold Honorary Office if such an office exists but excluding the right to vote at any Members' Meeting or to hold active office.
7. The Members may create such other classes of Membership with such requirements, rights and privileges as the Members decide by Special Resolution from time to time.
8. Annual Membership fees shall be determined by a majority vote of those Members present at the Annual General Meeting of the Society.
9. The holding of a "Life Membership" of the Chess Federation of Canada [hereinafter referred to as "CFC"] or any other organization, shall not absolve a Member of the Society from paying their annual Society Membership fees as determined by the Bylaws.
10. No refund of Membership fees will be made for whatever reason.
11. Membership in the Society is not transferable.
12. There is no limit to the number of Members which CNS may have.
13. Membership in the Society shall cease:
  - [13.1] If the Member ceases to qualify for Membership in accordance with the Bylaws.
  - [13.2] If the Member resigns by written Notice to the Society.
  - [13.3] If by a majority vote of the Members of the Tournament Committee as determined by the Bylaws.
  - [13.4] Upon death.
14. The Members may repeal, amend or add to the Constitution or the Bylaws by a

Special Resolution where a minimum of twenty (20) clear days Notice of the meeting has been provided to the Members. No Bylaw or amendment to the Constitution or Bylaws shall take effect until seven (7) clear days after the amendment or additional Bylaw has been forwarded to the Registrar.

15. At the discretion of the Board, any person who contributes to the support of the CNS may be admitted as an Honorary Member.
16. No funds of the Society shall be paid to or be available for the personal benefit of any Member except as approved by either a majority vote of the Members present at a Members' Meeting or by a majority of the Members of the Board present at a regularly scheduled Board Meeting.
17. The Board of Directors may impose a penalty, including a fine not exceeding five dollars (\$5.00) on any Member who contravenes any Bylaw of the Society.
18. No Member shall, in their individual capacity, be liable for any debt or liability of the Society beyond the amount of any subscription, dues or fees payable by them to the Society.

#### **MEMBER IN GOOD STANDING**

19. Except as set out in these Bylaws, any person who has met the Membership requirements of the Society is a Member in Good Standing.

#### **MEMBERS' CODE OF CONDUCT**

20. Upon receipt of a complaint in writing concerning the conduct of a Member, or upon the motion of a Member of the Board of Directors duly seconded and specifically alleging conduct to be investigated, the Chairperson of the Tournament Committee shall forthwith forward a copy of the complaint to the President for consideration. The motion shall not be acted upon until the completion of the disciplinary Hearing, if one is held.
21. If the President deems that the complaint may have merit, the President shall ensure that a copy of the complaint or the motion being considered is sent forthwith to the Member at his or her last known address. The President may also e-mail or telephone the Member and read the complaint or motion to the Member and advise the Member of the time constraint for filing a response and such contact shall be deemed to be proper Notice.
22. No action shall be taken until the Member whose conduct is being considered has been provided with seven (7) clear days Notice of the complaint.



23. The Member shall respond in writing to the complaint or motion within seven (7) clear days of its receipt.
24. Upon receipt of the Member's response, the President may, in his or her sole and unfettered discretion, direct that no action be taken; or, if the Member does not respond as required herein or if the President is of the opinion that the complaint may disclose a breach of the Bylaws or the policies referred to herein, the President may refer the matter to be heard by the Tournament Committee which shall consist of a minimum of no less than three Members for the purpose of the Hearing.
25. The complainant and the responding Member shall appear in person before the Tournament Committee or as otherwise determined by the Tournament Committee to hear the complaint. The rules of evidence shall not apply and the President in his or her sole discretion shall be master of the procedure to be followed for the purpose of the Hearing.
26. If the Tournament Committee, by majority vote, with the Tournament Committee Chairperson able to cast only a tie-breaking vote, finds that there has been a breach of the Bylaws or the policies referred to herein, the Committee may:
  - [26.1] Reprimand the Member.
  - [26.2] Suspend the Member for such period of time as it deems appropriate, setting out in writing the period of suspension.
  - [26.3] Place the Member on probation for such period of time as it deems appropriate, setting out in writing the conditions of such probation.
  - [26.4] Expel the Member, and the Committee may, but shall not be obliged to, give written reasons for any finding or determination made under this section.
27. The Tournament Committee Chair shall provide the Member with the Committee's written decision within three (3) clear days after the Committee reaches a decision.
28. The decision of the Tournament Committee shall be final and binding and no appeal or action shall lie from any finding or determination made under this section. The Member shall have a right of appeal only to the CFC National Appeals Committee under Section twelve (12) of the CFC Handbook.

## **ELECTIONS**

29. Unless prohibited by the Bylaws, every Member is entitled to vote at any Members' Meeting of the Society, either in person or, if permitted by the Bylaws, by proxy.
30. Every Member in good standing who is eighteen (18) years of age or older, a resident of Nova Scotia and who otherwise fulfills all the requirements of the

Bylaws, is eligible for election or appointment to the Board of Directors. The exception is that a Member who otherwise meets the Membership requirements and who is fifteen (15) years of age or older may be elected or appointed to the Board of Directors as the Youth Representative.

31. Elections shall be held annually at the Annual General Meeting of the Society to fill the vacant positions on the Board of Directors.
32. The Board shall appoint a non-Member of the Board as an Election Chair who will prepare and present a list of nominations to fill the vacant positions on the Board at the Annual General Meeting. The Corporate Secretary shall provide the list of nominations to the Election Chair where the Corporate Secretary shall duly publish the nomination list to the Membership within ten (10) clear days prior to the Annual General Meeting.
33. A Member in good standing does not have to be present at the Annual General Meeting to be elected to the Board.
34. Any member may submit their name for nomination or a nomination may be submitted by a member in good standing. Each nomination shall be individually seconded by a member in good standing.
35. Further nominations shall be requested from the Members present where the Election Chair shall ask three (3) times whether there are any further nominations from the floor and upon there being no further nominations, the Election Chair shall declare the nominations closed.
36. Nominations shall only specifically be identified for the following positions and elections shall be held in the same order: 1) President; 2) Vice-President; 3) Corporate Secretary; 4) Treasurer; 5) Youth Representative; 6) Regional Representatives and 7) Any other positions created.
37. If circumstances arise due to resignations or other circumstances where more than the required number of Directors have their term to be completed in the same year, the Chair of the Annual General Meeting shall announce the number of Directors who will be voted in for a term of two (2) years and the number of Directors who will be voted in for a term of one (1) year.
38. After the close of nominations where a position is not contested, the Member shall be acclaimed.
39. The position of President shall be decided first in the order of elections by an absolute majority of votes by members present.

[39.1] Where more than two (2) nominees are contesting the office, the

procedure of a plurality of votes shall apply.

[39.2] The nominee with the least number of votes will be eliminated in each round of voting until a candidate has achieved an absolute majority.

40. The vacant positions for Vice-President, Corporate Secretary, and Treasurer shall be decided next in the order of elections.

[40.1] A simple plurality of votes shall establish successful candidates for the number of Executive positions vacant.

[40.2] The elected Directors shall meet immediately following the Annual General Meeting to decide who shall fill each non-Executive role on the Board.<sup>1</sup>

41. Unless re-elected, the Directors whose term is completed shall retire from office at the end of each Annual General Meeting at which their successors are elected.

42. Except for the 1<sup>st</sup> year of incorporation where one-half ( $\frac{1}{2}$ ) of the Board positions shall be elected for one (1) year, all Directors shall be elected to serve two (2) years. In “odd numbered” years, the terms of the President and the Corporate Secretary and approximately one-half ( $\frac{1}{2}$ ) of the other Directors expire. In “even-numbered” years, the terms of the Vice-President and the Treasurer and the other one-half ( $\frac{1}{2}$ ) of the Directors shall expire

43. All elections shall be by secret ballot.

44. Proxy votes shall not be permitted for the election of the Executive. Otherwise, every Member shall have one vote plus up to three (3) proxy votes.

45. At every Members’ Meeting where a Member is entitled to vote by proxy, the proxy must contain:

[45.1] The Meeting at which the representative is appearing on behalf of the Member;

[45.2] The date and location of the Meeting;

[45.3] An affirmation that the Member is a Member in good standing with Chess Nova Scotia Society;

[45.4] The signature of the Member;

[45.5] The name of the Member legibly printed under their signature.

[45.6] The Proxy addressed to: “The Corporate Secretary of Chess Nova Scotia Society”.

46. The Election Chair and two (2) other Members designated by the Election Chair shall count the election votes. The number of votes shall not be recorded in the

Minutes.

47. In the event that a position is not filled at the Annual General Meeting or at any time thereafter, an election may be called at an Extraordinary General Meeting or the position may remain vacant or the Board of Directors may appoint any Member of the Society to fill the vacancy until elections are held to fill the position at the next Annual General Meeting.

## **MEMBERS' MEETINGS**

48. The fiscal year of the Society shall be from January 1 to December 31 of each year.
49. A General or Extraordinary Meeting of the Members may be held at any time and shall be called:
  - [49.1] If requested by the Chair of a Members' Meeting, or
  - [49.2] If requested by a majority of the Directors, or
  - [49.3] If requested in writing by a minimum of ten (10) Members in good standing with Notice given to the Corporate Secretary.
50. Notice to Members is required for all General, Extraordinary or Annual General Meetings. The Notice must:
  - [50.1] Specify the date, time and place of the Meeting.
  - [50.2] Be given to the Members a minimum of twenty (20) clear days prior to the Meeting,
  - [50.3] Be given to the Members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means such as posting Notice of the Meeting on the Society's website.
  - [50.4] Specify the nature of business proposed to be dealt with.
  - [50.5] The non-receipt of Notice by any Member shall not invalidate the proceedings.
51. An Annual General Meeting of the Society shall be held within five (5) months after the beginning of the annual fiscal year with Notice to the Membership as outlined in the Bylaws.
52. At the Annual General Meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed "New Business":
  - [52.1] Minutes of the previous Annual General Meeting,
  - [52.2] Consideration of the Annual Report of the President,
  - [52.3] Consideration of the Annual Financial Report of the Society,

- [52.4] The appointment of auditors for the ensuing year or determination of whether at least two of the Directors will jointly conduct the audit, and
- [52.5] Election of Directors.

53. Quorum for General, Extraordinary and the Annual General Meeting shall consist of eight (8) Members including proxy and remotely connected participants. No business shall be conducted at any meeting unless a quorum is present, either in person or by proxy:

[53.1] If a Meeting is convened as per the Bylaws and quorum is not present within one-half (1/2) hour from the time appointed, the Meeting shall be adjourned to such time and place as a majority of the Members present shall decide. Notice of the new Meeting shall be given and at the adjourned Meeting, if the Members so decide, the Members present shall constitute quorum only for the purpose of winding up the Society.

[53.2] If a meeting is convened at the request of the Members as per the Bylaws and quorum is not present within one-half hour from the time appointed for the Meeting, the Meeting shall be dissolved.

54. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any Member appointed from among those present shall preside as Chair at Members' Meetings. In special circumstances, the President, or other Director chairing the Meeting, may designate another Director or Member present to Chair part or the remainder of the Meeting.

55. The President shall not have a vote at Members' Meetings except where there is a tie vote. The President or the Member standing in the President's place shall cast the deciding vote.

56. At all Members' Meetings, other than the election of Directors, every question requiring a vote shall be decided by a majority vote of the Members present.

57. The Chair may, with the consent of the Members present, adjourn any Meeting. No business shall be transacted at the subsequent Meeting other than the business left unfinished at the adjourned Meeting unless Notice of such new business has been given to the Members.

58. At any Members' Meeting where a vote is taken, except for election of Directors, the Chair shall count the yeas, nays, and abstentions and these shall be recorded in the minutes of the Meeting.

59. Where rules of procedure for Meetings are explicitly outlined in the Bylaws and are applicable, such rules of procedure shall govern over all other rules of procedure,

and in all other cases, the rules of procedure shall be those of the most currently published edition of Robert's Rules of Order.

60. The Members may, by Special Resolution considered at a General, Extraordinary or Annual General Meeting, remove any Director who is deemed to have contravened the Bylaws and elect another Member to complete the term of office. A vote for the removal and the replacement of any Director shall be by majority vote of those Members present as stated in the Bylaws.

## **BOARD OF DIRECTORS**

61. The number of Directors on the Board shall not be less than five (5). The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society and over eighteen (18) years of age.
62. The Board of Directors shall include the Executive, the Youth Representative, the Regional Representatives as determined by the Bylaws, and, at the discretion of the serving Board, members additional such as the immediate Past President, second and/or third Vice-Presidents, and/or such other positions that the Board may deem suitable for the aims of the Society.
63. A minimum of two (2) of the Officers being the President, Vice-President, Treasurer and Corporate Secretary constitutes a quorum to conduct routine or emergency business on behalf of the Society. The Executive's duties shall primarily be to ensure the ongoing operations and to deal with any emergency decisions on behalf of the Society.
64. The Province of Nova Scotia shall be divided into five (5) geographic regions. There shall be five (5) Directors who shall hold the Regional Representative position. Each Regional Representative shall be a resident from the designated area which they represent where the areas are:
  - [64.1] Cape Breton Region: Counties in Cape Breton;
  - [64.2] Central Region: Cumberland, Colchester, Pictou, Antigonish and Guysborough Counties;
  - [64.3] Halifax Region: County of Halifax;
  - [64.4] South Western Region: Hants, Kings, Annapolis, Digby Counties;
  - [64.5] South Eastern Region: Yarmouth, Shelburne, Queens and Lunenburg Counties
65. The Board of Directors shall elect from amongst its ranks the allotted number of Voting Members to the CFC.
66. The Society representative(s) on the Board of Governors of the CFC shall advance,

as best they can, the interests of Chess Society Scotia while maintaining the interest of promoting chess in Canada.

67. The primary duties of the Officers shall be as follows:

[67.1] The President shall preside as Chairman at every Members' Meeting and at Board meetings, unless the President designates otherwise or is absent.

[67.1.1] The President or in their stead the First Vice-President, shall authorize and co-sign with the Treasurer all transfer of Society funds.

[67.2] The Vice-President shall preside as Chairman at Members' Meetings and act in the President's stead whenever the President is absent, unless designation has been made otherwise.

[67.3] The Corporate Secretary shall be responsible for the preparation and custody of all books and records including:

[67.3.1] The minutes of Members' Meetings.

[67.3.2] The minutes of Directors' Meetings.

[67.3.3] The Register of the names and contact information of Members.

[67.3.4] Filing the annual legislated required documents with the office of the Registrar.

[67.3.5] Custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors.

[67.3.6] Filing with the Registrar:

[67.3.6.1] Within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election.

[67.3.6.2] A copy of every special resolution within fourteen (14) days after the resolution is passed.

[67.3.6.3] Other duties as assigned by the Board.

[67.4] The Directors may also appoint a Recording Secretary:

[67.4.1] For taking minutes of any Board or Members' Meeting.

[67.4.2] Who need not be a Director.

[67.5] The Treasurer shall be responsible:

[67.5.1] For the custody and maintenance of all financial books and inventory records of the Society, and carry out all other duties as assigned by the Board.

[67.5.2] Preparation of Annual Financial Report and periodic budget reports at regular meetings.

[67.5.3] To co-sign transfers of funds with the President or Vice-President and to arrange all transfer of funds, including electronic transfers.

68. 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 Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.
69. If a Director resigns his/her office or ceases to be a Member in the Society, their office as Director shall be vacated and the Board may appoint any Member in good standing to fill the vacancy for the unexpired portion of the term.
70. The quorum for the transaction of business at any Meeting of the Board shall be not less than five (5) Members of the Board, including a minimum of two (2) of the Officers: President, Vice-President, Treasurer, Corporate Secretary.
71. Board Members shall not be permitted to vote by proxy. Board Members may vote by remote means.
72. The Board of Directors shall meet at least twice per year aside from the Annual General Meeting.
73. Directors 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 Members (a) upon nomination, and (b) if serving as a Director, when the possibility of a conflict is realized.
74. A conflict of interest does not prevent a Member from serving as a Director provided that they withdraw from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
75. In the event that a Director fails to attend three consecutive Meetings of the Board without cause, the Board may declare a vacancy and appoint another Member of the Society to fill the vacancy thus declared. The Director so removed may be reinstated by a majority vote of the Board of Directors. No Notice is required to be given to the Director whose position is declared vacant.

## **COMMITTEES**

76. The Executive shall appoint Members to serve on the Tournament Committee and the Projects Committee. No minimum number of Members is required.
77. The duties of the Tournament Committee shall include those duties determined by



the Board, including but not limited to:

- [77.1] An annual review of the regular calendar of events.
- [77.2] Coordination of tournaments with other chess activities in Nova Scotia.
- [77.3] Monitoring of Bylaw compliance for all Society events whether or not they are rated by the CFC.
- [77.4] Guidance to CNS chess tournament organizers as requested or needed.
- [77.5] Communication with other chess organizers, clubs, and events to coordinate chess related activities.
- [77.6] Monitoring of the complaint and appeal process against a chess player as provided in the Bylaws.
- [77.7] A periodic review of standards and practices related to the above
- [77.8] Recommendations to the Board concerning the calendar of events, rules of play, Bylaws, and any other changes which the Committee deems appropriate.

78. The duties of the Projects Committee shall include those duties determined by the Board, including but not limited to:

- [78.1] Planning of special events, major tournaments, projects and activities.
- [78.2] Promotion and support of chess in the schools.
- [78.3] Promotion of chess as a sport in Nova Scotia.

79. The Board shall strike other Committees with related duties as it may deem necessary.

80. Except where the Bylaws establish an alternative process, the Board shall appoint the Committee Chairs.

81. Except where the Board may otherwise direct, the Committee Chairs shall have sole discretion to determine who sits on their Committee.

82. The Committee Chairs may add other Members or non-Members to assist with the business of the Committee.

83. All Committees obtain their mandate and direction from the Board.

84. Committees shall make recommendations to the Board on topics related to their mandate and within timelines that the Board may determine.

85. The President shall be an *ex officio* Member of all Board Committees. Quorum will not be affected. For clarity, the President shall not have a vote.

## **FAIR PLAY AND ELECTRONIC DEVICES**

86. All players are expected to conduct themselves appropriately at all times whether in tournament play or otherwise.
87. A player whose electronic device rings, vibrates, flashes or makes any discernible light emission or audible sound during play shall be subject to caution or penalty under this section as the Tournament Director shall determine.
88. At any time during the tournament, the Tournament Director may designate anyone in their place or as an Assistant Director, and the designate or Assistant Director shall have the same powers as the Tournament Director.
89. The Tournament Director shall have the sole discretion to determine the appropriate penalty if a player is found to contravene this section.
90. A player whose game is in progress may not refer to any sources of information about chess, written or otherwise, including the use of chess software.
91. A player whose game is in progress may not ask for or accept advice from another player or spectator.
92. Players may not offer advice to a player, whether verbally or by other means, whose game is in progress.
93. During play, if a player needs clarification on the rules of chess, or on the Society's Fair Play and Electronic Device Bylaw, they can consult with the Tournament Director.
94. A player may not use an electronic device to research said information.
95. Players with cell phones or other electronic devices must observe the following:
  - [95.1] All electronic devices in the possession of the player must be left on the playing table at all times and turned off except in special circumstances as permitted by the Tournament Director.
  - [95.2] Bylaw number 87 is contravened if a player is found to be in possession of an electronic device in the following circumstances:
    - [95.2.1] Inside the playing room without the Tournament Director's permission whether or not the player's game is in progress.

[95.2.2] If the player's electronic device flashes, rings or vibrates or makes any discernible light emission or audible sound inside the playing room while other games remain unfinished, whether or not the player has completed their game.

[95.2.3] Outside the playing room, without the Tournament Director's permission, while their game is progress.

96. If a player found to be in contravention of Rule 95, the Tournament Director may:

[96.1] Remind the player to turn off and secure their electronic device while play is in progress.

[96.2] Issue a formal caution to a player whose electronic device has created a disturbance during play.

[96.3] For a repeat occurrence, deduct time from a player's game in progress or in the subsequent round.

[96.3] For persistent disturbances from the same player, issue a caution that the player's game will be forfeited or that the player will be suspended from the tournament.

[96.4] For players in possession of an electronic device outside the playing room while their game is in progress, issue a formal caution where deemed to be an oversight or a reasonable explanation exists, as the Tournament Director may determine.

97. In the Application of Rule 96, the Tournament Director's decision shall be final except that the player shall have the right of appeal to the Society's President within ten (10) clear days of the alleged violation. Upon receipt of the written appeal, the President shall determine whether the player's submissions have merit and the President may dismiss the matter or may convene a Tournament Committee Meeting to decide the matter. The Tournament Committee may, in its sole discretion, decide to hear evidence prior to making a final decision on the matter. The player shall have the right of appeal to the CFC National Appeals Committee under Section twelve (12) of the CFC Handbook.

98. Clear and egregious violations of this section may be subject to any one of the following, as the Tournament Director shall decide:

[98.1] A deduction of time from the player's clock from the game in progress or in the subsequent round if the former does not apply.

[98.2] Forfeiture of the game in progress.

[98.3] Forfeiture of previous games played.

[98.4] Suspension from the tournament.

99. For egregious violations that result in forfeiture or suspension, the following process shall apply:

[99.3.4.i] In an egregious violation, the Tournament Director shall, within seven (7) clear days of the alleged violation or violations, provide the President, or if the President is the Tournament Director, then to the Vice-President and if the Vice-President was one of the Tournament Directors, then another Member of the Executive who was not a Director at the noted Tournament, with a written, dated and signed Report outlining the violation or violations.

[99.3.4.ii] After receiving the Tournament Director's Report, the President shall provide the player who is alleged to have violated this section with a copy of the Tournament Director's Report within ten (10) clear days after receipt of the Report. The President shall indicate which section the player is deemed to have contravened. The player shall be provided the name, mailing address and e-mail address of the person to whom their response should be addressed to. The player shall respond in writing within ten (10) clear days after receiving the Report.

[99.3.4.iii] The Tournament Committee shall conduct a Meeting within ten (10) clear days after receiving the player's written response, or if no written response is received, after the time limit for which the player is supposed to have responded, and determine the appropriate sanction to be imposed on the player, if any. The Tournament Committee's role is to advise the President, or the designated alternate, and the President shall have the sole discretion regarding what sanctions, if any, shall be imposed. The Tournament Director or Directors of the noted Tournament shall not participate in the discussions or have a vote regarding the disposition of the alleged contravention.

[99.3.4.iv] The President's decision on the application of Rule number 98 shall be final except that the player shall have the right of appeal to the CFC National Appeals Committee under Section twelve (12) of the CFC Handbook.