



SCHIZOPHRENIA SOCIETY OF NOVA SCOTIA
A REASON TO HOPE. THE MEANS TO COPE.

The Schizophrenia Society of Nova Scotia

Memorandum of Association and By-Laws

Approved by the Membership

06 April 2006

Amendments Approved by the Membership

26 November 2010

Nova Scotia Registrar of Joint Stock Companies' Signature

22 August 2006

Nova Scotia Registrar of Joint Stock Companies' Signature for Amendments

26 August 2011

**MEMORANDUM OF ASSOCIATION
OF
THE SCHIZOPHRENIA SOCIETY OF NOVA SCOTIA**

The name of the Society is the Schizophrenia Society of Nova Scotia.

The objectives of the Society are:

- a) To encourage and facilitate mutual support and disseminate information about the disorder and the resources available to those who suffer from it.
- b) To provide support for those with schizophrenia and their families.
- c) To provide education and information to the general public and health care professionals about schizophrenia, its context in society, and the needs that it creates.
- d) To advocate and consult with Government and private organizations to improve the services and legislation for persons with schizophrenia and their families.
- e) To provide support for research into treatments for schizophrenia and an ultimate cure.
- f) To raise, invest and administer funds and/or property necessary for the society to achieve its objectives.
- g) Any other activities that are consistent with the foregoing and which aid/assist those affected by schizophrenia.

PROVIDED that

Nothing herein contained shall permit the society to carry on any trade, industry or business.

The Society shall be carried on without purpose of gain to any of the members.

Any surplus or increases in value of the assets of the Society shall be used solely for the purpose of the Society and the promotion of its objectives.

If for any reasons the operations of the Society are terminated or wound up, or dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objectives similar to those of the Society.

The activities of the Society are to be carried out primarily, but not exclusively, in Nova Scotia.

The registered office of the Society shall be at:

Room B-23
E. C. Purdy Building
Nova Scotia Hospital Site
300 Pleasant Street
P.O. Box 1004
Dartmouth, Nova Scotia B2Y 3Z9

Or any place in Nova Scotia as the Directors may determine from time to time.

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Section One

INTERPRETATION

The name of the Society is the Schizophrenia Society of Nova Scotia.

1. Definitions

In the context of these by-laws, including this clause, unless the context or subject matter requires a different meaning:

- a) “Society” means the Schizophrenia Society of Nova Scotia (SSNS).
- b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) “Special Resolution” means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- d) “Chapter” means a group of members of the Society resident in a geographical area that has met the requirements of the Board of Directors for recognition and representation pursuant to these by-laws.
- e) “Board” means the Board of Directors of the Society formed in accordance with these by-laws, comprised of the Officers and Directors, to exercise powers granted by these by-laws.
- f) “National Society” means the Schizophrenia Society of Canada (SSC).
- g) “Gender”. In these by-laws and in all other by-laws the Society hereafter passes (unless the context otherwise requires) words denoting the singular number or masculine gender should include the plural number or the feminine or neuter gender, as the case may be.

Section Two

MEMBERSHIP

2.1 Classification of Members

- a) Active Members
- b) Associate Members
- c) Life Members

2.1.1 Active Members

To become an Active Member, an individual must:

- a) Be a member of the Provincial Board of Directors or a member of the Board of Directors of an incorporated Chapter
- b) Pay the annual active membership fee

2.1.2 Associate Members

To become an Associate Member, an individual must:

- a) Pay the annual associate membership fee.

2.1.3 Life Members

To become a Life Member, an individual must:

- a) Have been an active member for at least ten (10) years
- b) Apply to become a Life Member
- c) Pays no membership fee

2.2 Admission of Members

Any individual may become a Member in the appropriate category by meeting the requirements in Articles 2.1. The individual will be entered as a Member under the appropriate category in the Register of Members. Members who are accepted for membership in the Society shall become Members of the Chapters in whose jurisdiction they reside. They shall automatically become members of SSNS and SSC.

2.3 Membership Fees

2.3.1 Membership Year

The membership year is September 1 to August 31.

2.3.2 Setting Membership Fees

The Board decides annual membership fees for each category of members.

2.3.3 Payment Date for Fees

The annual membership fees must be paid on or before September 1 of every year.

2.4 **Rights and Privileges of Members**

2.4.1 Rights

Any member in good standing is entitled to:

- a) Receive notice of meetings of the Society
- b) Attend any meeting of the Society
- c) Speak at any meeting of the Society
- d) Exercise other rights and privileges given to members in these by-laws

2.4.2 Voting Members

The only members who can vote at meetings of the Society are:

- a) Active members in good standing
- b) Life members in good standing

2.4.3 Number of Votes

A voting member is entitled to one vote at a meeting of the Society

2.4.4 Member in Good Standing

A member is in good standing when:

- a) The member has paid membership fees or other required fees to the Society
- b) The member has not been suspended as a member as provided for under Article 2.5

2.5 **Suspension of Membership**

2.5.1 Decision to Suspend

The Board, at a special meeting for that purpose, may suspend a member's membership for not more than three (3) months; for one or more of the following reasons:

- a) If the member has failed to abide by the by-laws;
- b) If the member has been disloyal to the Society;
- c) If the member has disrupted meetings or functions of the Society;
- d) If the member has done anything judged to be harmful to the Society;
- e) If the member is deemed to be in conflict of interest.

2.5.2 Notice to the Members

- a) The affected member will receive written notice of the Board's intention to deal with whether or not the member should be suspended. The member will receive at least two (2) weeks notice before the special meeting.
- b) The notice will be sent by single registered mail to the last known address of the member shown in the records of the Society. The notice may also be delivered by an Officer of the Board.
- c) The notice will state the reasons why suspension is being considered.

2.5.3 Decisions of the Board

- a) The member will have an opportunity to appear before the Board to address the matter;
- b) The Board will determine how the matter will be dealt with and may limit the time given to the member to address the Board;
- c) The Board may exclude the member from its discussion of the matter and during the deciding vote;
- d) The decision of the Board is final.

2.6 Termination of Membership

2.6.1 Resignation

- a) Any member may resign from the Society by sending or delivering a written notice to the Secretary or President of the Society.
- b) Once the notice is received the member's name is removed from the Register of Members. The member is considered to have ceased being a member on the date his name is removed from the Register of Members.

2.6.2 Death

The membership of a member is ended upon his death.

2.6.3 Deemed Withdrawal

- a) If a member has not paid the annual membership fees within three (3) months following the date the fees are due the member is considered to have submitted his resignation.
- b) In this case the name of the member is removed from the Register of Members. The member is considered to have ceased being a member on the date his name was removed from the Register of Members.

2.6.4 Expulsion

- a) The Society may, by Special Resolution at a Special General Meeting called for such a purpose, expel any member for any cause which deemed sufficient in the interests of the Society in accordance with Articles 2.6.4 and 2.5.3.
- b) The decision is final.
- c) On passage of the Special Resolution the name of the member is removed from the Register of Members. The member is considered to have ceased being a member on the date his name is removed from the Register of Members.

2.7 Transmission of Membership

No right or privilege of any member is transferable to another person. All rights and privileges cease when the member resigns, dies, or is expelled from the Society.

2.8 Employees

Employees of the Society are not eligible for membership in the Society.

Section Three

MEETINGS OF MEMBERS

3.1 Annual General Meeting

The Annual General Meeting (AGM) of members shall be held in such place in Nova Scotia, at such time and on such day as Directors may from time to time determine. Not more than fifteen (15) months shall elapse between successive Annual General Meetings. The Annual General Meetings shall also deal with such matters as are required to be dealt with at the Annual General Meeting by any applicable statute and, in any event, with the following:

- a) The approval of the minutes of the preceding Annual General Meeting and any intervening meeting of members;
- b) The report of the President on the activities of the Society since the preceding Annual General Meeting;
- c) The presentation of the Society's financial statements and the Review Engagement Report thereon for the preceding year;
- d) The appointment of a Chartered Public Accountant (an accountant licensed under the *Public Accountants Act* of Nova Scotia) for the succeeding year for the purpose of reviewing our financial statements and providing a Review Engagement Report thereon;
- e) Receipt of the Nominating Committee report and Election of the Board of Directors and;
- f) Any matter requested to be put on the agenda at the Annual General Meeting by any member, provided that notice thereof has been included in the notice of the AGM.

3.2 Special General Meetings

- a) Special General Meetings of the membership shall be held at the Head Office of the Society or elsewhere in Nova Scotia as the Directors may determine and on such day and at such time as the Directors may appoint.
- b) Special General Meetings of the Society may be called by the President or by the Directors at any time and shall be called IF REQUISITIONED IN WRITING by at least five (5) of the voting members in good standing of the Society.

3.3 Notice of Meetings

- a) Notice of any meeting shall be mailed or sent by electronic means at least twenty-one (21) days in advance, specifying the place, day and time of the meeting, and in the case of special business, the nature of such business.
- b) Notwithstanding the foregoing the notice of any Special Meeting shall be sent at least fourteen (14) days in advance and in emergencies may be by telephone.

- c) Such Notice shall have been properly given if contained in an edition of the Society's newsletter with copies duly mailed to members, or otherwise distributed as the directors may determine.
- d) No action taken at a General Meeting is invalid due to:
 - i) Accidental omission to give any notice to any member;
 - ii) Any member not receiving any notice; or
 - iii) Any error in any notice that does not affect the meeting.

3.4 Quorum

A quorum of any meeting of members shall consist of twelve (12) voting members.

3.5 Voting Matters

- a) Each voting member in good standing shall have one (1) vote.
- b) Proxy voting shall be allowed. See Societies Act 15.1 (c).
- c) The chair does not have a second or casting vote in case of a tie vote. If there is a tie vote, the motion is defeated.
- d) The majority of the votes of the voting members present decides each issue and resolution, unless the issue needs to be decided by a Special Resolution.
- e) The chair declares a resolution carried or lost. This statement is final, and does not have to include the number of votes for and against the resolution.
- f) Five (5) voting members may request a ballot vote. In such case, the chair may set the time, place and method for a ballot vote. The result of the ballot is the resolution of the General Meeting.
- g) Members may withdraw their request for a ballot vote.
- h) The chair decides any dispute on any vote. The chair decides in good faith, and the decision is final.

Section Four

THE BOARD OF DIRECTORS

4.1 Governance

Shall be by the Carver Model.

4.2 Composition of the Board

The board will consist of the immediate Past President and nine (9) Directors elected at the Annual General Meeting by the voting members.

4.3 Election of the Directors

- 4.3.1 Election of Directors shall be conducted at the Annual General Meeting or prior to the Annual General Meeting by mail ballot.
- 4.3.2 At the first General Meeting of the Society held after enactment of these by-laws, in order to provide a transitional period while Chapters of the Society become incorporated (Articles 2.1.1 and 2.4.2), the voting members of the Society shall be the Board members of existing Chapters of the Society and the current Board of Directors of SSNS.
- 4.3.3 At the first General Meeting of the Society held after enactment of these by-laws all current Directors will retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.
- 4.3.4 At the first General Meeting of the Society held after enactment of these by-laws, voting members shall elect the following Directors:
- i) Three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected;
 - ii) Three (3) Directors, each serving a term that ends at the close of the second Annual General Meeting following the Annual General Meeting at which these Directors were elected; and
 - iii) Three (3) Directors, each serving a term that ends at the close of the first Annual General Meeting following the Annual General Meeting at which these Directors were elected.
- 4.3.5 At each succeeding Annual General Meeting, voting members shall elect three (3) Directors, each serving a term that ends at the close of the third Annual General Meeting following the Annual General Meeting at which these Directors were elected, or until a successor is elected.
- 4.3.6 Voting members may re-elect any Director of the Board for a maximum of three (3) consecutive terms.

4.4 Powers and Duties

The exclusive powers and duties of the Board of Directors are, but not limited to, the following:

- a) Electing or appointing officers, electing members of the executive and chairpersons of the standing committees;
- b) Initiating a change in the location of the Provincial Office;
- c) Initiating an amendment to classes of membership and membership fees;
- d) Removing a Director;
- e) Filling a vacancy on the Board;
- f) Hiring and removing the Executive Director of the Society;
- g) Establishing any Chapter of the Society or removing any Chapter of the Society that has been formed by, and is directly associated with the Society;
- h) Recommending the amendment of any by-law of the Society;
- i) Authorizing any capital expenditures of the Society not included in or contemplated by any budget or forecast approved by the directors from time to time;
- j) Fixing the salaries or enumeration to be paid to all employees of the Society;
- k) Exercising all such powers of the Society as are not required by these by-laws to be exercised by the General Membership.

4.5 Delegation of Power

The Board shall have the power to delegate authority for specific matters to the Executive or any of its established committees or to any officer of the Society provided that any authority so delegated by the Board is not further delegated.

4.6 Removal

Any Director may be removed from the Board by a resolution passed by a vote of three-quarters in favour at a special meeting of the Board. Notice specifying the intention to pass such resolution requiring the removal of the Director before the expiration of such Director's term must be given with the notice of meeting. The Director who is the subject of the proposed removal shall be given an opportunity to be heard at the meeting before removal is put to a vote.

4.7 Vacancies

The office of Director shall be deemed vacated if the Director:

- a) resigns, in writing, their office
- b) becomes a paid employee of the Society
- c) ceases to reside in the Province of Nova Scotia
- d) ceases to be, for whatever reason, a member of the Society

- e) is removed from office by a special resolution passed by the Board
- f) misses three (3) successive meetings.

So long as a quorum of Directors remains in office, the Directors remaining in office may fill any vacancy occurring on the Board. Any vacancy so filled shall be for the elected or appointed term of the person who has caused the vacancy.

4.8 Resignation

A Director may resign from office by giving one (1) month's notice in writing to the Secretary of the Board. The resignation takes effect either at the end of the month's notice, or on the date the Board accepts the resignation.

4.9 Meetings of Board

- a) Meetings of the Board of Directors may be held at any place within Nova Scotia, as the Board may from time to time determine.
- b) There shall not be less than four (4) meetings of the Board held during the Society's fiscal year.
- c) Meetings may be held by conference call, videoconference, or other electronic means.

4.10 Notice of Meetings

a) Regular Board Meetings

The Board may appoint a day (or days) in any month (or months) for Board meetings at a place and hour to be named. A copy of any resolution of the Board fixing the time and place of regular Board meetings shall be sent to each Director forthwith. No other notice shall be required for any such regular meeting.

b) Special Board Meetings

Special meetings of the Board may be called by the President, or the Vice-President, by the Executive Director on direction from the President or Vice-President, or upon the written request of three (3) members of the Board. All Members of the Board shall be notified of a special meeting and the notice must list the items of business that will be considered and voted on and the fact that no other business will be discussed, except in special cases of emergency. At least three (3) days notice shall be given.

c) Annual Board Meeting

There shall be a meeting of the Board of Directors immediately following each Annual General Meeting of the Society to elect Officers and conduct other business the Directors deem necessary. No notice of this meeting shall be required.

d) Error in Notices

No action taken at a Board meeting is invalid due to:

- i) Accidental omission to give any notice to any member;
- ii) Any member not receiving any notice; or
- iii) Any error in any notice that does not affect the meeting.

4.11 Quorum

A quorum for all meetings of the Board shall be a majority of the Board members. No meeting shall be held without a quorum present.

4.12 Voting at Meetings of the Board

- a) Every Director present at a meeting of the Board shall be eligible to vote on any motion or resolution put forth at the meeting (see article 4.13);
- b) Voting by proxy will not be permitted;
- c) The President does not have a second or casting vote in the case of a tie vote. A tie vote means the motion is defeated;
- d) All Directors may agree to and sign a written resolution. This resolution is as valid as one passed at any Board meeting. It is not necessary to give notice or call a Board meeting for such a resolution. The date on the resolution is the date it is passed.
- e) The majority of the votes of the Directors present decides each issue and resolution unless the issue needs to be decided by a resolution passed by a vote of three quarters in favour.
- f) The Chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

4.13 Honorary Directors

The Board may upon resolution grant, for exemplary long-term service, Honorary Director status for any individual for a prescribed term or life. Honorary Directors shall be entitled to notice of and to attend and be heard at meetings of the Board, but shall not be entitled to vote thereat, and shall not be entitled to act as officers.

Section Five

OFFICERS

5.1 Designation

Officers exist to help the Board do its job.

The Officers of the Society shall be Directors of the Society and shall be the President, Vice-President, Secretary, Treasurer and immediate Past-President.

5.2 Election

The officers shall be elected by the Board from amongst their number at the first meeting of the Board after the Annual General Meeting, provided that if such election is not then made, the incumbents who are then members of the Board shall continue to hold office until such time as their successors are elected or they cease to be members of the Board.

5.3 Term of Office

The Officers of the Society shall hold office for a term of two (2) years, and shall be eligible for re-election. The President shall serve not more than four (4) consecutive years and may not serve as President again unless such person has not served for at least one (1) year.

5.4 Duties and Responsibilities

a) President

The President shall chair all meetings of the members, the Board and the Executive. The President is responsible for the integrity of Board process.

b) Vice-President

The Vice-President fulfils the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of office. The Vice-President also performs duties as assigned by the President or the Board.

In the event that the office of President becomes vacant for any reason the Vice-President shall take over as President for the balance of the un-expired term of the President.

c) Secretary

The Secretary is responsible for the integrity of Board documents and shall be the custodian of the Society Seal and of all books, papers, records, correspondence, contracts and other documents and shall perform such other duties as may be determined from time to time by the Board.

d) Treasurer

The Treasurer shall be responsible for monitoring the general financial operations of the Society. The Treasurer shall ensure the preparation, presentation and monitoring of an annual budget and shall apprise the Board of the Society's financial position. The Treasurer shall also ensure that a Chartered Public Accountant conducts a review of the financial affairs of the Society each year.

e) Immediate Past-President

The Office of the Past-President is automatically filled by the outgoing President. If, for any reason, the outgoing President is unable to fill the Office of Past President, the office remains vacant until the next President retires. The immediate Past President is a voting member of the Board, and carries out duties assigned by the Board.

5.5 Executive Director

The Executive Director shall be the most senior employee of the Society and shall be appointed by and under the control of the Board. The Executive Director shall be responsible for the management and business of the affairs of the Society and shall see that policies and resolutions of the Board are carried into effect. The Board shall have the power, however, to allocate the duties of the Executive Director.

5.6 Delegation of Duties

The Board shall delegate any of the duties of the Secretary and Treasurer to the Executive Director who may delegate any of the duties to the staff.

5.7 Removal

Any officer may be removed by a resolution at a meeting of the Board of Directors, requiring a vote of three quarters in favour. Notice specifying the intention to pass such resolution requiring the removal of the Officer before the expiration of such Officer's term of office must be given with the notice of meeting. The Officer who is the subject of the proposed removal shall be given an opportunity to be heard at the meeting of the Directors before the removal is put to a vote.

Section Six

COMMITTEES

6.1 Executive Committee

a) Composition

The Executive Committee shall consist of the President, Vice-President, Treasurer and Secretary.

b) Powers and Duties

The Executive Committee shall act for the Board in emergency situations and on recurring matters that must be disposed of promptly during intervals between meetings of the Board. The Executive Committee may exercise all of the powers vested in the Board except those powers by law that must be exercised only by the Board or that the Board may have previously expressly withheld from such Committee.

c) Meetings

Meetings shall be called by the President.

d) Reporting

The Executive Committee shall report to the Board as frequently as required.

6.2 Nominating Committee

The Nominating Committee shall seek nominations of appropriate candidates for the Board of Directors from the membership throughout Nova Scotia.

6.3 Other Committees

a) The Board may appoint committees or task forces to advise it or report to it.

b) The Board shall prescribe the powers, duties and authorities of committees and task forces and the procedure and quorum of meetings thereof and elect or appoint members thereof and prescribe their term of office. The Executive Director shall be *ex officio* on all committees, save the Nominating Committee.

6.4 Removal

The Board may, through resolution requiring a vote of three-quarters in favour, remove any member from any committee or task force.

Section Seven

FINANCIAL OPERATIONS

7.1 Fiscal Year

The fiscal year of the Society shall be April 1 to March 31.

7.2 Audits of Accounts

a) Appointment of Chartered Public Accountant

A Chartered Public Accountant shall be appointed annually by the members of the Society at the Annual General Meeting for the purpose of conducting a review of the financial affairs of the Society. Upon failure of the members to make such appointment, the Directors shall do so.

b) Annual Report

The Society shall make a written report to the members as to the financial position of the Society and the report shall contain Statements of Financial Position, Operations, Net Assets and Cash Flows. The Chartered Public Accountant shall prepare a Review Engagement Report covering the financial statements noted in the previous sentence and that report together with the related financial statements shall be presented at the Annual General Meeting. A copy of such financial statements shall be filed with the Registrar within fourteen (14) days after an Annual General Meeting each year, as required by law.

7.3 Expenses

No remuneration shall be paid to the Directors as such. Each Director shall be reimbursed his necessary expenses incurred in carrying out the business of the Society and to the attending of each meeting of the Board or committees and/or task forces of the Board. Reimbursement shall be made in accordance with the Expense Policy in effect at the time the expenses are incurred.

7.4 Salaries

The Board shall have the right to fix the salaries or remuneration to the Executive Director, and payment of salaries, remuneration or wages to any employee or employees of the Society. The Executive Director shall make available to the Board upon request, all annual staff performance reviews.

7.5 Cheques and Contracts of the Society

- a) All cheques drawn on the monies of the Society and contracts of the Society will be signed by the designated signing officers of the Board including the Executive Director.
- b) Two (2) signatures are required on all cheques.

- c) The Board may authorize the Executive Director to sign cheques for certain amounts and circumstances.
- d) The Executive Director may not sign his own pay cheque.
- e) All contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the designated signing officers of the Board including the Executive Director.

7.6 Insurance

Subject to any limitations, which may be contained in the Societies Act, the Society may purchase and maintain for the protection of its Directors and Officers and their personal representatives and estates such insurance as the Directors may from time to time determine.

7.7 Fidelity Bonds

The Directors may require such officers, employees and agents of the Society, as the Directors deem advisable, to furnish bonds for the faithful discharge of their duties in such form and with such surety as the Board may from time to time prescribe.

7.8 Borrowing Powers

The borrowing powers of the Society may be exercised by a Special Resolution of the members.

7.9 Inspection of Books and Records by Members

The books and/or records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.

7.10 Indemnification of Officers and Directors

Every Director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against:

- a) All costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.
- b) All other cost, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

Section Eight

CHAPTERS OF THE SOCIETY

8.1 Establishment

If and so long as there is no representation in a particular geographical area of the Province of Nova Scotia, the Directors may, by special resolution, establish a chapter(s) (hereinafter called a “Chapter”) in that area, to better carry out the objectives and efficient operation of the affairs of the Society.

8.2 Name and Powers

The formation of a Chapter and the powers, constitution and by-laws thereof shall be subject to the approval of the Directors. The name of the Chapter shall be subject to the approval of the Directors, which shall indicate that the Chapter is a Chapter of the Society. The Directors may set out from time to time conditions for the continuance of a Chapter.

Section Nine

POLICY DIRECTIVES

9.1 Policy Manual

The Board of Directors shall ensure that policy directives are developed, implemented and evaluated accordingly as required for the efficient operation of the Society. Such policies shall be maintained in writing in a comprehensive manual, which shall be available to all members and employees of the Society. Such policies shall be reviewed from time to time by Standing or Ad Hoc Committees of the Board and if acceptable shall be adopted or amended by the Board and until cancelled or rescinded by a resolution of the Board, shall have the same effect and authority on the operation of the Society, its Board and its Chapters as if they were part of these by-laws.

9.2 Amendments

- a) Amendments of Policies that affect only the Board may be amended by an ordinary resolution of the Board.
- b) Amendments of Policies that affect the Board and more than one (1) of its Chapters may be amended by an ordinary resolution of the Board, after the amendment has received approval from a majority of its Chapters.

Section Ten

RULES OF ORDER

The rules contained in the publication of “Call to Order”, Herb Perry, Big Bay Publishing Company, shall govern the Society in all cases to which they are applicable, and so long as they are not inconsistent with these by-laws and any special rules which the Society may adopt.

Section Eleven

MISCELLANEOUS

11.01 Requirement to File with Registrar

- A) The Society shall file with the Registrar its annual financial statements and a list of Directors and their addresses, occupations, dates of appointment or election and within fourteen (14) days of a change of Directors, notify the Registrar of the change.
- B) The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after resolution is passed.

11.02 Society Seal

The Seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

11.03 Signature of Notice

The signatures to any notice to be given by the Society may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

11.04 Headings

The headings used throughout these By-Laws are convenience referenced and do not form a part thereof.

Section Twelve

ARTICLE – AMENDING THE BY-LAWS

- a) These by-laws may be cancelled, altered or added to by a Special Resolution at any Annual General or Special Meeting of the Society.
- b) Notice of Annual General or Special General Meeting of the Society must include details of the proposed resolution to change the by-laws.
- c) The amended by-laws take effect after approval of the Special Resolution at the Annual General Meeting or Special General Meeting and accepted by the Registry of Joint Stock Companies.

Section Thirteen

DISTRIBUTING ASSETS AND DISSOLVING THE SOCIETY

In the event of the dissolution or winding up of the Society, all of its remaining assets, after payment of liabilities, shall be distributed to one or more recognized charitable organizations in Canada. Members select this or these organizations by Special Resolution.