

# Caregivers Nova Scotia Association By-Laws

## Definitions

1. In these by-laws:
  - a. "Society" means Caregivers Nova Scotia Association (CNS),
  - b. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act,
  - c. "Annual General Meeting" and "Extraordinary General Meeting" refer to meetings of the general Membership of the Society,
  - d. "Special Resolution" means a resolution passed by not less than three-fourths 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,
  - e. "Member" means an individual who has had their name and address entered into the Register of Members in accordance with Section 6 of these by-laws.

## Membership Rights and Responsibilities

2. The Society is accountable to the Members of the Society.
3. Every Member is entitled to attend any Members' meeting of the Society.
4. Every Member may vote at any Members' meeting of the Society after being a Member for 30 days.
5. Any Member of legal age, or with their guardian's written consent, is entitled to hold any office.
6. Membership in the Society shall consist of:
  - a. The minimum of five (5) subscribers to the 1998 Memorandum of Association, and
  - b. Those who support the goals and objectives of the Society, whose name and mailing or email address is written in the Register of Members, and who reside in the province of Nova Scotia.
7. Membership in the Society is not transferable. No formal admission to Membership shall be required and the entry in the Register of Members of the name and address of any individual shall constitute an admission to Membership in the Society.
8. Membership in the Society shall cease:

- a. Upon death, or
  - b. If the Member contacts the Society requesting to cease to be a Member, or
  - c. If the Member ceases to qualify for Membership in accordance with these by-laws, or
  - d. If the Member's Membership in the Society is terminated by a vote of the majority of the Members of the Society, or a majority vote of the Directors of the Society, at a meeting duly called and for which notice of the proposed action has been given.
9. The Members may repeal, amend or add to these by-laws by a Special Resolution. No by-laws or amendment to by-laws shall take effect until approved by the Registrar.
10. No funds of the Society shall be paid to or be available for the personal benefit of any Member.
11. Every Member, subject to By-Law 4, shall have one vote and there shall be no proxy voting.
12. Extraordinary General Meeting: An Extraordinary General Meeting of the Members may be held at any time and shall be called:
- a. If requested by the President, or
  - b. If requested by a majority of the Directors, or
  - c. If requested in writing by 20 of the Members.
13. Notice to Members is required for an Extraordinary General Meeting. The notice must:
- a. Specify the date, place and time of the meeting,
  - b. Be given to the Members ten (10) days prior to the meeting,
  - c. Be given to the Members by newsletters, radio, e-mail, and/or other electronic means,
  - d. Specify the nature of business, such as the wording of any proposed Special Resolution, and
  - e. The non-receipt of notice by any Member shall not invalidate the proceedings.
14. Annual General Meeting: An Annual General Meeting shall be held within three (3) months after every fiscal year end. Notice is required which must:
- a. Specify the date, place and time of the meeting,
  - b. Be given to the Members thirty (30) days prior to the meeting,
  - c. Be given to the Members by newsletters, radio, email, and/or other electronic means,
  - d. Specify the intention, if any, to propose a Special Resolution, and

- e. The non-receipt of notice by any Member shall not invalidate the proceedings.
15. At the Annual General Meeting of the Society, the following items of business shall be dealt with and shall be deemed ordinary business:
    - a. Minutes of the previous Annual General Meeting,
    - b. Consideration of the annual report of the Directors,
    - c. Consideration of the annual financial report of the Society, including the report of the Auditor thereon,
    - d. Appointment of an Auditors for the ensuing year, and
    - e. Election of Directors.
  16. All other business transacted shall be deemed special business, including any Special Resolutions for which notice had been provided as set out in By-law 14.
  17. A quorum for a Member's meeting shall consist of a minimum of five (5) Members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
  18. If an Extraordinary General Meeting is convened:
    - a. At the request of the President as per By-law 12(a), or, at the request of a majority of the Directors as per By-law 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as per By-law 13 as a majority of the Members present shall decide. If the Extraordinary General Meeting has been requested to wind up the Society, then at such adjourned meeting the Members present shall constitute a quorum.
    - b. At the request of the Members as per By-Law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
  19. The President, or in his/her absence, the Vice-President, or in the absence of both of the, any Member appointed from among those present, shall preside as Chair at Members' meetings.
  20. The Chair has no vote unless there is an equality of votes in which case, the Chair will cast the deciding vote.
  21. The Chair may, with the consent of the meeting, 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 is given to the Members.

22. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) Members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **Directors**

23. To be eligible to be elected a Director of the Society an individual must be a Member of the Society.
24. The number of Directors shall not be less than five (5) or more than twelve (12). The subscribers to the Memorandum of Association of the Society were the first Directors of the Society.
25. Directors are elected at the Annual General Meeting of the Society to a two (2) year term. His/her term shall start upon his/her election at the Annual General Meeting. Directors shall retire from office at the end of their term which ends upon the election of the new Directors at the relevant Annual General Meeting in which his/her term expires. Retiring Directors are eligible for re-election.
26. If a Director resigns his/her office or ceases to be a Member in the Society, his/her office as Director shall be vacated, his/her term as a Director ends and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the Members of the Society.
27. The Members may, by Special Resolution, remove any Director and appoint another person to complete the term of office.
28. The management of the Society is the responsibility of the Directors. In particular, the Directors may engage an Executive Director, and determine his/her duties, responsibilities and remuneration.
29. The Directors shall appoint an Executive Committee, Nominating Committee, Human Resources (HR) Committee, and other committees as they see fit.
30. 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.
31. A conflict of interest does not prevent a Member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the

minutes.

### **Board of Directors' Meetings**

32. The Board of Directors shall meet no less than four (4) times each year.
33. A meeting of Directors may be held at the close of every Annual General Meeting without notice for the purpose of electing officers. For all other Board meetings, notice is required and must:
  - a. Specify the date, place and time of the meeting,
  - b. Be given to the Directors seven (7) days prior to the meeting,
  - c. Be given to the Directors by email or telephone,
  - d. The non-receipt of notice by any Director shall not invalidate the proceedings, and
  - e. Notice can be waived for Board meetings with the unanimous approval of the Board.
34. A quorum shall consist of a minimum of fifty-one percent (51%) of the Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present, whether in person, teleconference or other electronic means, to open the meeting and, upon request, before any vote.
35. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any Director appointed from among the Directors shall preside as Chair of the meeting.
36. The Chair has no vote unless there is an equality of votes in which case, the Chair will cast the deciding vote.

### **Officers**

37. The Officers shall be elected by the Directors from among the Directors and shall consist of a President, a Vice-President, a Secretary and a Treasurer. The offices of Secretary and Treasurer may be combined.
38. President: The President shall be responsible for the operation of the Board and shall perform other duties as requested by the Members, Directors, and as outlined in the Society's governance policies.
39. Vice-President: The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President or when the President may request him/her to do so and shall perform other duties as requested by the Members, Directors, and as outlined in the Society's

governance policies.

40. Secretary: The Secretary shall:
  - a. Have responsibility for the preparation and custody of the records containing:
    - i. The minutes of Members' meetings,
    - ii. The minutes of Directors' meetings, and
    - iii. The minutes of the Executive Committee meetings;
  - b. Have custody of the Seal which may be affixed to any document upon resolution of the Board of Directors, and
  - c. File with the Registrar:
    - i. Within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election,
    - ii. A copy of every Special Resolution within fourteen (14) days after the resolution is passed, and
  - d. Have other duties as defined in the Society's governance policies.
41. The Directors may also appoint a Recording Secretary
  - a. Who is responsible for taking minutes of all Board and Members' meetings, and
  - b. Who need not be a Director.
42. Treasurer: The Treasurer shall carry out the financial duties as assigned by the Board.
43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two of the authorized signatories such as the Executive Director, President, Vice-President, Treasurer and such executed documents will be reported to the Board of Directors.

## **Finance**

44. The fiscal year of the Society shall be the period from April 1 to March 31.
45. The Treasurer shall annually present to the Members a written report on the financial position of the Society.
46. A copy of the Auditor's Report signed by the auditor and by two (2) Directors shall be presented to the Members.
47. A signed copy of the Auditor's Report shall be filed with the Registrar within fourteen (14) days after each Annual General Meeting.

48. The Members at the Annual General Meeting shall appoint an auditor of the Society and, if the Members fail to appoint an auditor, the Directors shall do so.
49. The Society may only borrow money as approved by a Special Resolution of the Members.
50. Any Member, with one week's notice and subject to the availability of the Executive Director, may inspect at the registered office of the Society:
  - a. Annual financial statements and minutes of the Members' and Directors' meetings,
  - b. All other relevant books and records excepting those which pertain to the personal or confidential information of any Caregiver, Member, or Employee of the Society.
51. Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be paid reasonable expenses incurred in the performance of his/her duties as defined in the Society's governance policies.
52. The Society shall not make loans or guarantee loans or advance funds to any Director.

### **Dissolution**

53. Upon dissolution of the Society, any remaining assets will be given to other organizations, which have a mandate comparable to the Society's as determined by the Board of Directors.