

Caregivers Nova Scotia Association By-laws

February 23, 2026

Caregivers Nova Scotia Association By-laws

Completed February 23, 2026 - Page 1

1 Definitions

In these by-laws:

- 1.1 **“Association”** means Caregivers Nova Scotia (CNS) and encompasses the Board of Directors, Officers, Executive Director, Staff and Members.
- 1.2 **“Registrar”** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 1.3 **“Annual General Meeting”** refers to a meeting of the Board of Directors and the public, herein also referred to as an “AGM”.
- 1.4 **“Special Resolution”** means a resolution passed by not less than three fourths of voting Board members at the Annual General Meeting.
- 1.5 **“Board Director”** is someone who has been nominated and elected or appointed for advising the executive director, conducting discipline and management of the Association and its affairs.
- 1.6 **“Officer”** is a Board Director holding the position of Chair, Vice-Chair, Secretary or Treasurer of the Association.
- 1.7 **“Member”** is an individual from the community who has had their name and address entered into the Register of Members in accordance with Section 7 of these by-laws and attends the AGM. Members do not vote.

2 Annual General Meeting

2.1 An AGM 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 Board, Members and public thirty (30) calendar days prior to the meeting,
- c. be given by newsletters, email, and/or other electronic means,
- d. specify the intention, if any, to propose a Special Resolution.

The nonreceipt of notice by any Board Member shall not invalidate the proceedings.

2.2 At the AGM of the association 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 Executive Director, Treasurer and Board Chair,
- c. consideration of the annual financial report of the Association includes the report of the Auditor thereon,
- d. appointment of Auditors for the ensuing year, and
- e. election of Directors.

2.3 All other business transacted shall be deemed special business, including any Special Resolutions for which notice had been provided as set out in Bylaw 1.4.

Caregivers Nova Scotia Association By-laws

Completed February 23, 2026 - Page 2

2.4 The Board Chair, or in their absence, the Vice-Chair, or in the absence of both, any Board Member appointed from among those present, shall preside as Chair at meetings.

2.5 Directors and Officers, except the chair, may vote. Members, the Executive Director and employees do not vote.

2.6 The Chair has no vote *unless* there is an equality of votes in which case, the Chair will cast the deciding vote.

2.7 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 Board Members.

2.8 At any meeting, a declaration by the Chair that a resolution has been carried is determined when a poll is held by show of hands or by secret ballot as the Chair may decide.

2.9 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.

3 Board Directors (herein referred to as a Director)

3.1 Any member of the public residing in Nova Scotia is eligible to be elected as a Director of the Association.

3.2 The number of Directors shall not be less than five (5).

3.3 Directors are elected at the AGM of the Association to a two (2) year term. Their term shall start upon their election. 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 their term expires. Directors may serve for a maximum of two (2) additional terms, six (6) years in total.

3.4 If a Director resigns from office the vacancy will remain until a replacement Director is elected at the next AGM.

3.5 Directors may, by "Special Resolution" at an AGM, remove any Director and appoint another person to complete the term of office. Reasons for removal may include, and are not limited to: lack of attention to duties, non-attendance at two meetings without notice, lack of respect to fellow Directors, breaching confidentiality agreement, theft, acting in a way which damages the reputation of the Association, etc. The procedure will follow guidelines:

- a. Directors will be notified in writing of their removal,
- b. Directors have an opportunity to appeal their removal within forty eight (48) hours and set an appeal hearing within ten (10) days,
- c. The Board has ten (10) calendar days to respond to the Director,
- d. Directors have an opportunity to defend themselves.

3.6 Directors are responsible to the Executive Director, and Directors determine the Executive Directors duties, responsibilities, remuneration and will manage their performance.

Caregivers Nova Scotia Association By-laws

Completed February 23, 2026 - Page 3

3.7 The Directors shall appoint Executive Committees, Nominating Committees, Human Resources (HR) Committees, and other committees.

3.8 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 Board Members:

- a. Upon nomination, and
- b. If serving as a director, when the possibility of a conflict is realized.

3.9 A conflict of interest does not prevent a member from serving as a Director provided that they withdraw from decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

4 Officers

4.1 Officers shall be elected by the Directors from among the Directors and shall consist of a **Chair, Vice-Chair, Secretary, and Treasurer**. The offices of Secretary and Treasurer may be combined. Officers will be elected for a two (2) year term with the option of being elected to serve a second term (4 year maximum).

4.2 **Chair:** The Chair shall be responsible for the operation of the Board and shall perform other duties as requested by the Directors, and as outlined in the Association's governance policies.

4.3 **Past-Chair:** The Past-Chair serves on the Executive Committee for a transition year with full voting privileges.

4.4 **Vice-Chair:** The Vice Chair shall perform the duties of the Chair during absence, illness, or incapacity of the Chair or when the Chair may request them to do so and shall perform other duties as requested by the Directors, and as outlined in the Association's governance policies.

4.5 **Secretary:** The Secretary shall carry out the note taking duties as assigned by the Board of Directors as outlined in the Association's governance policies.

4.6 The Directors may also appoint a **Recording Secretary** who is responsible for taking minutes of all Board meetings, who need not be a Director.

4.7 **Treasurer:** The Treasurer shall carry out the financial duties as assigned by the Board of Directors as outlined in the Association's governance policies.

4.8 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by any two of the authorized signatories such as the Executive Director, Chair, Vice-Chair, Treasurer, and such executed documents will be reported to the Board of Directors.

Caregivers Nova Scotia Association By-laws

Completed February 23, 2026 - Page 4

5 Board of Directors' Meetings

5.1 **The Board of Directors** shall meet no less than four (4) times and up to nine (9) times each year. Additional Board meetings will be convened by the Board Chair as required.

5.2 A meeting of Directors may be held at the close of every AGM without notice for the purpose of electing officers.

5.3 For all 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) calendar days prior to the meeting.
- c. Be given to the Directors by email or telephone.

Notice can be waived for Board meetings with the unanimous approval of the Board.

5.4 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.

5.5 **The Board Chair**, or in their absence, the **Vice-Chair**, or in the absence of both, **any Director** appointed from among the Directors shall preside as Chair of the meeting.

5.6 **The Chair** has no vote unless there is an equality of votes in which case, the Chair will cast the deciding vote.

5.7 **Ex-officio members** of the Board can be appointed by the unanimous approval of the Board.

6 Finance

6.1 The fiscal year of the Association shall be the period from April 1 to March 31.

6.2 The Treasurer shall annually present a written report on the financial position of the Association at the AGM.

6.3 A paper copy of the Auditor's Report signed by the auditor and by two (2) Directors shall be presented at the AGM.

6.4 A signed copy of the Auditor's Report shall be filed with the Registry within fourteen (14) calendar days after each AGM.

6.5 The Association may only borrow money as approved by a Special Resolution of the Board.

6.6 Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be reimbursed for expenses incurred in the performance of their duties as defined in the Association's governance policies.

6.7 The Association shall not make loans, guarantee loans, or advance funds to a CNS Director.

Caregivers Nova Scotia Association By-laws

Completed February 23, 2026 - Page 5

6.8 Directors and Officers will discuss remuneration of permanent employees at the April Board meeting (cost of living increase, etc.) to go into effect September 1st.

6.9 Any Member, with one week's notice and subject to the availability of the Executive Director, may inspect at the registered office of the Association, annual financial statements.

7 Membership Rights and Responsibilities

7.1 The Association is accountable to the Members of the Association.

7.2 Every member is entitled to attend any Members' meeting of the Association (including AGM) as long as they have added their name and address to the "Register of Members" in accordance with Section 7 of these by-laws.

7.3 Members may not vote at meetings of the Association.

7.4 Members of legal age, or with their guardian's written consent, are eligible to hold any office.

7.5 Membership in the Association shall consist of:

- a. those who support the goals and objectives of the Association,
- b. those whose name and contact information (eg, mailing address or email address (preferred)) is written in the Register of Members,
- c. those who reside in the province of Nova Scotia.

7.6 Membership in the Association 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 Association.

7.7 Membership in the Association shall cease:

- a. upon death, or
- b. the Member contacts the Society requesting their membership to cease, or
- c. a Member ceases to qualify for Membership in accordance with these by-laws, or
- d. if a vote of the majority of the Directors of the Association votes to cease a membership at a meeting duly called and for, which notice of the proposed action has been given.

7.8 No by-laws or amendment to by-laws shall take effect until approved by the Registrar.

7.9 No funds of the Society shall be paid to or be available for the personal benefit of any Member.

7.10 Extraordinary General Meeting of the Members may be held at any time and shall be called if requested by the Chair, by a Majority of the Directors, or in writing by 20 Members.

Caregivers Nova Scotia Association By-laws

Completed February 23, 2026 - Page 6

7.11 Notice to Members is required for an Extraordinary General Meeting and must:

- a. specify the date, place and time of the meeting,
- b. be given to the Members ten (10) calendar days prior to the meeting by newsletters, e-mail, and/or other electronic means,
- c. specify the nature of business, such as the wording of any proposed Special Resolution, and
- d. specify the intention, if any, to propose a Special Resolution, and
- e. non-receipt of notice by any Member shall not invalidate the proceedings.

8 Dissolution

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