

Bylaws

Interpretation

1. In these Bylaws, unless there be something in the subject or context inconsistent therewith:
 - a. "**Act**" means the Societies Act (Nova Scotia);
 - b. "**Directors**" means the Members elected to sit on the Board of Directors, and "Director" means one of them;
 - c. "**in writing**" includes written communication in electronic format;
 - d. "**Notice**" means the provision of information written in form, including by electronic means;
 - e. "**present**" includes those attending meetings by telephone or electronic means;
 - f. "**Registrar**" means the Registrar of Joint Stock Companies for Nova Scotia as defined in the Act; and
 - g. "**Society**" means the Central Nova Women's Resource Centre.

Members

2. **Members.** The members of the Society (collectively the "**Members**" and each a "**Member**"), in addition to the original subscribers to the Memorandum of Association, are the individuals, associations, societies, corporations, or institutions which:
 - a. reside or carry on activities in Nova Scotia, as the case may be;
 - b. support the activities of the Society;
 - c. have not withdrawn or been excluded by the Board as a Member.
3. **Eligibility for membership.** Other conditions for eligibility may be determined by the Board of Directors from time to time.
4. **Number.** The number of members of the Society is unlimited.
5. **Transferability.** Membership in the Society shall not be transferable.
6. **Withdrawal and exclusion.** Membership in the Society shall cease upon the death of a Member. Members may withdraw from the Society in writing. If any Member acts contrary to the best interests of the Society, or if he/she otherwise ceases to qualify for membership in accordance with these Bylaws, he/she may be excluded from the Society by resolution of the Board or the Members
7. **Limited liability.** The liability of the Members is limited.

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

Fiscal year

9. The fiscal year of the Society shall be the period from April 1st to March 31st of each year.

Member's meetings

10. **Annual General Meeting.** An Annual General Meeting of the Society shall be called by the Chair of Board of Directors and held within the 3-month period following the end of the fiscal year.
11. **General Meeting.** A General Meeting of the Society shall be held for the purposes of transacting the business of the Society in the interim period between Annual General Meetings. A General Meeting may be called by the Chair of the Board from time to time, or by the Members if 20% of their number consent to such a meeting and its nature in writing.
12. **Regular Business.** The following items shall be dealt with at each Annual General Meeting and General Meeting, and each shall be deemed to be regular business:
 - a. Approval of the minutes of the preceding meeting of the Society;
 - b. Welcoming new Members;
 - c. Election of the Board of Directors (AGM only);
 - d. Consideration of the annual report of the Board of Directors (AGM only);
 - e. Consideration of the financial statements, including balance sheet and Treasurer's report (which such report shall be signed by 2 of the Board of Directors), and the report of the auditors if applicable (AGM only)
 - f. Appointment of auditors, if applicable (AGM only)
13. **Special Business.** All Business to be conducted at a meeting of the Society which is not regular business shall be deemed to be special business.
14. **Notice.** Notice of the date, time and location of any Annual General Meeting or General Meeting shall be given in writing to all Members not less than 7 days before the date of the meeting. Notice shall include a description of the nature of any proposed Special Resolutions or other special business. If the Notice is for an Annual General Meeting, it shall also include the Treasurer's Report as to financial position of the Society. The report shall contain a balance sheet and an income statement. The non-receipt of Notice by any Member does not invalidate the proceedings of any meeting.
15. **Right to attend.** Every Member is entitled to attend any Annual General Meeting or General Meeting of the Society, including by telephone or electronic means.

16. **Quorum and adjourned meetings.** No business shall be transacted at any meeting of the Society unless a quorum of Members is present. Five (5) of the Members shall constitute a quorum. If within a half hour from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until such a time and place as a majority of the Members then present shall determine. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the members present shall be given a quorum only for the purpose of winding up the Society, otherwise such meeting is dissolved.
17. **Voting.** Each Member (or in the case of an organization, its representative) is entitled to one vote at any Annual General Meeting or General Meeting of the Society. There shall be no proxy voting. Votes shall be cast personally or by electronic means prior to or during the scheduled meeting time, or in the case of organizations, by a representative appointed by the Member organization. The appointment of a representative shall be in writing, available for inspection by Directors.
18. **Approval.** All business of the Members shall be carried out by resolution with approval by simple majority of such Members as are present, except for business requiring approval by Special Resolution which shall be approved by not less than $\frac{3}{4}$ of such Members as are present. In the event of an equality of votes on any motion, such motion fails. Failed motions may be brought forward at another meeting at a later date.
19. **Special Resolutions.** The following business shall be conducted only if approved by Special Resolution:
- a. The amendment or repeal of any of these Bylaws or the Articles of Incorporation, with effect only upon approval by the Registrar;
 - b. The sale, mortgage, lease or other disposal of the property or undertakings of the Society;
 - c. The borrowing of money;
 - d. The provision of security for the guarantee of performance of obligations or contracts of any person, such that the whole or any part of the property of the Society is charged;
 - e. A change in the name of the Society (with the approval of the Registrar);
 - f. Removal of a Director and appointment of his/her successor by the Members;
 - g. And other such things as required under the Act.

Board of Directors

20. **Composition.** The Board of Directors shall consist of between 5 and 13 individuals. At least one of the directors shall be from the African Nova Scotian community and one from the Indigenous community.

21. **Term.** Directors are elected to two year terms, with one-half of the Directors elected each year. All Directors shall retire from office at the dissolution of the Annual General Meeting at which their successors are elected. All retiring Directors are eligible for re-election.
22. **Eligibility.** To be eligible for election to the Board of Directors, and individual must:
- a. Be a Member in good standing;
 - b. Consent to such election.
23. **Election.** The Board of Directors shall be appointed at the Annual General Meeting.
24. **Remuneration.** No person on the Board of Directors shall receive remuneration for the performance of his or her duties, provided however that a Director may be paid by the Society for reasonable expenses incurred during the performance of his or her duties.
25. **Powers and duties.** The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these Bylaws or otherwise expressly conferred upon them, may exercise all such powers and do all such things as may be exercised or done by the Society and are not hereby or by the Act expressly directed or required to be exercised or done by the Society (through its Members) at an Annual General Meeting or General Meeting.
26. **Personnel.** The Board of Directors shall have the power to engage an Executive Director and other staff persons, and to determine the responsibilities and remuneration of such personnel from time to time.
27. **Committees.** The Directors shall have the power to establish various committees as they see fit.
28. **Conflict of Interest.** Any Director that has, or could reasonably be seen to have, a conflict of interest shall declare the conflict. The declaration shall be made to the Members:
- a. Upon engaging in the election process; or
 - b. If already serving as a Director, when the possibility of the conflict is realized.
- A conflict of interest does not prevent a Member from serving as a Director provided that he or she does not participate in decision making on matters pertaining to the conflict and record of such should be recorded in the minutes.
29. **Resignation and Exclusion.** A Director may resign in writing to the Board of Directors. If any Director fails to attend, without sending regrets within 24 hours of the scheduled meeting time, 3 Board meetings of which he or she has been duly notified, or if such Director ceases to be a

Member of the Society, his or her office shall be declared vacant by resolution of the Board. Members may also remove a Director by Special Resolution.

30. **Vacancy.** If a vacancy occurs on the Board of Directors, including by reason of a leave of absence approved by the Board, the Directors may appoint a Member to fill the vacancy until the next Annual General Meeting.

Director's Meetings

31. **Frequency.** The Directors shall meet as often as the business of the Society may require but no less than 6 times per calendar year.
32. **Calling a Directors Meeting.** The Chair or any two Directors may call a meeting of the Board at any time.
33. **Notice.** Directors shall be given Notice of the time, date and location of any Board of Directors meeting no later than 7 days prior to the meeting date. The non-receipt of notice by any Director does not invalidate the proceedings. The Board may unanimously approve the waiver of notice for Director's Meeting. A meeting of the Board of Directors may be held at the close of any Annual General Meeting or General Meeting.
34. **Quorum and Adjournment of Meetings.** At all Board of Directors Meetings, 5 Directors constitutes quorum. Directors may participate by telephone or electronically. If within a half hour from the time appointed for the meeting a quorum is not present, the meeting shall be dissolved and in any other case it shall stand adjourned until the same day 14 days later at the same time and place, unless otherwise determined by the Chair. If, at the adjourned meeting, a quorum is not present within half an hour from the time appointed for the meeting, the Directors present shall be a quorum and shall proceed to transact the business for which the meeting was called.
35. **Voting.** Each Director shall have 1 vote at meetings of the Board. Votes may be cast either personally or by electronic means prior to or during the scheduled meeting time.
36. **Resolutions of the Board of Directors.** All decisions of the Board shall be made by resolution with approval by simple majority. In the event of an equality of votes at any meeting, the motion fails. Failed motions may be brought forward at a meeting at a later date.

Meeting Minutes

37. The Secretary or other designated person shall take minutes at each Annual General Meeting, General Meeting, Board of Directors Meeting, and any committee meetings. Such minutes shall be kept in a place provided for the purpose, and shall indicate the following:
- a. The date, start and finish time, and location of the meeting;
 - b. The names and positions of all individuals present at each meeting, including by electronic means;
 - c. Regrets, if any;
 - d. The time of departure of any individuals present at each meeting, if such departure occurs before the conclusion of the meeting;
 - e. Each proposed resolution or Special Resolution, if any;
 - f. The result of such proposed resolution or Special Resolution including the moving and seconding parties, the number of votes in favor of the resolution or Special Resolution, any abstentions, and whether the resolution or Special Resolution is passed;
 - g. Any declared conflicts of interest, if any;
 - h. Any appointments of Officers, Committee Members, or Directors, if any; and
 - i. Any action items for future reporting or discussion.

Right to Inspect

38. The Members may inspect the annual financial statements and minutes of General Meetings and Annual General Meetings at the registered office of the Society with 7 days notice.

Officers

39. The officers of the Association shall constitute the Executive Committee of the Association.
40. The Directors may entrust or confer upon the Executive Committee such of their powers exercisable under these By-Laws as they see fit, and such powers once so conferred shall be in substitution of the powers of the Directors and shall be revocable of variable only if a majority of the Directors concur therein.
41. **Appointment of Officers.** Within 30 days of the Annual General Meeting the Board of Directors shall meet and appoint from their own number at least 3 Officers which shall include a Chairperson, Vice-Chairperson, Secretary and Treasurer (or Secretary-Treasurer). Directors shall also be permitted to appoint any Officer as required to fill a vacancy from time to time.
42. **Chairperson.** The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the Board of Directors from time to time.

43. **Vice-Chairperson.** At the request of the Board of Directors, the Vice-Chairperson shall, subject to any directions, perform the duties of the Chairperson during any absence, illness, or incapacity of the Chairperson or during such periods as the Chairperson may request.
44. **Secretary, Treasurer, or Secretary-Treasurer.** The Secretary or Secretary-Treasurer, as the case may be, shall prepare and keep the minutes in accordance with section 38, keep other relevant books and records, and shall make (or coordinate with the office manager to make), all necessary annual and other filings with the Registrar as required from time to time. Such filings shall include, without limitation, the annual statement, change of directors, and special resolutions. The Treasurer or Secretary-Treasurer, as the case may be, shall have custody of the financial books and records of the Society. The Secretary, Treasurer, as the case may be, shall perform such duties as may be assigned to him/her by the Board of Directors. The Board may also appoint a recording secretary who need not be a Director.
45. **Meeting Chair.** The Chairperson shall preside as Chair at the Annual General Meetings, General Meetings, and Director Meetings. If the Chairperson is not present at the time of any such meeting, the Vice-Chairperson shall preside as Chair. If neither the Chairperson, nor the Vice-Chairperson is present at any such meeting, the Members or Directors present, as applicable, shall choose one of their numbers to act as Chair.
46. **Poll.** At any meeting, unless a poll is demanded by at least 3 Members or Directors, as applicable, a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the Members or Directors, as applicable, voting in favor or against such resolution. If a poll is demanded, the same shall be held in such a manner as the Chair may prescribe.
47. **Signing Authority.** Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the Chairperson, or the Vice-Chairperson and Secretary together, or as otherwise directed by the Board of Directors.
48. **Remuneration.** No person on the Board of Directors shall receive remuneration for the performance of his or her duties, provided however that a Director may be paid by the Society for reasonable expenses incurred during the performance of his or her duties.

Other

49. **Auditor.** An auditor, at the discretion of it the Members, may be appointed at an Annual General Meeting. Should the Members fail to appoint an auditor, the Board of Directors may do so it its discretion.
50. **Corporate Seal.** Upon resolution of the Board of Directors, the Secretary or Secretary-Treasurer, as the case may be, shall affix the seal of the Society to the relevant document.
51. **Corporate indemnification.** Subject to the provisions of the Act, every Director and Officer or his or her heirs, executors and administrators, or estate and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Society, from and against:
- a. All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in our out of any action, suit or proceeding that is brought commended or prosecuted against the Director or Officer, for or in respect of any act, deed, matter or thing whatever, made, done or permitted by the Director or Officer in or about the execution of the duties of his or her office and
 - b. All other costs, charges and expenses that the Director or Officer sustains or incurs in or about or in relation to the affairs thereof.