

## BY-LAWS FOR A NON-PROFIT SOCIETY

### Definitions

1. In these by-laws:
  - (a) "Society" means **Resource Opportunities Centre Community Development Association Serving Prospect Road Area**
  - (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 of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society, such as the annual general meeting.
4. Every member may vote at any members' meeting of the Society.
5. Any member is entitled to hold any office.
6. (a) Member shall mean any individual eighteen (18) years of age or older residing or working in the communities from Goodwood to West Dover who uphold the objects of the Society, and to individuals working or residing outside of these parameters who are actively involved in the community and who upholds the objects of the Society.  
  
(b) Youth member shall mean any individual under eighteen (18) years of age residing or working in the communities from Goodwood to West Dover, and to youth working or residing outside of these parameters who are actively involved in the community and who upholds the objects of the Society. Youth members will have limited voting privileges granted as per the discretion of the board, and shall not hold office.
7. Membership in the Society is not transferable.
8. Membership in the Society shall cease:
  - (a) upon death, or
  - (b) if the member resigns by written notice to the Society, or

- (c) if the member ceases to qualify for membership in accordance with these by-laws, or
  - (d) if, 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, the Member's membership in the Society has been terminated.
9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
10. No funds of the Society shall be paid to or be available for the personal benefit of any member

## Members' Meetings

11. Every member shall have one vote and no more and there shall not be proxy voting.
12. A general or special meeting of the members may be held at any time and shall be called:
- (a) if requested by the chair, or
  - (b) if requested by a majority of the directors, or
  - (c) if requested in writing by 10 of the members.
13. Notice to members is required for general or special meetings. Seven days' notice of an extraordinary general meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be posted on the Society website or transmitted through such other electronic means as the Board of Directors sees fit. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
14. An annual general meeting shall be held within three months after every fiscal year end. Thirty days' notice of an annual general meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be posted on the Society website or transmitted through such other electronic means as the Board of Directors sees fit. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
15. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- (a) minutes of previous annual general meeting,
  - (b) consideration of the annual report of the directors,
  - (c) consideration of the financial statements, including balance sheet and Operating statement and the report of the Auditor, if applicable,
  - (d) election of directors for the ensuing year,
  - (e) appointment of Auditor, if required by a majority of members present.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business.

16. Quorum shall consist of 10 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17. (a) If a meeting is convened as per by-law 12(a) or 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 a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purposes of winding up the Society.  
  
(b) If a meeting is convened 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.
18. The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes, the motion shall be lost.
20. 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.
21. 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 members. If a poll is demanded it shall be held by secret ballot.

## Directors

22. Any member of the society, provided they are not immediate family of a current employee of the organization, is eligible to be elected as a director. Immediate family is defined as 'Immediate family' is defined as parent/parent-in-law, spouse, sibling, child, grandparent, aunt/uncle or anyone residing in the same household.
23. The number of directors shall be 5 - 15. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
24. Directors shall retire from office at the end of each annual general meeting in the year their term ends, and at which their successors are elected. Retiring directors shall be eligible for re-election, with no limit to successive terms. Directors shall be elected to three-year terms.
25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated 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, by a majority vote of the directors.
26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

27. The management of the Society is the responsibility of the directors. In particular, the directors shall engage an Executive Director and determine his/her duties, responsibilities and remuneration.
28. The directors may appoint an executive committee and other committees as they see fit.
29. 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 of directors
  - (a) upon nomination, and
  - (b) if serving as a director, when the possibility of a conflict is realized
  - (c) to the general membership at the annual general meeting.
30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest. A majority of the board of directors may also determine that there is a conflict of interest on the part of any director and require that director to withdraw from decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

## Directors' Meetings

31. The board of directors shall meet no less than 6 times each year, or as often as the business of the Society may require and shall be called by the Secretary.
32. 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 e-mail or telephone,
  - (d) the non-receipt of notice by any director shall not invalidate the proceedings.
  - (e) Notice can be waived for board meetings with the unanimous approval of the Board.
33. Quorum shall consist of 50% plus 1 of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
34. The Chair or, in his/her absence, the Vice-Chair or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board for that particular meeting.
35. Voting of the members shall be by consensus. If consensus cannot be achieved at the meeting then decision making will be by majority vote. In the case of an equality of votes the Chair shall cast the deciding vote.

## Officers

36. The officers shall be elected by the directors and shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
37. One of the officers shall be the Chair. The Chair shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
38. One of the officers shall be the Vice-Chair. The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, or when the Chair may request him/her to do so.
39. One of the officers shall be the Secretary. The Secretary shall:
  - (a) have responsibility for the recording, preparation and custody of all books and records including:
    1. the minutes of members' meetings,
    2. the minutes of directors' meetings, and
    3. filing the annual requirements with the office of the Registrar, and
  - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
  - (c) file with the Registrar:
    1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
    2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - (d) have other duties as assigned by the board.
40. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the review and oversight of all financial books and records of the Society, and carry out all other duties as assigned by the board.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
42. In the event that a director misses three consecutive meetings of the Board without just cause and notice, they shall cease to be a director and shall be contacted by the Chair or Vice-Chair.

## Finance

43. The fiscal year end of the Society shall be the last day of March.
44. The directors shall present to the members a written report on the financial position of the Society at the annual general meeting. The report shall be in the form of:
  - (a) a balance sheet showing its assets, liabilities and equity, and
  - (b) a statement of its income and expenditure in the preceding fiscal year.
45. A copy of the financial report shall be signed by the auditor or by two directors.
46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
47. A qualified auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
48. The Society may only borrow money as approved by a special resolution of the members.
49. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with two week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within one week prior to the annual general meeting at the registered office of the Society.
50. 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.
51. The Society shall not make loans, guarantee loans or advance funds to any director.