

Proposed By-Laws

1. DEFINITIONS OF TERMS USED IN THESE BY-LAWS

- 1.1 “**Act**” means the *Societies Act of Nova Scotia* as amended from time to time;
- 1.2 “**Association**” means the Southwest Nova Pride Association;
- 1.3 “**Board**” means the board of directors of the Association;
- 1.4 “**Registrar**” means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*;
- 1.5 “**By-laws**” means these by-laws and any other by-laws of the Association as amended from time to time and which are in force and effect;
- 1.6 “**Ordinary resolution**” means a resolution passed by more than one-half ($\frac{1}{2}$) of the votes cast on that resolution;
- 1.7 “**Special resolution**” means a resolution passed by not less than three-fourths ($\frac{3}{4}$) of the votes cast on that resolution;
- 1.8 “**Meeting of the members**” means an Annual General Meeting of the members or a General or Special Meeting of Members;
- 1.9 “**Member**” means a member of the Association;
- 1.10 “**Director**” means a member of the Board;
- 1.11 “**Register**” means the register of the members;
- 1.12 “**Administrative year**” means the period of time between Annual General Meetings of the members;
- 1.13 “**Object(s) of the Association**” means the purpose(s), value(s) and goal(s) of the Association.

2. INTERPRETATION OF THESE BY-LAWS

- 2.1** In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust, and unincorporated organization.
- 2.2** Other than as specified in article 2.1 above, words and expressions defined in the *Act* have the same meanings when used in these by-laws.

3. CONFLICTS WITH THE ACT

If there is a conflict between any of these by-laws and the Act, or between any of these by-laws and any other applicable law, the Act or other applicable law shall prevail.

4. CORPORATE SEAL

The Association may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Association shall be the custodian of the corporate seal.

5. EXECUTION OF DOCUMENTS

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Association shall be signed by only the Chair or Vice-Chair as prescribed by resolution of the Board. In addition, the Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed. Any person authorized to sign any document as identified above may affix the corporate seal (if any) to the document. Any authorized signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Association to be a true copy thereof.

6. AMENDMENT OF BY-LAWS

The members may repeal, amend, or add to these by-laws by special resolution. No by-law or amendment to by-laws shall take effect until it is first approved by an acceptable quorum at the Annual General Meeting or, if circumstances require, at a Special or General Meeting of Members and then shall be approved by the Registrar.

7. BOOKS AND RECORDS

- 7.1** The directors shall see that all necessary books and records of the Association required by the by-laws, by the *Act*, or by any other applicable laws are regularly and properly kept.
- 7.2** The members may inspect the annual financial statements and minutes of members' and directors' meetings at a mutually agreed upon location with one week's notice.
- 7.3** All other books and records may be inspected by any member at any reasonable time within two (2) days prior to the Annual General Meeting at a mutually agreed upon location.

8. MEMBERSHIP

- 8.1** The membership of the Association shall consist of such individuals whose application for admission to the membership has received the approval of the Board of Directors, in its sole discretion.

The name of each member shall be entered into the register. Each member has a right to privacy with respect to the personal information they provide to the Association. The register shall be maintained at the registered office of the Association. The Association shall in good faith make every reasonable effort to ensure that the personal information of all members is maintained securely.

- 8.2** Individuals are eligible for annual membership if they:
- (a) were initially subscribed to the Memorandum of Association as founding members; or
 - (b) were admitted to the membership by those initial subscribers within the first administrative year; or
 - (c) have filled out the official Association membership registration form; and
 - (d) acknowledge, in writing, support for the objects of the Association; and
 - (e) pay an annual fee in an amount, if any, to be determined by the Board; and
 - (f) reside in or have a bona fide community connection to Yarmouth County, Digby County, and/or Shelburne County, Nova Scotia; and
 - (g) self-identify as a member of a minority community based on sexual orientation, gender identity, or gender expression; or do not self-identify as such but support the objects and values of the Association and attend a meeting of members.

Notwithstanding that an individual may have satisfied the eligibility criteria articulated in 8.2, an individual may be denied membership or have their membership revoked if, at the sole discretion of the Board, the individual is deemed to have taken action in opposition to or in violation of the objects, by-laws or policies of the Association.

9. DUTIES OF MEMBERS

- 9.1** Every member shall uphold the Association's Memorandum of Association and comply with the Association's by-laws and its policies.
- 9.2** No funds of the Association shall be paid to, or be available for, the personal benefit of any member.

10. RIGHTS OF MEMBERS

- 10.1** Each member shall be entitled to receive notice of and attend all meetings of members.
- 10.2** Each member shall be entitled to cast a vote on all motions and resolutions considered at meetings of members.
- 10.3** Each member shall be entitled to hold an office of the Association in accordance with the by-laws.
- 10.4** Each member shall be entitled to all other rights and privileges afforded by the Act.

11. ANNUAL MEMBERSHIP

Membership in the Association is not transferable.

12. EXPIRATION OF MEMBERSHIP

All memberships expire immediately prior to the Annual General Meeting. All previously lapsed memberships must be renewed in order for the member to carry voting privileges into the succeeding administrative year.

13. CESSATION OF MEMBERSHIP

- 13.1** A member shall cease to be a member:
 - (a)** upon the death of the member;
 - (b)** upon the resignation of the member; or
 - (c)** upon the failure of the member to meet the qualifications for membership under these by-laws.
- 13.2** A member who violates either the objects, the by-laws or the policies of the Association may have their membership revoked upon written notification by the Board. A decision to revoke membership will be made at a properly-called meeting of the Board (members may attend in-person or connect via a video link).

Notice of the Board regarding membership revocation shall:

- (a) be served upon the member in accordance with the by-laws not less than seven (7) days prior to the Board meeting; and
- (b) set out the grounds for the proposed membership revocation and advise the member of the right to be heard prior to the Board voting on the resolution.

14. RESIGNATION

Members may resign by written notice given to the Secretary of the Association and such resignation shall be effective upon receipt. In the case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by the member to the Association prior to the acceptance of the member's resignation.

15. BOARD OF DIRECTORS

15.1 Number of Directors

Unless otherwise determined by a resolution at a meeting of the members, the number of directors shall not be less than five (5) or more than twelve (12).

15.2 Qualifications

Each director must be a member of the Association and of legal age in Nova Scotia.

15.3 Election and Term

Directors shall be elected by the members at an Annual General Meeting of the Association.

Directors shall hold each term of office for a period of one (1), two (2) or three (3) years terminating at the beginning of the next Annual General Meeting. The determination of term length for each director shall be at the discretion of the Board.

15.4 Vacancies

The directors may appoint at any time one or more additional directors who shall hold office on an interim basis until the next Annual General Meeting, provided that the total number of directors does not exceed the maximum number permitted by these by-laws.

Interim director appointments shall be subject to a confirmation vote at the next Annual General Meeting. Upon confirmation, the new director shall hold office for a term the length of which shall be determined by the Board. If the new director is not confirmed, a different director may be elected at that Annual General Meeting for a term to be determined by the Board.

15.5 Removal

The Board may, by a vote of three-quarters ($\frac{3}{4}$) of the total number of directors, remove any director before the expiration of their term of office.

15.6 Duties and Powers of Directors

The management of the activities of the Association shall be vested in the directors who, in addition to the powers and authorities conferred upon them by these by-laws or otherwise

expressly conferred, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by law expressly directed or required to be exercised or done by the Association in general meeting.

Such directorial duties and powers may include, but are not limited to:

- i. contracting on behalf of the Association;
- ii. making banking and other financial arrangements;
- iii. purchasing insurance with respect to the property, rights and interests of the Association and to indemnify the Association, its members, directors and officers from any claims, damages, losses or costs arising from or related to the affairs of the Association;
- iv. making any changes to the Association's organizational structure; and
- v. determining the Association's strategic priorities and direction.

No individual director shall have any authority to act on behalf of the Board or the Association with respect to the transaction of the affairs of the Association except as provided for in the by-laws or by resolution of the Board.

The directors shall have the authority to appoint committees, including an executive committee, to determine the terms of reference of such committees, and to appoint the Chairperson of each such committee.

Committees so appointed shall have the power to establish their own procedures in conformance with the by-laws and the Act

and will sit at the pleasure of the Board and have such powers and authority as delegated to them by the Board.

15.7 Accountability of the Board of Directors

In performing their duties, the Board of Directors shall always strive to act in the best interests of the Association. This inherently implies acting in the best interests of and being accountable to the members of the Association. In addition, the scope of that accountability must extend to other Association stakeholders including regulators, accreditation bodies, local administrators and community partners.

Successfully meeting the challenges of Association accountability is an ongoing and multi-faceted responsibility. The Board shall show vigilance and consistency in exercising accountability across a wide variety of domains including, but not limited to:

- (a)** Being transparent and responsible for decisions made and actions taken;
- (b)** Being open, honest, fair and balanced in reporting;
- (c)** Implementing and maintaining appropriate systems, processes and protocols that promote effective communication and information gathering, conflict resolution and prudent risk management;
- (d)** Fostering a climate of respect for the input and opinions of all members; and
- (e)** Safeguarding member privacy with respect to the personal information they provide and maintaining confidentiality with respect to other sensitive information entrusted to the Association including that which is communicated at Board and Members' Meetings.

15.8 Conflict of Interest

- (a) Directors who have, or could reasonably be seen to have, a conflict of interest are duty-bound to declare this interest. Should a member be aware of a potential conflict of interest at the time of their nomination for director at the Annual General Meeting, they shall notify all members in attendance of this potential prior to completion of the election process.

Subsequent to their election, should a director identify a potential conflict of interest in the course of conducting Association business (for example after reviewing the agenda of an upcoming meeting), they shall declare the potential to the Board members at the meeting where the agenda item is to be addressed.

- (b) A conflict of interest does not prevent a member from serving as a director provided that the member withdraws from the discussion and the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

15.9 Remuneration

Directors shall serve without remuneration, but may, at the discretion of the Board, be entitled to reimbursement for any expenses incurred in connection with Association affairs. Reimbursement shall be contingent upon prior approval for the expenses from the Board and submission of proof of such expenses.

15.10 List

The Association shall file with the Registrar with its annual financial statements a list of its directors, with their addresses, occupations, and dates of appointment or election, and shall within fourteen (14) days of a change of directors notify the Registrar of the change.

16. OFFICERS OF THE BOARD

16.1 Officers

- (a)** The directors shall elect annually a Chair, a Vice-Chair, a Treasurer and a Secretary from among the members of the Board.
- (b)** No person may be elected to hold more than one (1) office.
- (c)** Should there be an inadequate number of eligible Board members to hold all officer roles due to unforeseeable circumstances, a director may temporarily hold more than one office until such time as a new officer is formally elected to hold that role.

16.2 Duties of the Officers

The duties of the officers shall be as follows:

- (a) CHAIR:** The Chair shall have the general supervision of the activities of the Association, be responsible for the effectiveness of the Board, and shall perform such duties as may be assigned to the Chair by the directors from time to time. The Chair shall be the presiding officer of the Association.

- (b) **VICE-CHAIR:** In the absence, illness or incapacity of the Chair, or during such period as the Chair may request the Vice-Chair to do so, the Vice-Chair shall perform the duties of the Chair and shall perform such duties as may be assigned to the Vice-Chair by the directors from time to time.
- (c) **TREASURER:** The Treasurer shall be responsible for ensuring that the accounts, financial statements, and all financial matters are in good order, shall submit the financial statements of the Association annually to the members, and shall perform such duties as may be assigned to the Treasurer by the directors from time to time.
- (d) **SECRETARY:** The Secretary shall have charge of all records of the Association, shall be responsible for ensuring any required filings are submitted to the Registrar, shall maintain the Register, and shall prepare or cause to be prepared a record of all meetings of the members and of the directors. The seal of the Society, if any, shall be in the custody of the Secretary and may be affixed to any document upon resolution of the directors.

17. MEETINGS OF THE BOARD

17.1 Time and Place

- (a) Meetings of the Board shall be held as often as the business of the Association may require and shall be called by the Secretary or by any two (2) other directors.
- (b) The Board shall meet no less than four (4) times each administrative year.
- (c) Board Meetings are not routinely open to the general membership or members of the public. In its discretion

however, the Board may invite other stakeholders to attend specific Board Meetings.

17.2 Notice

- (a) Notice of all meetings of the Board, specifying the time and place thereof, shall be given either orally, electronically or in writing to each director at least five (5) calendar days before the meeting is to take place.
- (b) Notice can be waived for board meetings with the unanimous approval of the Board.
- (c) The non-receipt of any notice by any director shall not invalidate the proceedings at any meeting of the Board.
- (d) A meeting of the Board may be held without notice, immediately following the Annual General Meeting or any other membership meeting.

17.3 Quorum (for Board Meetings)

No business shall be transacted at any meeting of the Board unless at least a majority in number of the directors are present at the commencement of such business.

17.4 Chairing of Meetings

The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present, shall preside as Chairperson at each meeting of the Board.

17.5 Voting

- (a) Each duly elected director shall be entitled to one (1) vote on each question to be decided by the Board.
- (b) At all meetings of the Board, every question shall be treated as an ordinary resolution, unless these by-laws require a special resolution.

- (c) All votes at any meeting of the Board shall be taken by ballot if so demanded by any director. If no demand is made, the vote shall be taken the usual way by assent or dissent.
- (d) Unless a poll is requested, a declaration by the Chairperson 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 in favour of or against such resolution.

17.6 Attendance

- (a) Directors are expected to attend all meetings. Should a director be absent for three (3) consecutive meetings, the director can be removed from office in accordance with Article 15.5 above. In rendering a decision as to the potential removal of a director under the above-named circumstances, the Board will consider among other things the reason, if any, provided for the absences and any effort made by the director to advise the Board in advance of the absences.
- (b) A director may participate in a meeting of the Board or a committee by telephone or other communications facilities that permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at that meeting.

18. MEETINGS OF THE MEMBERS

18.1 Chairing of Meetings

The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present, shall preside as Chairperson at each meeting of the Board.

18.2 Annual General Meeting

- (a)** The Annual General Meeting of the Association shall be held within three (3) months after every fiscal year end.
- (b)** At the Annual General Meeting of the Association, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
 - (i)** review and approval of the minutes of the preceding annual general meeting;
 - (ii)** consideration of the annual reports of the directors;
 - (iii)** consideration of the annual financial report of the Association, including balance sheet, operating statement, and the report of the Treasurer;
 - (iv)** appointment of an auditor, if any, for the ensuing year; and
 - (v)** election of directors;

Ideally, the approval of any proposed revisions to Association by-laws will also be dealt with at the Annual General Meeting but may also be addressed at a Special Meeting of Members as dictated by circumstances or urgencies.

- (c)** Every member, subject to article **10.2** above, shall have one (1) vote and no more and there shall be no proxy voting.
- (d)** Notice to members is required for the Annual General Meeting. The notice must:
 - (i)** specify the date, place and time of the meeting;
 - (ii)** be given to the members at least thirty (30) days prior to the meeting;

- (iii) be given to the members by newsletter, newspaper, television, radio, email, telephone, fax, social media, and/or other electronic means; and
 - (iv) specify the intention to propose a special resolution.
- (e) The non-receipt of notice by any member shall not invalidate the proceedings.

18.3 Matters for Voting at an Annual General Meeting

The following matters shall be voted upon at an Annual General Meeting:

- (a) Motions arising out of the ordinary business of the Annual General Meeting; and
- (b) Resolutions and motions arising out of the special business of the Annual General Meeting.

18.4 General and Special Meetings

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 not less than one-half (1/2) of the members.

Notice to members is required for General or Special meetings. The notice must:

- (i) specify the date, place and time of the meeting;
- (ii) be given to the members at least seven (7) days prior to the meeting;
- (iii) be given to the members by newsletter, newspaper, television, radio, email, telephone, fax, social media, and/or other electronic means; and

- (iv) specify the nature of business, such as the intention to propose a special resolution

The non-receipt of notice by any member shall not invalidate the proceedings.

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.

18.5 Quorum (for Meetings of Members)

- (a) Nine (9) members, as recorded in the Register of the Association, shall constitute a quorum for a general or special meeting of the members.
- (b) No business shall be transacted at any meeting of the members unless a quorum is present at the commencement of such business.
- (c) If at any time during a meeting, there ceases to be a quorum of members present, business then in progress must be suspended.
- (d) If, within thirty (30) minutes from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, the meeting shall stand adjourned to such time and place as a majority of the members then present shall direct and, if at such adjourned meeting a quorum of members is not present, it shall be adjourned.

18.6 Voting

- (a) Each member is entitled to vote at a meeting of the members.
- (b) No member shall vote by proxy.
- (c) 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 show of hands or by secret ballot as the Chair may decide.
- (d) The Chair must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

19. FINANCE

19.1 Borrowing

The Association may only borrow money as approved by a special resolution of the members.

19.2 Funds of the Association

- (a) No funds of the Association shall be paid to or be available for the personal benefit of any member.
- (b) The Association shall not make loans, guarantee loans or advance funds to any director.

19.3 Financial Year End

Unless and until otherwise ordered by the Board, the financial year of the Association shall end on the 30th day of November in each year.

19.4 Banking Arrangements

The banking business of the Association shall be transacted at such bank, trust company, or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be

transacted by the Treasurer of the Association and/or other persons as the Board may by resolution from time to time designate, direct, or authorize.

Financial signing authority shall be held by the Treasurer, the Chair and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

19.5 Annual Financial Statement

Within fourteen (14) days after its Annual General Meeting, the Association shall file with the Registrar a statement in the form of a balance sheet showing general particulars of its liabilities and assets, and a statement of its income and expenditure in the preceding year audited and signed by its auditor or, if there is no auditor, by two directors.