



## Memorandum of Association

For a Non-Profit Society

The name of the Society is **“Seniors Association of St. Margaret’s Bay”**

On a volunteer and non-profit basis the objects of the Society are, for seniors living in the greater St. Margaret’s Bay area:

- To provide housing and accommodation options and assistance;
- To research and represent the interests of seniors;
- To promote and participate in the development of wellness living;
- To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society; and,
- To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that:

- The Society shall not carry on any trade, industry, or business;
- All funds shall be used solely for the purposes of the Society and the promotion of its objects; and,
- If the Society is terminated, wound up or dissolved and, after satisfaction of all its debts and liabilities, there remains any property whatsoever, the same shall be paid to some other organization in Canada having objects similar to those of the Society.

The activities of the Society are to be carried on in St. Margaret’s Bay area, NS

The Registered office of the Society is located at: 71 Indian Point Rd., Glen Haven, Nova Scotia, B3Z 2S1.



## By-laws

For a Non-Profit Society

### Definitions

1. In these by-laws:
  - a. "Society" means **Seniors Association of St. Margaret's Bay**
  - 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.
4. Every Member may vote at any Members' meeting of the Society.
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 persons who meet all the following criteria:
  - a. Those who reside in the geographic area of *St. Margaret's Bay, Nova Scotia* or are invited in writing by the Directors to be a Member if they happen to reside outside of the St. Margaret's Bay area;
  - b. Members must complete an application that requires continued support of objectives of the Society;
  - c. Membership must be approved by the Board or their designate(s) and recorded in the Register of Members;
  - d. Payment of annual dues in an amount to be determined by the Board of Directors of the Society. The annual dues for a Member may be waived by the President of the Society in exceptional circumstances;
  - e. Upon payment of dues, Membership in the Society is for the Calendar Year;
  - f. The grace Period for late payment of dues is extended to the last day of February of the next Calendar Year;
  - g. If dues are unpaid after the grace period then the Member status becomes Not-in-Good-Standing (NIGS):
    - i. If a NIGS Member pays by end of year, then Membership reverts to in-Good-Standing;
    - ii. NIGS persons are not considered for the purposes of AGM or SGM quorums and cannot vote;
    - iii. NIGS persons can still attend events and participate in activities that do not require paid Membership; and,



- iv. If still unpaid after the end of the next calendar year, then deemed no longer a Member; and,
    - h. Former Members must go through the same application process as a potential new Member.
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 approved by the NS Registry of Joint Stocks.
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, subject to By-law 6, shall have one vote and no more, and there shall not be proxy voting.
12. A Special General 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 a minimum of 20 Members.
13. A Notice to Members is required for a Special General Meeting. The notice must:
  - a. Specify the date, place and time of the meeting;
  - b. Be given to the Members seven (7) days prior to the meeting;
  - c. Be given to the Members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means;
  - d. Specify the nature of business, such as the intention to propose a special resolution; and,
  - e. The non-receipt of notice by any Member shall not invalidate the proceedings.
14. The Annual General Meeting shall be held within three (3) months after every fiscal year end, and 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, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means;
  - d. Specify the intention 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, and all other business transacted shall be deemed special 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;
  - d. The appointment of auditors for the ensuing year; and,
  - e. Election of Directors.
16. Quorum shall consist of a minimum of 20 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. If a Special General Meeting is convened:
  - a. 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 purpose of winding up the Society.
  - 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.
18. The President, or in his/her absence, the Vice-President, 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 show of hands or by secret ballot as the Chair may decide.

## **Directors**

22. Any Member of the Society shall be eligible to be elected a Director of the Society and a Director of the Society shall be a Member.
23. The number of Directors shall be not less than 5, and not more than 10. The Immediate Past President may, at his/her option, be a Director ex officio.
24. Two Directors shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring Directors shall be eligible for re-election. Directors shall be elected to two year terms, with two Directors retiring each year on a rotating basis.



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.
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 may engage a General Manager, 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 Members:
  - a. Upon nomination; and,
  - b. If serving as a Director, when the possibility of a conflict is realized.
30. 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.

## **Directors' Meetings**

31. The Board of Directors shall meet no less than 2 times each year.
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 newsletters, radio, public bulletin Boards, e-mail, telephone, fax and/or other electronic means;
  - 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.
33. Quorum shall consist of 50% plus one of the current 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 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 Board.
35. At Directors' meetings, where there is an equality of votes the motion shall be lost.



## Officers

36. The Officers shall be elected by the Directors, and shall be a President, a Vice-President, a Treasurer and a Corporate Secretary, and any other Officers as determined from time to time by the Directors. The offices of Treasurer and Corporate Secretary may be combined.
37. One of the Officers shall be the President. The President 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-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
39. One of the Officers shall be the Corporate Secretary. The Corporate Secretary shall:
  - a. Have responsibility for the preparation and custody of all books and records including:
    - i. The minutes of Members' meetings;
    - ii. The minutes of Directors' meetings;
    - iii. The Register of Members; and,
    - iv. Filing the annual requirements with the office of the Registrar;
  - 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:
    - i. Within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election; and,
    - ii. 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. The Directors may also appoint a Recording Secretary, who need not be a Director, responsible for taking minutes of all Board and Members' meetings.
41. One of the Officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the Board.
42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by a resolution of the Board of Directors.



## Finance

43. The fiscal year end of the Society shall be the last day of November.
44. The Directors shall annually present to the Members a written report on the financial position of the Society. 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 the Annual General Meeting.
47. An 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 one week's notice. All other books and records of the Society may be inspected by any Member at any reasonable time within two days 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.