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BY-LAWS  
OF  
SENIORS ASSOCIATION OF  
ST. MARGARET'S BAY

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## **By-Law I -- NAME**

- 1.1** The society shall be known as “Seniors Association of St. Margaret’s Bay”, herein referred to as the Association.

## **By-Law 2 -- DEFINITIONS**

- Throughout these By-Laws the masculine includes the feminine and neuter, and the neuter includes the masculine and feminine, and the singular includes the plural and the plural includes the singular, whenever the context requires or permits.
- Wherever used in these By-Laws the word "member" shall be deemed to include, where the context permits, any individual registered with the Association.
- “Member in good standing” means a member who has paid his annual membership fees which are due each year on November 1.
- “Society” means a society incorporated under the Nova Scotia Societies Act.
- “Special resolution” means a resolution passed by not less than three fourths (3/4) of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- “Regulation” means an authoritative rule or set of rules dealing with details or procedure.

## **BY-LAW 3 -- GEOGRAPHICAL BOUNDARIES**

- 3.1** The boundaries of the Association shall coincide with the boundaries of District 13 of the Halifax Regional Municipality. However, as per By-Law 4.1, the Board of Directors may, by three-quarter (3/4) majority vote, a quorum being present, admit a person to membership who resides outside of the Association’s boundaries.

## **By-Law 4 -- MEMBERSHIP and MEMBERS’ RIGHTS**

- 4.1** Any person wishing to become a member must complete an application for membership, reside within the geographical boundaries of the Association as described in By-Law 3.1 and have attained the age of majority as defined by the Nova Scotia Age of Majority Act. The Board of Directors may however, by three-quarter (3/4) majority vote a quorum being present, admit any person to membership.
- 4.2** All applications for membership and annual membership renewals must be approved by the Board of Directors or their designate(s) and recorded in the Register of Members.
- 4.3** Membership in the Association implies acceptance of its objects, its regulations, and the lawful decisions of its directors and governing authority.
- 4.4** Membership in the Association shall cease:
- Upon death, or
  - if the member resigns by written notice to the Association, or
  - if the member ceases to qualify for membership in of the Association in accordance with these By-Laws, or
  - if, by vote of the majority of the members of the Association at a meeting duly called and for which notice of the proposed action has been given, the member’s membership in the Association has been terminated.

- 4.5 Members in good standing shall be entitled to one vote at annual and general meetings.
- 4.6 The members may, by *Special Resolution*, remove any Director and appoint another person to complete the term of office.
- 4.7 Any member may inspect the annual financial statements, the minutes of members' meetings, the minutes of Board of Directors' meetings and the membership register, under supervision, during normal working hours, at the Association office located at Unit 1 - 5229 St. Margaret's Bay Road, Upper Tantallon, N.S., B3Z 4R9 with one week's written notice to the Secretary.
- 4.8 Every member is entitled to attend all members' meetings of the Association.
- 4.9 Members may attend Board of Directors' meetings at the discretion of the Board of Directors and may partake in the discussions but will not have voting rights.
- 4.10 The membership period shall coincide with the calendar year.

#### **BY-LAW 5... FEES**

- 5.1 An Association membership fee may be assessed by the Board of Directors based on budget requirements. At the discretion of the Board of Directors, the Association membership fee may be waived for any member.

#### **By-Law 6 -- ORGANIZATIONAL STRUCTURE**

- 6.1 There shall be no fewer than five (5) and no more than twelve (12) directors of the Association who shall be elected or appointed (within the context of acclaimed), each year at the AGM.
- 6.2 The business and affairs of the Association shall be administered by the Board of Directors who shall govern in a manner consistent with the Memorandum of Association and By-Laws.
- 6.3 The presiding officer of the association shall be the President.

#### **BY-LAW 7 -- ELECTION of DIRECTORS**

- 7.1 The Directors of the Association as specified in By-Law 6 shall be elected or appointed (within the context of acclaimed) excluding the immediate Past President who gains office by succession, annually at the AGM.
- 7.2 Full or part time employees of the Association or those under contract to or receiving an honorarium from the Association shall not be eligible for election or appointment (acclamation) as a Director of the Association.
- 7.3 Only members in good standing shall be eligible for election or appointment (acclamation) as a Director of the Association.
- 7.4 The term of office for Director positions shall be for two years and only members in good standing as are present in person at the AGM may nominate a member to a Director position.
- 7.5 If a Director resigns his position or ceases to be a member of the Association during his term of office, his office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term from among the members by a majority vote of the Board of Directors.

## **BY-LAW 8 -- CONFLICT of INTEREST**

- 8.1** A conflict of interest shall exist when a Director or employee of the Association has a financial interest by reason of ownership of, control of, or the exercise of power over any interest in any corporation, company, association, or firm, partnership, proprietorship, or any other business entity of any kind or character which is uniquely affected by proposed or pending decisions of the Board. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Association.

## **BY-LAW 9 --MEETINGS, DUTIES and POWERS of the BOARD of DIRECTORS**

- 9.1** The affairs of the Association shall be managed by the Board of Directors. The Board of Directors shall normally be chaired by the President and shall consist of the following officers who shall be elected by the Board members at the first meeting of the Board of Directors after the AGM:
- President
  - Vice President
  - Chief Financial Officer
  - Secretary
- 9.2** A quorum at all regular and special meetings of the Board of Directors shall be one-half (1/2) of the serving Directors plus one (1).
- 9.3** Unless otherwise stated herein, motions shall be decided on the basis of a majority vote of those present;
- 9.4** The President, or in his absence, the Vice-President, or in the absence of them both, any member elected by the majority of those present, shall preside as Chair at Board of Directors' meetings.
- 9.5** At least four Board of Directors meetings, one in each quarter, shall be held during the fiscal year as deemed appropriate by the President.
- 9.6** The Board of Directors shall have the power and/or responsibility, in addition to its powers and/or responsibilities elsewhere contained, to formulate and prepare recommendations, alterations and amendments to the By-Laws for the government of the Association, which shall not be inconsistent with the scope and provisions of its Memorandum of Association, and in general, to make rulings or decisions on any matter brought before it;
- 9.7** The Board of Directors shall have the authority to establish committees, define their terms of reference and determine the participants;
- 9.8** The Board of Directors shall regulate the financing of the Association by establishing the yearly fees for membership and all other activities under the direct control of the Association;
- 9.9** The Board of Directors shall authorize expenditures in its own right, establish reserves to meet anticipated financial requirements and examine any question arising out of the finances of the Association;
- 9.10** The Board of Directors shall approve the creation of non-voting staff positions, vest in them the powers and authorities deemed essential to carry out their responsibilities and establish a rate of remuneration for their work;
- 9.11** The Board of Directors shall respond to all questions arising from emergencies or the conduct of the Association's affairs, not covered elsewhere in these By-Laws;
- 9.12** The Board of Directors shall have the authority to appoint *Advisors* or an *Advisory Group* to provide guidance to the Board or to fulfill a specific need or perform an explicit task. *Advisors* or an *Advisory Group* may, with the consent of the Board, attend and participate in meetings of the Board of Directors but do not enjoy the powers of a Board member when in attendance.

- 9.13** All members of the Board of Directors may introduce, amend, second, participate in the discussion of and vote on motions.
- 9.14** No officer shall sit on the Board of Directors in dual or multiple capacities.
- 9.15** The Board of Directors shall have the authority to make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and may exercise all such other powers and do all such other acts and things as the Association is by its character or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Board of Directors is expressly empowered in accordance with the nature of their position, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of rights, warrants, options and other securities and any other property, real or personal, tangible or intangible, or any right or interest therein owned by the Association, for such consideration and upon such terms and conditions as they may deem advisable.
- 9.16** The Board of Directors may adopt, amend, or repeal by majority resolution such regulations, operating policies and rules that are consistent with the By-Laws of the Association relating to such matters as terms of reference of committees, duties of officers, Board code of conduct, and conflict of interest as well as procedural and other requirements relating to the day-to-day operation of the Association. Any regulation, operating policy or rule adopted by the Board will continue to have force and effect until amended, repealed or replaced by a subsequent resolution of the Board.
- 9.17** A Director may participate in a Board meeting by teleconference, videoconference or any other electronic means approved by the Board. Any Director so participating is deemed for the purposes of these By-Laws to be present at the meeting.

## **BY-LAW 10 -- DUTIES and POWERS of the OFFICERS**

### **10.1 President**

The President shall:

- chair all annual, general, and Board of Directors meetings of the Association;
- generally, perform the duties usual to the office of President, and may at his discretion, participate in any meeting of the Association or any of its committees and must call a meeting at the written request of at least one half (1/2) of the members of the Board;
- the President shall be an ex officio, non-voting member of any Association Standing Committee;
- exercise, in addition to his own powers conferred upon him by these By-Laws, all duties and powers of the Board of Directors when it is impossible for the President to obtain a vote of his Board of Directors in case of an emergency, it being understood that such actions as may have been taken be referred to the Board of Directors as soon as possible for approval or rejection at the next regular or special meeting of the Board of Directors;
- be one of the primary cheque signing officers;
- sign all contracts, engagements, leases or other documents on behalf of the Association that commit Association funds or establish a liability.

## **10.2 Vice President**

In the temporary absence of the President, the Vice President shall:

- have all the powers to perform all the duties of the President;
- be one of the cheque signing officers.

## **10.3 Chief Financial Officer**

The Chief Financial officer shall:

- in the temporary absence of the President and Vice President have all the powers to perform all the duties of the President;
- have controllership duties - responsible for presenting and reporting accurate and timely financial information;
- have treasury duties – responsible for the Association’s present financial condition including formulating and recommending an investment strategy for the Association’s money, taking into consideration risk and liquidity;
- have supervision duties – responsible for:
  - Overseeing the accounting process;
  - Monitoring cash balances and cash forecasts;
  - Maintaining appropriate insurance coverage;
  - Ensuring that the Association complies with all legal and regulatory requirements;
  - Ensuring that record keeping meets the requirements of auditors and government agencies;
- develop, implement and monitor reliable financial control systems;
- manage the capital request and budgeting processes;
- be one of the primary cheque signing officers;
- be responsible for having the Association's books and accounts reviewed or audited by a competent accounting firm on an annual basis;
- present to the members at the annual AGM a written report on the financial position of the Association. The report shall be in the form of a balance sheet showing its assets, liabilities and equity, and a statement of its income and expenditure in the preceding fiscal year.
- make a recommendation at the AGM with respect to the type of accounting examination (‘notice to reader’; ‘review’ or ‘audit’) necessary and the firm to carry it out;
- oversee the preparation of the financial statements of all monies received and disbursed and report on the same as determined by the Board of Directors and at the AGM of the membership;
- together with the President, sign all contracts, engagements, leases or other documents on behalf of the Association that commit Association funds or establish a liability;
- have custody of the financial books and records which will be located at Unit 1 - 5229 St. Margaret’s Bay Road, Upper Tantallon, N.S., B3Z 4R9.

## **10.4 Secretary**

The Secretary shall:

- in the temporary absence of the President, the Vice President and the Chief Financial Officer have all the powers to perform all the duties of the President;
- have responsibility for the preparation and filing of all reports and resolutions required by the Nova Scotia Registrar of Joint Stock Companies and shall have custody of the following books and records which will be located at Unit 1 - 5229 St. Margaret’s Bay Road, Upper

Tantallon, N.S., B3Z 4R9:

- the minutes of members' meetings;
- the minutes of directors' meetings,
- the register of members;
- have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors;
- be one of the cheque signing officers;
- file with the Registrar:
  - within fourteen (14) days of their election or appointment a list of directors with their addresses, occupations, and dates of appointment or election;
  - a copy of every *Special Resolution* within fourteen (14) days after the resolution is passed;
  - a signed copy of the financial report within fourteen (14) days after each annual meeting.

## **10.5 Past President**

The Past President shall be a full member of the Board of Directors and provide guidance to the Board on all matters relating to the past conduct of business of the Association.

## **BY-LAW 11 -- FINANCIAL**

- 11.1** All funds shall be used solely for the purpose of the Association and the attainment, delivery or promotion of its objects.
- 11.2** All funds raised, and expenditures incurred, in the name of the Association shall be processed through the CFO and approved books of account following accepted accounting practices and standards.
- 11.3** No funds of the Association shall be paid to or be available for the personal benefit of any member.
- 11.4** A copy of the financial report shall be signed by the President and the CFO.
- 11.5** A signed copy of the financial report shall be filed with the Registrar of the Nova Scotia Registry of Joint Stock Companies within fourteen (14) days of the AGM.
- 11.6** The Association may only borrow money as approved by a *Special Resolution* of the members.
- 11.7** Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or officer may be reimbursed reasonable expenses incurred in the performance of his duties.
- 11.8** The Association shall not make loans, guarantee loans or advance funds to any Director or member.
- 11.9** 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. The banking business or any part of it shall be transacted by the CFO or in his absence, by one of the other three signing officers and/or persons as the Board may by resolution from time to time designate, direct or authorize.



## **By-Law 12 -- FISCAL YEAR**

**12.1** The fiscal year of the Association shall be December 1 to November 30.

## **By-Law 13 -- MEETINGS of the ASSOCIATION**

**13.1** There shall be an Annual General Meeting (AGM) of the Association on or before March 31 each year. The exact date and time shall be decided by the Board of Directors.

**13.2** The order of business at the AGM shall be as follows:

- Call to order
- Roll call
- Number of voting members present and confirmation of quorum
- Determination of  $\frac{3}{4}$  majority
- Adoption of the Minutes of the previous AGM
- Business arising from the prior year's Minutes
- President's remarks
- Presentation of Financial Statements and the CFO's recommendation for the type of financial review
- Officers' reports
- Nomination and Election of Directors
- New Business
- Adjournment

**13.3** Voting shall be on the basis of one vote for each member in good standing present and such vote shall be given personally. The method of voting shall be by show of hands unless a majority of the voting members present decide that the method of voting shall be by some other means.

**13.4** Transition of the new Board of Directors is to occur immediately following the AGM at which time they will elect the officers.

**13.5** A general meeting of the members may be held at any time and shall be called:

- if requested by the President, or
- if requested by a majority of the Board of Directors, or
- if requested in writing by half of the members.

**13.6** No annual or general meeting shall be constituted without a quorum of at least twenty (20) of the Association's members in good standing as are present in person. The President, or in his absence, the Vice-President, or in the absence of them both, any member elected by the majority of those present, shall preside as Chair at members' meetings.

**13.7** Notice of all annual and general meetings must be communicated in the Association's Newsletter and posted on the Association's website at least twenty-one (21) days prior to the date of such meetings.

**13.8** At all meetings of members, every question shall be decided by a show of hands, unless a poll on the question is required by the Chair or requested by any member. Whenever a vote by a show of hands has been taken, a declaration by the Chair that the resolution has been carried or defeated shall be made.

**13.9** If at any meeting, a secret ballot is requested by a member in good standing it shall be taken as directed by the Chair and the result shall be deemed to be the resolution of the meeting. A request for a secret ballot may be withdrawn at any time prior to its taking. If secret ballots are utilized at any meeting, the ballots are to be destroyed following the completion of the meeting.

- 13.10** Any questions of procedures at or for any meetings of the Association which have not been provided for in the By-Laws shall be determined by the Chair of the meeting in accordance with the most current edition of *Robert's Rules of Order*.

#### **By-Law 14 -- AMENDMENTS**

- 14.1** These By-Laws may only be amended or repealed by *Special Resolution* at the AGM of the Association or at a general meeting of the membership specifically called for this purpose, and then may only be amended by a three-quarter (3/4) majority and affirmative vote of such members entitled to vote as are present in person.
- 14.2** No amendment to these By-Laws shall be considered unless such amendment is made in writing by a member in good standing and provided to the Secretary not later than fifteen (15) days prior to the date of the meeting, and it shall be the duty of the Secretary to provide a copy of all such amendments to each member at least ten (10) days prior to the date of such meetings.
- 14.3** All approved amendments to these By-Laws shall take effect immediately on approval of the Registrar of the Nova Scotia Registry of Joint Stock Companies.
- 14.4** No decision shall be made by the members by way of adoption or amendment, to these By-Laws that constitutes a breach of law of the Province of Nova Scotia.
- 14.5** Any change in these By-Laws that has been adopted, amended or revised in the manner herein set forth, shall not be negated by reason of error or omission which may occur in the period of transcription or printing thereof.