

**BY-LAWS FOR A NON-PROFIT SOCIETY
OF
NOVA SCOTIA HEALTH AND COMMUNITY SERVICES SAFETY ASSOCIATION**
*Updated to reflect amendments made to the 9th Annual General Meeting of the Society and
filed with the Registry of Joint Stock Companies on June 28, 2018*

Definitions

1. In these By-Laws:
 - (a) “Member” means a Member as set out in By-Law 3 who is in good standing with the Society.
 - (b) “Official Designate” means a designate of an Organization Member, who shall be appointed by the Organization. Official Designates shall represent the Organization that appointed the designate.
 - (c) “Organization” means corporations, partnerships, societies, associations and unincorporated organizations.
 - (d) “Registrar” means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*.
 - (e) “Society” means Nova Scotia Health and Community Services Safety Association.
 - (f) “Special Resolution” means a resolution passed by not less than three-fourths 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.
 - (g) “Voting Member” means a voting Member as set out in By-Law 3(a) which is in good standing with the Society.

Membership Rights and Responsibilities

2. The initial Members in the Society shall consist of the initial subscribers to the Memorandum of Association, each of whom may remain an associate Member of the Society in accordance with these By-Laws. Membership in the Society shall be available to such others as shall be admitted to the Membership in accordance with these By-Laws.

3. Membership in the Society shall consist of voting and non-voting Members.
 - (a) Organizations may become voting Members. Voting Members shall be entitled to all of the privileges and services of the Society and shall be entitled to have 1 representative, who shall be the Official Designate of the Organization, attend and vote at any meeting of Members of the Society. There shall be no proxy voting.
 - (b) Individuals may become non-voting Members. Non-voting Members shall consist of the following categories:
 - (i) Associate Members who qualify for and are admitted to Membership as set out in the By-Laws and who maintain their Membership in good standing; and
 - (ii) Honorary Members who may be selected by the Directors in recognition of contributions to the Society or to the health care and community services sector, and whose honorary Membership is approved by a special resolution of the Voting Members of the Society. Upon such approval, honorary Membership shall be for the duration of the individual's lifetime and shall carry no fees, dues or voting privileges.
4. Organizations involved in the health care and community services sector shall be eligible for voting Membership provided that the Organization:
 - (a) subscribes to the objects of the Society;
 - (b) undertakes neither to seek nor accept remuneration for services performed as a Member or under the auspices of the Society;
 - (c) pays the annual Membership or other Membership fees, if any, prescribed from time to time by the Directors; and
 - (d) be admitted to Membership by vote of the Directors.
5. Individuals involved in or concerned about the health care and community services sector shall be eligible for non-voting associate Membership provided that he or she:
 - (a) subscribes to the objects of the Society;
 - (b) undertakes neither to seek nor accept remuneration for services performed as a Member or under the auspices of the Society;

- (c) pays the annual Membership or other Membership fees, if any, prescribed from time to time by the Directors; and
 - (d) be admitted to Membership by vote of the Directors.
6. Membership, whether voting or non-voting associate status, shall first be approved by the Directors and the entry in the register of Members by the Secretary of the name and address of eligible Organizations or individuals previously approved for Membership by the Directors shall constitute an admission to Membership in the Society. The Secretary shall include in the register of Members records of whether or not the Member is in good standing and if a Member has been forfeited, revoked or otherwise terminated. The number of Members of the Society is unlimited.
7. Voting Members and associate Members must maintain their Membership in good standing by paying the annual Membership or other Membership fees, if any, prescribed from time to time by the Directors. Failure to do so will result in the Membership being forfeited or revoked in such a manner as the Directors shall determine.
8. Membership in the Society is not transferable.
9. Every Member is entitled to attend the Annual General Meeting or any other Members' meeting of the Society.
10. Any Member of legal age or an Official Designate who is of legal age is entitled to hold any office. The Secretary shall maintain a record of Official Designates and changes thereto. The Directors may determine a process for Voting Members to advise of appointments and replacements of Official Designates.
11. Organization Membership in the Society shall cease:
- (a) upon the wind up or termination of existence of the Member, 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 Voting 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.
12. Individual 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 Voting 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.
- 13. The Voting 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.
- 14. No funds of the Society shall be paid to or be available for the personal benefit of any Member.
- 15. The Society is ultimately accountable to the Members of the Society.

Members' Meetings

- 16. Every Voting Member, subject to By-Laws 4 and 7, shall have one vote, to be cast by the Organization's Official Designate, and no more. There shall be no proxy voting.
- 17. 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 51% of the Members.
- 18. Notice to Members is required for general or special meetings of the Members. The notice must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the Members 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 whether or not the addition of items to the agenda will be entertained at the meeting, and
 - (e) the non-receipt of notice by any Member shall not invalidate the proceedings.
- 19. An Annual General Meeting shall be held within 12 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 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 whether or not the addition of items to the agenda will be entertained at the meeting, and
 - (e) the non-receipt of notice by any Member shall not invalidate the proceedings.
20. 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, if any, for the ensuing year,
 - (e) election of Directors, and
 - (f) confirmation of the Executive Committee.
21. Quorum for a Members' meeting shall consist of the lesser of 40% of the voting Membership (provided that it shall never fall below 5 Members) or 25 voting Members in good standing and represented by an Official Designate present at a meeting. If quorum is not present:
- (a) then no business shall be conducted at any Members' meeting unless a quorum is present to open the meeting and, upon request, before any vote,
 - (b) within one-half hour from the time appointed for the meeting and if a meeting is convened as per By-Law 17(a) or 17(b), the meeting 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, and
 - (c) within one-half hour from the time appointed for the meeting and if a meeting is convened at the request of the Members as per By-Law 17(c), the meeting shall be dissolved.
22. **[INTENTIONALLY DELETED - NOW PART OF S.21]**
23. The Chair, or in his/her absence, the Vice-Chair, or in his/her absence, a Member of the Executive Committee, or in the absence of any of those, then any current Director shall preside as Chairperson at Members' meetings. In the absence of a current Director, any Member appointed from those present shall preside as Chairperson at Members' meetings.
24. Where there is an equality of votes the motion shall be lost.

25. The Chairperson 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.
26. At any meeting a declaration by the Chairperson 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 Chairperson may decide.

Directors

27. Any Member of the Society, including an Associate or Honorary Member as referenced in Section 3, or an Official Designate shall be eligible to be elected a Director of the Society.
28. Upon the incorporation of the Society, the number of Directors were to be not less than 5 or more than 15. The subscribers to the Memorandum of Association of the Society were the first Directors of the Society, with Directors being elected in accordance with the then current By-Laws. As and from, the next election of Directors following the September 25, 2014 approval of the amendment to these By-Laws, the number of Directors shall not be less than 4 and not more than 9. At the said meeting and thereafter, Directors shall be elected at each Annual General Meeting as set out in these By-Laws. No Directors shall be paid any salary or remuneration. Out of pocket expenses may be reimbursed in keeping with the policies of the Society. The policies of the Society may set out what out of pocket expenses shall be eligible for reimbursement and may set out an approval or a pre-approval process for reimbursement and/or advances.
29. The Directors of the Society should reflect the scope and diversity of its Members and of the health care and community services sector. As and from the next election of Directors following the approval of the amendment to these By-Laws reducing the minimum and maximum number of Directors, and in keeping with the reduced minimum and maximum number of Directors, Directors shall be elected to represent the following:
 - (a) 1 for the acute care sector;
 - (b) 1 for facility based long term care (Department of Health and Wellness funded);
 - (c) 1 for facility based long term care (Department of Community Service funded);
 - (d) 1 for labour;
 - (e) 1 home care/home support;
 - (f) 1 for community residential homes;
 - (g) 1 for frontline workers; and

- (h) Up to 2 Members-at large.
30. The Directors shall seek support and guidance from various stakeholders in the health care and community services sector. To that end, a representative of each of the following shall be invited to every Directors meeting in an ex-officio capacity:
 - (a) Nova Scotia Department of Health;
 - (b) Nova Scotia Department of Community Services; and
 - (c) Nova Scotia Workers' Compensation Board.
 31. Directors shall be elected to three year terms, with approximately one-third of the Directors elected each year. Directors should retire from office at the end of each Annual General Meeting following the completion of such Director's term, at which time their successors shall be elected. Retiring Directors shall be eligible for re-election. Directors can serve a maximum of six consecutive years.
 32. 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.
 33. The Voting Members may, by special resolution, remove any Director and appoint another person to complete the term of office.
 34. The management of the Society is the responsibility of the Directors. The Directors may fulfill that responsibility by engaging an Executive Director for the Society and determine his/her duties, responsibilities and remuneration. If an Executive Director is engaged, the executive director shall be responsible and accountable for the Society's operational organization, achievements and conduct. The Executive Director shall act at all times, in accordance with any governance policies adopted by the Directors, from time to time, and within any approved budget and financial restraints established by the Directors. The Executive Director may engage such other employees and contractors as may be required from time to time, and determine the title, duties, responsibilities and remuneration of any such employees and contractors. If there is no Executive Director, whether permanent or acting, then the Directors may engage such other employees and contractors as aforesaid on behalf of the Society and establish responsibility and accountability arrangements for such employees and contractors (Section 34 as amended June 22, 2012). The Executive Director is not a Member of the Board of Directors.
 35. The Directors may appoint a nominating committee and such committees as they see fit.

36. For the purpose of selecting Officers for the following year, the Directors, or a nominating committee appointed by the Directors, shall put forward a slate of nominees from among the continuing Directors to be presented to the voting Membership at the Annual General Meeting. The Officers, once confirmed at an Annual General Meeting, shall form the Executive Committee.
37. 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.
38. 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

39. The Board of Directors shall meet at least 4 times each year, and shall meet more often if required in furtherance of the objects of the Society.
40. A meeting of Directors may be held at the close of every Annual General Meeting without notice. For all other board meetings, notice is required and must:
 - (a) specify the date, place and time of the meeting, and may specify that a meeting may be held by conference call, video-conferencing or other similar technology which allows Directors participating to speak to each other and hear each other speaking without any undue time delay; in the case of meetings held, in whole or in part, by conference call, video-conferencing or similar technology the meeting notice must specify how Members may call in to or connect with the meeting;
 - (b) be given to the Directors seven (7) days prior to the meeting;
 - (c) be given to the Directors by email, telephone, fax and/or electronic means, specify the nature of business to be conducted and whether or not the addition of items to the agenda will be entertained at the meeting;
 - (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.
41. In the case of any meeting held by conference call, video-conferencing or other similar technology, the business conducted and any resolutions passed during such meeting held in compliance with these By-Laws shall be valid and have the same effect as if the Directors had been personally present.

42. Quorum shall consist of one-half of the Directors duly elected or appointed at any time plus one more, provided however that it shall never be fewer than 5 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. Chair counts in establishing quorum. The chair has a vote, but not a tie-breaking vote.
43. 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 Chairperson of the Board of Directors.
44. At Directors' meetings where there is an equality of votes the motion shall be lost.
45. Notwithstanding anything also contained in these By-Laws, a resolution in writing signed by all of the Directors shall be as valid as if it had been passed at a duly called and constituted meeting held for that purpose. Any such resolution in writing may be signed in any number of separate identical copies with the same effect as if all Directors had signed the same resolution, and where a Director has signed a resolution in writing in counterpart identical copy, the Director may return the resolution to the office of the Society or to the office of the lawyer for the Society by electronic or facsimile transmission, or by mail or personal delivery and such written resolution shall be deemed to have been signed by the Director upon receipt at such office.

Officers

46. As and from the next Annual General Meeting of the Society following the approval of the amendment to these By-Laws adding the Executive Committee, the Officers shall be such of the Directors confirmed at an Annual General Meeting to be a Chair, a Vice-Chair, a Treasurer, and a Secretary. The offices of Treasurer and Secretary may be combined. Officers shall be confirmed at the Annual General Meeting by the voting Members of the Society. If an Officer resigns his/her office or ceases to be a Member in the Society, his/her office 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.
47. 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.
48. 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.

49. One of the Officers shall be the Secretary. The 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;
 - (c) file with the Registrar:
 - (i) within 14 days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election;
 - (ii) a copy of every special resolution within 14 days after the resolution is passed; and
 - (d) have other duties as assigned by the Board of Directors.
50. The Directors may also appoint a recording Secretary
- (a) who is responsible for taking minutes of all Board and Members' meetings; and
 - (b) who need not be a Director.
51. 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 of Directors.
52. 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.

Finance

53. The fiscal year end of the Society shall be the last day of March in each year.
54. 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.

55. A copy of the financial report shall be signed by the auditor or by two Directors.
56. A signed copy of the financial report shall be filed with the Registrar within 14 days after each annual meeting.
57. 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.
58. The Society may only borrow money as approved by a special resolution of the Members.
59. 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.
60. 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 in accordance with the policies referred to in By-Law 28.
61. The Society shall not make loans, guarantee loans or advance funds to any Director or Officer or Member, excepting only funds advanced for out of pocket expenses in accordance with the policies referred to in By-Law 28.

Executive Committee

62. The Executive Committee shall, from time to time, meet for the purpose of acting for the Board of Directors between regular meetings in situations where an assembly of a quorum of the Board would be impractical.
63. The Executive Committee shall be composed of the Officers of the Board of Directors: the Chair, Vice-Chair, Treasurer, and Secretary. The Directors may, at their discretion, appoint heads of standing committees to the Executive Committee on an ex-officio bases.