

## **BY-LAWS**

### **OF**

### **CHESTER AND AREA FAMILY RESOURCE CENTRE**

1. In these by-laws unless there be something in the subject or context inconsistent therewith,
  - (a) "Society" means Chester and Area Family Resource Centre
  - (b) "Registrar" means the Register 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**

2. The subscribers of the Memorandum of Association and such other persons as shall be admitted to membership in accordance to the adopted policies and these by-laws, and none other shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For purposes of registration, the number of members of the Society is unlimited.
4. a) Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.  
  
b) Closed meetings shall be permitted where matters of confidentiality are of great concern. Closed meetings shall be limited to members of the Advisory Board and those whose attendance is requested by said Board.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society: any individual over the age of 18 years residing in the Municipality of Chester who upholds the objects of the Society, signs the current membership form and upholds the policies and conditions therein, and contributes to the support of the Society an amount to be determined annually at the General Meeting.

7. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

### **FISCAL YEAR**

8. The fiscal year of the Society shall be the period from 1 June in any year to 31 May in the year next following.
9. The ordinary or annual general meeting of the society may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
10.
  - a) Seven days notice of a meeting, specifying the place, day and hour of the meetings and, in the case of special business, the nature of such business, shall be given to the members.
  - b) Seven days notice of a change regarding the Annual General Meeting shall be given to members.
  - c) Two days notice of any change regarding committee/Advisory Board meetings shall be given to members of the respective committee or Board.
  - d) Notice shall be given in writing or by phone to each member at his/her last known address/number. Any notice shall be deemed to have been given at the time when the letter or phone call had been given. Notice shall be visibly posted in the usual place of business of the Society. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
11. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed ordinary business:
  - Minutes of preceding general meeting;
  - Consideration of the annual report of the directors;
  - Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
  - Election of directors for the ensuing year;
  - Appointment of Auditors;
  - Appointment of Nominating Committee.

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All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

12. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.
13. If within one-half 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 case, it 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 sine die.
14. (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society.  
(b) If there is no Chairperson or if at any meeting he/she is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson.  
(c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
15. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, she/he shall have a casting vote.
16. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
17. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
18. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### **VOTING OF MEMBERS**

19. Every member shall have one vote and no more.

#### **DIRECTORS**

20. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

21. Any member of the Society shall be eligible to be elected a director of the Society.
  22. Directors shall be elected by members at each annual general meeting of the Society.
  23. The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.
  24.
    - a) At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election. Under said conditions, a director shall be eligible to hold the respective office for a maximum of three consecutive years. The aforesaid, does not apply to directors re-elected for a differing office.
    - b) In the event that one-third of the Board of Directors or greater retire without re-election, directors not eligible for re-election in the manner aforesaid, shall regain eligibility for re-election in order to maintain continuity within the Board. Under said conditions, a director may hold the respective office for a maximum of two additional one-year terms.
  25. In the event that a director resigns his/her office or ceases to be a member in the Society, whereupon his/her office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
  26. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he/she has not been removed.
  27. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
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28. No business shall be transacted at any meeting of the Board of Directors unless a majority of the directors are present at the commencement of such business.

29. The Chairperson or, in his/her 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 meetings of the Board.
30. The Chairperson shall be entitled to vote as a director and, in the case of an equality of votes, the motion shall be lost.

### **POWERS OF DIRECTORS**

31. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine his/her duties and responsibilities and his/her remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

### **OFFICERS**

32. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a treasurer, and a secretary. The offices of treasurer and secretary may be combined.
33. The directors shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the members from time to time.
34. (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him/her by the members. The directors shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the directors think fit, the same person may hold both offices of secretary and treasurer.  
  
(b) The directors may appoint a temporary substitute for the secretary who shall, for the purposes of these by-laws, be deemed to be the secretary.

### **AUDIT OF ACCOUNTS**

35. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

36. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such a report shall be read at the annual general meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
37. The Society has power to appeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

#### **MISCELLANEOUS**

38. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
39. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
40. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
41. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Board of Directors shall be responsibility of the Secretary.
42. The 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.
43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson, the Vice-Chairperson, the Secretary, and the Centre Director or otherwise as prescribed by resolution of the Board of Directors.
44. The borrowing powers of the Society may be exercised by special resolution of the members.

Reg. No. \_\_\_\_\_

PROVINCE OF NOVA SCOTIA  
IN THE MATTER OF THE SOCIETIES ACT  
APPOINTMENT OF AGENT UNDER SECTION 7 OF SAID ACT

Roberta Bridge of Number 134 Queen Street  
(Name of Agent)

Chester in the County of Lunenburg  
(City, Town or Village)

Postal Code B0J 1J0

Province of Nova Scotia, is hereby appointed the recognised Agent of

CHESTER AND AREA FAMILY RESOURCE CENTRE  
(Name of Society)

a resident within Nova Scotia, service upon whom any originating notice, summons, process, notice or document shall be sufficient service upon the society.

Dated the \_\_\_\_\_ day of \_\_\_\_\_ A.D. 19 \_\_\_\_\_

\_\_\_\_\_  
(Signature of Officer or Director of the Society)

The Agent must be a person, not a Firm or Company.

Registered and Filed \_\_\_\_\_