

By – Laws Of Chebucto Communities Development Association

DEFINITIONS

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - (a) “Association” means the organization incorporated under the Societies Act as Chebucto Communities Development Association, or more commonly referred to as Chebucto Connections.
 - (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 any meeting called by the Board of Directors of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - (d) “Members” means those who have registered as members with Chebucto Communities Development Association as described in these by-laws.
 - (e) “Director” means a Member who has been elected to the Board of Directors for conducting the business, discipline and management of the Association and its affairs. A Director is a volunteer.

MEMBERSHIP

2. The members shall be subscribers to the Memorandum of Association and those persons admitted to membership of the Association according to these by-laws.
3. The following shall be eligible to be members in the Association:

- (a) Any individual over the age of 18 years residing in those areas of Municipal Districts 9 and 11 bounded by the Armdale Rotary, St. Margaret's Bay Road to Dunbrack Street, Dunbrack Steet to Old Sambro Road to West Pennant, and the waterfront from West Pennant to the Rotary via highways 309, 349 and 253.
 - (b) Any person over the age of 18 that does not live within the geographic area referred to in section 3 (a) above that has demonstrated a commitment and support for the goals of the organization.
- 4. Requirements for admission to membership:
 - (a) The person has taken the step to have their name entered on the Association's Registry of Members.
 - (b) The person has paid the membership fee. If no fee structure is in place, the fee shall be \$0.
 - 5. A membership fee structure may only be set by vote at an Annual General Meeting. In proposing such a structure, the Board of Directors should consider equity, accessibility and affordability.
 - 6. Every member of the Association shall be entitled to attend any meeting of the Association and to vote at any meeting of the Association and to hold office, but there shall be no proxy voting.
 - 7. Membership in the Association shall not be transferable.
 - 8. Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, they resign their membership, or if they cease to qualify for membership in accordance with these by-laws.
 - 9. For the purposes of registration, the number of members of the Association is unlimited.

VOTES OF MEMBERS

- 10. Every Member shall have one vote and no more.
- 11. Motions may be introduced by Members at any meeting of the Association, only once they have been registered with the Association for at least four weeks.

DIRECTORS

- 12. Unless otherwise determined by general meeting, the number of directors shall be not less than five or more than twelve.

13. Any Member of the Association shall be eligible to be elected a Director of the Association.
14. Directors shall be elected by Members present at any meeting of the Association.
15. The terms of office shall be for two years. No Director may serve more than three consecutive two-year terms.
16. At any meeting of the Association, all the Directors whose terms have expired shall retire from office but shall hold office until the dissolution of the meeting.
17. In the event that a Director resigns their office, the Board of Directors may fill the vacancy for the unexpired portion of the term from among the members of the Association according to these by-laws.
18. The Association may, by Special Resolution, remove any Director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the Director in whose place they are appointed would have held office if they had not been removed.
19. Meetings of the Board of Directors shall be called by the Secretary. A meeting of only the Directors may be held 'in-camera' at the close of every meeting without notice. The Secretary shall provide reasonable notice of all other meetings, specifying the time and place before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings.
20. The persons in the following positions shall be appointed by the Board of Directors as non-voting ex-officio Directors:
 - The senior staff member of the Association (i.e.: Executive Director)
 - The Past Chair (if the term of office of the Director has expired).

POWERS OF DIRECTORS

21. The management of the activities of the Association 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 Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in the annual general meeting.

In particular, the Directors shall have power to engage a coordinator and to determine their duties, responsibilities and remuneration. The Directors may appoint an executive committee, consisting of the Officers and such other persons as the Directors decide.

22. The Directors may form standing or ad-hoc sub-committees, which can be comprised of Directors and Members to help fulfill the activities of the Board of Directors and support the mission of the Association, such as, but not limited to: human resources, fundraising, policy/governance or finance.

OFFICERS

23. The Officers of the Association shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. A Past Chair may be an Officer if they are serving within their term of office. Also see Past Chair referred to under Directors.
24. The Directors shall elect one of their number to be the Chair of the Association. The Chair shall have general supervision of the activities of the Association and shall perform such duties as may be assigned to them by the Members from time to time.
25. The Directors may also elect from their number a Vice-Chair. The Vice-Chair shall, at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, during such period of the Chair may request them to do so.
26. (a) There shall be a Secretary of the Association who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to them by the members. The directors shall appoint the Secretary and may also appoint a Treasurer to carry out such duties as the directors 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 purpose of these by-laws, be deemed to the Secretary.

FISCAL YEAR

27. The fiscal year of the Association shall be the period from April 1 in any year to March 31 in the year next following.

MEETINGS

28. A meeting of the Association may be held entirely or partially by telephonic or electronic means and a member who, through those means, votes at the meeting or establishes a communications link to the meeting is deemed to be present at the meeting.

- (a) A General Meeting of the Association shall be held within six months after the end of each fiscal year, at such time and place as determined by the Directors. Such a meeting shall be called the Annual General Meeting.
 - (b) A Special Meeting of the Association may be called by the Chair or by the Directors at any time, if proper notification is provided to the registered members of the Association.
 - (c) Meetings of the Board of Directors shall be held as often as the business of the Society may require. It is recommended that it meet 10 times per year, at a time and place determined by the Directors. Such a meeting shall be called the Board Meeting.
29. One week's notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the Members. Notice shall be given using at least one, wide-spread public medium. Other means of notification may also be used.
30. At each Annual General Meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Minutes of preceding Annual 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 ensuring year
 - Appointment of auditors.
- All other business transacted at an Annual General Meeting, and at a Special Meeting, shall be deemed to be special business.
31. No business shall be transacted at any meeting of the Association unless a quorum is present at the commencement of such business and such quorum shall consist of five Directors.
32. If within one-half hour 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.
- (a) The Chair of the Association shall preside as Chair at every meeting held by the Board of Directors.
 - (b) If there is no Chair or if at any meeting they are not present at the time of holding the same, the Vice-Chair shall preside as Chair;

- (c) If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the holding of the same, the Members present shall choose one of the present Directors to be Chair.

33. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.
34. The Chair 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.
35. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the recorded minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
36. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution.

AUDIT OF ACCOUNTS

37. The auditor of the Association shall be appointed annually by the members of the Association at the ordinary or Annual General Meeting and, on failure of the Members to appoint an auditor, the Directors may do so.
38. The Association shall make a written report to the members as to the financial position of the Association 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, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association's affairs, and such report shall be read at the annual 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.
39. The Association has power to repeal or amend any of these by-laws by a Special Resolution passed in the manner prescribed by law.

MISCELLANEOUS

40. The Association shall file with the Provincial Registrar its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen day of a change of directors, notify the Registrar of the change.
41. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
42. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
43. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary.
44. 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 Association.
45. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the Chair or Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
46. The borrowing powers of the Association may be exercised by Special Resolution of the members.
47. The Association shall be carried on without purpose of gain for its members, and any profits or other gains to the charity shall be used in promoting its purposes.