

Proposed revisions to

BY-LAWS

of the

NORTH END COMMUNITY HEALTH ASSOCIATION

And member approved revisions from 2016 and 2018 AGMs

ARTICLE I - INTERPRETATION

1. In these by-laws, unless something in the subject or context is inconsistent therewith:
 - i. "Board" or "Board of Directors" means the Board of Directors of the Society;
 - ii. "Chair" means the Chair of the Board of Directors;
 - iii. "Executive Director" has the meaning given to it by Article V, Section 39.
 - iv. "In writing" means written or printed or partly written and partly printed (including electronic notices);
 - v. "Life Membership" has the meaning given to it by Article II, Section 10.
 - vi. "Memorandum" means the memorandum of association for incorporation of a society incorporated under the Societies Act.
 - vii. "Registrar" means the Registrar of Joint Stock Companies appointed under the *Companies Act* (Nova Scotia);
 - viii. "Societies Act" means the *Societies Act*, R. S. N. S. 1989, Chapter 435;
 - ix. "Society" and the "Association" mean the North End Community Health Association; and
 - x. "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 membership meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
2. Words importing the singular number only include the plural number and vice versa.

ARTICLE II - MEMBERSHIP IN THE ASSOCIATION

3. The subscribers to the Memorandum of the Society and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the register of members maintained for the Society accordingly.
4. For the purpose of registration, the number of members of the Society is unlimited.
5. Membership in the Society may be granted to persons who support the objects of the Society, make proper application, and comply with such regulations and policies as may be set by the Society.
6. The following persons shall be eligible to be admitted to membership in the Society: any individual over the age of 18 years who resides in the Halifax Regional Municipality, Nova Scotia, and who uphold the objects and values of the Society.
7. Membership in the Society shall not be transferable.

8. Membership in the Society shall cease upon the death of a member or if, by notice in writing to the Society, they resign their membership, or if they cease to qualify for membership in accordance with these by-laws.
9. The Society may confer honorary membership upon any person.
10. In the case of long and exemplary service to the North-End community by way of involvement with the North-End Community Health Association, the Society, upon nomination by the Board of Directors, may confer membership, such memberships to endure regardless of attendance at meetings or ongoing involvement with the Society, on selected individuals (“Life Membership”). Once appointed, such individuals shall have the rights, privileges and responsibilities as shall be determined from time to time by the Board of Directors.
11. 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 office, but there shall be no proxy voting.
12. No formal admission to membership shall be required and the entry into the register of members of the Society of the name and address of any organization or individual shall constitute admission to membership in the Society.
13. Staff members are not eligible for membership in the Society.
14. Members may inspect the books and/or records of the Society at any reasonable time having provided one weeks’ notice to the Chair, at 2131 Gottingen Street, Halifax, B3K 3B5.

ARTICLE III - MEETING FOR MEMBERS OF THE ASSOCIATION

15. The Annual General Meeting of the Society shall ordinarily be held within three months and no later than six months after the end of each fiscal year of the Society.
16. At each annual meeting the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - i. Minutes of preceding general meeting;
 - ii. Consideration of the annual report of the operations of the Society prepared by the Board of Directors;
 - iii. Consideration of the audited financial statement, including balance sheet;
 - iv. Operating statement, and the report of the auditors thereon;
 - v. Election of directors to join the Board of Directors for the ensuing year;
 - vi. Election of the Chair;
 - vii. Appointment of auditors; and
 - viii. Other business, including revision of by-laws, as determined by the Board of Directors from time to time.

17. There shall be at least one general membership meeting of the Society during the fiscal year, including the annual general meeting.
18. A special membership meeting of the Society may be called by the Board, or upon written request signed by the lesser of at least fifteen (15) members or 25% of the members within thirty (30) days of such calling or request.
19. Notice of general or special membership meetings, specifying the place, day, and hour of the meeting shall be given with at least fourteen (14) days' notice to members. Notice may be given to members by various means, including electronic mail, telephone, personal contact, public service announcements and media advertisements. Notice of meetings will specify the agenda for the meeting, and in the case of special business, the nature of such business. The non-receipt of any notice by any member shall not invalidate the proceedings at any membership meeting.

In the case of a meeting at which a motion will be passed respecting amendments to the Society's by-laws as set out in Article XII, notice shall be given by post, electronic mail, telephone, or personal contact.

20. No business shall be transacted at any membership meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten members.
21. 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 request of the members, shall be adjourned. 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 without a specific date being set.
22. The Chair shall preside at every membership meeting of the Society.
23. If there is no Chair or if at any meeting the Chair is not present, the members present shall choose someone from among the directors present or, if none are present, from their number to be Chair at such meeting.
24. The Chair shall have no vote except in the case of a tie vote. In the case of a tie vote, the Chair shall have the deciding vote.
25. 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.
26. At any general meeting, unless a recorded vote is requested by at least three members, a determination by the Chair that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the Society 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. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such a poll shall be deemed to be the resolution of the Society in general meeting.
27. Every member shall have one vote and no more.

ARTICLE IV - BOARD OF DIRECTORS

28. Unless otherwise determined at a meeting of members of the Association, the number of directors forming the Board of Directors shall not be less than ten (10) or more than fifteen (15); notwithstanding Article II - Section 13, one of these positions shall be reserved for an individual selected from among the Society's staff, and one of these positions shall be reserved for an individual selected from among the Society's physicians (each, a "Staff/Physician Representative"); such representatives to be nominated for a 2 year term and following an inclusive process approved by the Board. Such representatives may serve a maximum of 6 consecutive terms.
29. Any member of the Society shall be eligible to be elected a Director of the Society; any staff person of the North End Community Health Association, including part-time or contract staff, shall be eligible to be elected as a Staff Representative who is not a voting Director.
30. Directors shall be elected by the membership at the Society's annual meeting. Nominations, with each nominee's consent, shall be sent to the attention of the Chair at least 7 days prior to the annual general meeting.
31. At each annual general meeting, directors whose terms have finished shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election but for no period greater than six consecutive years of service, except, the previous Chair (the "Past Chair") may remain on the board for up to two additional years should this extension be required in order to complete a two year term in this role.
32. In the event that a director resigns their office or ceases to be a member in the Society, whereupon their office as director shall be vacated, the vacancy thereby created shall be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
33. In the event that a Staff/Physician Representative resigns their office or ceases to be an employee of the Association, the vacancy thereby created shall be filled for the unexpired portion of the term by the Board of Directors from among the remaining staff or physicians, as applicable, respecting the requirement set out in Section 28;
34. The Society 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.
35. 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 Chair. A meeting of the Board 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 to the directors no later than seven (7) days prior to the meeting, by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means; but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

36. No business shall be transacted at any meeting of the Board of Directors unless at least one-third (1/3) of the directors eligible to vote at such meeting are present at the commencement of such business.
37. The Chair, or in this person's absence any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.
38. The Chair may be entitled to vote as a Director, and, in the case of equality of votes this person shall have the deciding vote in addition to the vote to which they are entitled as a Director.

ARTICLE V - POWERS OF THE BOARD OF DIRECTORS

39. The Board shall establish such governance policies and procedures required to fulfill its mandate in accordance with best practices of governance, including Board of Directors and Chair succession planning procedures; and, shall have the power to hire, engage, evaluate and discharge an executive director of the Society (the "Executive Director").
40. The Executive Director shall be an ex-officio member of the Board of Directors.
41. The Society shall have powers to borrow funds and such borrowing powers of the Society shall be exercised at the discretion of the Board, and such actions shall be reflected in the annual reporting of operating statements of the Society. The Board may also appoint auditors should the members fail to do so at the annual general meeting.
42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair and/or the Executive Director or otherwise as prescribed by resolution of the Board of Directors.
43. The Board shall exercise governance responsibility and accountability for the proper and successful operation of the Association.

ARTICLE VI - OFFICERS OF THE BOARD OF DIRECTORS

44. The Officers of the Board shall be nominated by the Board of Directors from the membership of the Board and shall be elected by the Board immediately following, or as soon as practical, after the AGM; in addition to the Chair, officers may include the Past Chair, the Chair-elect and the Chair of Board Finance (the "Treasurer") and such other positions as are created by the passing of a special resolution.
45. Officers so elected shall serve for a minimum of two consecutive years as an Officer and a maximum of two consecutive terms in the same position.
46. The Chair shall, subject to the control and direction of the Board of Directors, have general direction of the affairs of the Society, shall preside at all meetings of the Board of Directors and at regular meetings of the Society. The Chair shall be an ex-officio member of all Society committees. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the members from time to time.

47. The Chair, through the Office of the Executive Director, shall ensure that careful records of all proceedings of the Society, the Board and its sub-committees are maintained and kept safe, as required by the Board and by law (including the Societies Act); the Chair, through the office of the Executive Director, shall ensure, on behalf of the Board, that timely notice of meetings of the Society, Board and sub-committees of the Board is provided; the Chair shall ensure the security and proper custody and use of the corporate seal, preparation and safe storage of minutes of meetings of the Society, the Board and its sub-committees, and of the Society's and the Board's books and records.
48. The Treasurer shall provide reports on the current financial position and the financial health of the Society at each meeting. [NTD: This may be adjusted to reflect different frequency of such reports, or increased/decreased responsibilities.]
49. The Past Chair shall assist the Chair in its duties by providing guidance in his or her role, as well as providing a historical perspective of the activities of the Board. [NTD: This may be adjusted to reflect other duties that the Past Chair performs]
50. The directors may appoint a temporary substitute for the Chair who shall, for the purpose of these by-laws, be deemed to be the Chair. The member acting for the Chair shall, in the absence of the Chair, exercise the authority of the Chair and fulfill the required duties, and shall perform such other duties as are assigned by the Chair. The member so appointed shall, at the request of the members and subject to the Board's direction, perform the duties of the Chair during the Chair's absence, illness, or incapacity, or during such a period that the Chair may request this person to do so.

ARTICLE VII - CONFLICT OF INTEREST

51. The Directors shall ensure that the Society has and enforces adequate conflict of interest guidelines.

ARTICLE IX - FISCAL YEAR

52. The fiscal year of the Society shall commence on the first day of April in each year and end on the thirty-first day of March in the following year.

ARTICLE X - DISSOLUTION

53. It is expressly declared that members of the Board of Directors shall serve without remuneration, and shall not receive any profit from their positions.

ARTICLE XI - AUDIT OF ACCOUNTS

54. The auditor of the Society shall be appointed annually by the members of the Society at the Annual General Meeting and, on failure of the members to appoint an auditor, the Directors may do so.

55. The Board of Directors 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 they shall state whether, in their 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 report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its assets and liabilities and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting in each year, as required by law.

ARTICLE XII - REPEAL AND AMENDMENT OF BY-LAWS

56. The Society has power to repeal or amend any of these by-laws by a resolution passed at any membership meeting by a three-quarters (3/4) vote of those members present at the meeting.
57. The by-laws shall be reviewed annually and any proposed amendments shall be made available to the membership no later than one (1) week prior to the membership meeting.
58. Any member may propose an amendment to the by-laws by sending said amendments to the Chair two (2) months prior to the Annual General Meeting.
59. Any amendment to the by-laws as contemplated in this Article shall take effect only when the Registrar approves of it.

ARTICLE XIII - MISCELLANEOUS

60. The Society shall file, with the Registrar with its annual statement, a list of members of its Board of Directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of Directors, notify the Registrar of the change.
61. The Society shall file with the Registrar a copy in duplicate of every Special Resolution, including by-law revisions, within fourteen (14) days after the resolution is passed.
62. The mandate of the Society (the "Mandate") shall be to operate the North End Community Health Centre (the "Centre"), and to undertake such other projects and initiatives as may further the objectives of the Society and the Centre.
63. The Executive Director may register with the Registrar the name of the Centre, and other business names as appropriate in connection with the Mandate of the Society.