



## BY-LAWS FOR A NON-PROFIT SOCIETY

Amended 2013

### Definitions

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1. In these by-laws:
  - (a) "Society" means **The Winds of Change Society**.
  - (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 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 Rights and Responsibilities

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2. The Society is ultimately accountable to the members of the Society.
3. Every member is entitled to attend any members' meeting of the Society.
4. An annual membership fee is required, in an amount that does not exceed **\$25**. If a member does not pay the annual membership fee within 45 days of the renewal date, their membership will become inactive and the member will be ineligible to vote or hold office. The membership will become active again once the membership is paid in full.
5. Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.
6. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
7. Membership in the Society shall consist of:
  - a) the minimum of 5 subscribers to the Memorandum of Association,
  - b) those who support the objects of the Society,
  - c) those whose name and address is written in the Register of Members by the secretary,
  - d) those who pay an annual fee in an amount determined by the Society, and/or

- e) lifetime members who are honorary members of the Society.
  - f) other:
8. Membership in the Society is not transferable.
9. 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 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.
10. The 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.
11. No funds of the Society shall be paid to or be available for the personal benefit of any member.
12. Lifetime members of the Society are not required to pay the annual membership fee. Lifetime members are eligible to vote as per the rules regarding regular membership voting. A lifetime member's membership shall cease in the same manner as regular membership.

### **Members' Meetings**

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13. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting.
14. 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 **25%** of the members.
15. Notice to members is required for general or special meetings. The notice must:
- a) specify the date, place and time of the meeting,
  - b) be given to the members **seven (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
  - e) the non-receipt of notice by any member shall not invalidate the proceedings.
16. An annual general meeting shall be held within **three (3)** 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 **thirty (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
  - e) the non-receipt of notice by any member shall not invalidate the proceedings.
- 17. 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 for the ensuing year, and
  - e) election of directors.
- 18. Quorum shall consist of **six (6)** members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- 19. (a) If a meeting is convened as per by-law 12 (a) or 12 (b) and quorum is not present within one-half hour from the time appointed for the meeting, it 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.  
  
(b) If a meeting is convened at the request of the members as per by-law 12 (c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
- 20. The President or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
- 21. Where there is an equality of votes the Chair shall have a casting vote.
- 22. The Chair 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.
- 23. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least **three (3)** members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## Directors

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- 24. Any members of the Society shall be eligible to be elected a director of the Society and a director of the Society shall be a member.

25. The number of directors shall be **6—15 (not less than 5)**. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
26. Directors shall be elected to **two-year terms**. Half of the directors shall retire from office at the end of each annual general meeting at which time their successors will be elected. Retiring directors shall be eligible for re-election for a maximum of **two (2) terms**.
27. If a director resigns his/her office or ceases to be a member of 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.
28. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
29. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.
30. The directors may appoint an executive committee and other committees as they see fit.
31. 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.
32. 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**

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33. The Board of Directors shall meet no less than **four (4)** times each year.
34. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other Board meetings, notice is required and must:
  - (a) specify the date, place and time of the meeting,
  - (b) be given to the directors **seven (7)** days prior to the meeting,
  - (c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,
  - (d) the non-receipt of notice by any director shall not invalidate the proceedings.
  - (e) Notice can be waived for Board meetings with the unanimous approval of the Board.
35. Quorum shall consist of **60%** of the 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.

36. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.

37. At the directors' meetings, where there is an equality of votes, the motion shall be lost.

## Officers

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38. The officers shall be elected by the members at the annual general meeting (AGM) and shall be a President, a Vice-President, a Treasurer, and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined. The Past-President shall also sit as an officer.

39. One of the officers shall be the President. The President shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the members of the Society.

40. One of the officers shall be the Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

41. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:

(a) have responsibility for the preparation and custody of all books and records including:

1. the minutes of members' meetings,
2. the minutes of directors' meetings,
3. the register of members, and
4. filling the annual requirements with the office of the Registrar, and

(b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the Board of Directors, and

(c) file with the Registrar:

1. within **fourteen (14)** days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election,
2. a copy of every special resolution within **fourteen (14)** days after the resolution is passed, and

(d) have other duties as assigned by the Board.

42. 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.

43. 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.

44. One of the officers shall be the Past-President. The Past-President shall chair the Nomination Committee, provide continuity of leadership, and Chair meetings in the absence of the President and Vice-President.
45. Contracts deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

## **Finance**

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46. The fiscal year end of the Society shall be the last day of **December**.
47. The directors shall annually present to the members a written report of 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 expenditures in the preceding fiscal year.
48. A copy of the financial report shall be signed by the auditor or by two directors.
49. A signed copy of the financial report shall be filed with the Registrar within **fourteen (14)** days after each annual meeting.
50. 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.
51. The Society may only borrow money as approved by a special resolution of the members.
52. 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.
53. 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.
54. The Society shall not make loans, guarantee loans or advance funds to any director.