

Independent Living Nova Scotia Association
BY-LAWS
Revised October 15, 2009

1 TERMS

- 1.01 In these by-laws, unless there be something in the subject or context inconsistent with therewith:
- 1.02 "Society" means Independent Living Nova Scotia Association.
- 1.03 "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 1.04 "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 meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

2 NAME

- 2.01 The name of the society shall be Independent Living Nova Scotia Association.

3 REGISTERED OFFICE

- 3.01 The Registered Office of the Society shall be at such places in the Halifax-Dartmouth metro area, in the province of Nova Scotia, as the Directors of the Society may decide.

4 BASIC PRINCIPLES OF THE SOCIETY

- 4.01 Consumer Control - This principle ensures that all services and managerial structures will be governed by a majority of people with disabilities.
- 4.02 Consumer Participation- This principle promotes development of an informed membership and guarantees appropriate levels of participation by persons with disabilities in the delivery, planning, and monitoring of all major programs and activities initiated by the Society.
- 4.03 Cross-disability Constituency - This principle will ensure that the Society will reflect a wide cross section of the disabled community and will attempt to respond to the individual needs of all potential consumers of its services.
- 4.04 Community Involvement - This principle mandates an on-going consultation with a broad range of community expertise. Involved expertise at a variety of levels in the Society ensures an acceptable level of service standards in the development and delivery of its program(s).
- 4.05 Flexibility - The Society will operate all core programs as mandated by affiliation in

Independent Living Canada while responding to ever-changing needs. Programs and pilots may be "phased out" where they no longer serve a need, or where a more appropriate service base has been found.

- 4.06 The Society avoids duplication of existing services, or roles and mandates already undertaken by any other organization in the community.

5 MISSION STATEMENT AND GOALS OF THE SOCIETY

- 5.01 Mission Statement of Independent Living Nova Scotia Association: We support persons with disabilities to make informed choices about how they want to live their lives. We provide this support through programs and services that promote Independent Living.
- 5.02 Goals: In pursuit of this Mission, Independent Living Nova Scotia Association will pursue the achievement of its goals as set out in written Board established policies.

6 MEMBERSHIP OF THE SOCIETY

- 6.01 The subscribers to the MEMORANDUM of ASSOCIATION and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered into the Register of Members accordingly.
- 6.02 For the purposes of registration, the number of members of the Society is unlimited.
- 6.03 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. Wherever possible the general membership shall formulate basic policy directives. Members shall also be actively encouraged to become involved on operating committees of the Society and in its day to day services and activities as advisors and volunteers.
- 6.04 Every member shall have one vote and no more.
- 6.05 The membership of the Society shall be open to all persons, agencies and organizations which signify their willingness to further the objectives of the Society provided:
- 6.05.01 they have signed and submitted a membership application to the Society office agreeing to support the principles and goals of the Society
- 6.05.02 they have paid the annual membership fee which will be set from time to time by the Board
- 6.05.03 their membership has not been revoked.
- 6.06 Membership Types. ILNSA offers the following types of membership:
- 6.06.01 Active - shall refer to a recognized voting member. Active members shall be

entitled to vote at all general meetings of the Society and run for a Board or committee position.

- 6.06.02 Honourary - any individual recognized by the Board of Directors for community or Society service and with such privileges as shall be determined from time to time by the Board of Directors.
- 6.02.03 Agency: any agency, group or organization which supports the objectives of the Society. An agency shall have only one vote at all general meetings of the Society.
- 6.07 Distribution Regarding Disabled/Non-Disabled - The Board of Directors shall take appropriate recruitment steps to ensure that a majority of the active voting membership is made up of persons with a disability.
- 6.08 A member shall cease to be a member of the Society by:
 - 6.08.01 notifying the Chair of the Society of the resignation either in writing or orally; if notified orally, the Chair shall confirm the resignation in writing;
 - 6.08.02 being expelled by a special resolution of the Board of Directors after full opportunity has been given the member to speak against passing of such resolution; and where due notice of such proposed removal has been given twenty-one (21) days in advance.
 - 6.08.03 upon the death of the member;
 - 6.08.04 if the member ceases to qualify for membership according to these by-laws.

7 FISCAL YEAR

The fiscal period of the Society shall begin on April 1 and terminate on the thirty-first (31st) day of March, in each year or on such other date as the Directors may by resolution determine.

8 MEETINGS OF THE MEMBERSHIP

- 8.01 The founding meeting shall be the first annual general meeting.
- 8.02 At each ordinary or annual general meeting of the Society, the following items of ordinary business shall be dealt with, but not limited to:
 - 8.02.01 Minutes of preceding general meeting;
 - 8.02.02 Consideration of the annual report of the Board of Directors;
 - 8.02.03 Consideration of the financial statements, including balance sheet and operating statement and the report of the auditor(s) thereof;
 - 8.02.04 Election of the Board of Directors for the ensuing year;

- 8.02.05 Appointment of Auditor(s).
- 8.03 The annual meeting shall be held each year at a date set by the Board of Directors and twenty-one (21) days notice of such meeting shall be given to every member of the Society in writing to their last known address.
- 8.04 Ten (10) or 5%, whichever is less, of the members of the Society may requisition the Directors to call an extraordinary general meeting of the Society for any of the purposes stated in the requisition. It shall be the responsibility of the Board of Directors to ensure that twenty-one (21) days notice of such meetings be given to every member of the Society in writing to their last known address.
- 8.05 Every notice of the general meeting shall state the nature and the business of the meeting.
- 8.06 Questions arising at any meeting of the Society shall be decided by a majority of votes. In case of an equality of votes, the chair shall call a second vote. In the case the second vote results in an equality of votes, the chair shall cast the deciding vote.
- 8.07 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 twenty (20) or twenty-five percent (25%), whichever is less of the active voting members.
- 8.08 The rules of procedure at general meetings of the Society shall be determined at the first general meeting and may be amended by ordinary resolution.
- 8.09 There shall be no fewer than one and no more than four general meetings per year, including the Annual General Meeting but not including any special meetings.
- 8.10 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. If any other case, it shall stand adjourned to such time and place as a majority of members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
- 8.11 The Chair of the Society shall serve as Chair at every general meeting of the Society.
- 8.12 If there is no Chair or if at any meeting s/he is not present, the Vice-Chair shall serve as Chair.
- 8.13 If there is no Chair or Vice-Chair or if at any meeting neither the Chair or Vice-Chair is present, the members present shall choose someone of their number to be Chair.
- 8.14 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.
- 8.15 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 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 favour of or against such resolution.

9 BOARD OF DIRECTORS

- 9.01 **POWERS OF DIRECTORS** - The governance 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 and 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 an executive director and to determine his/her duties and responsibilities and remuneration. Each Director shall have one vote, of whom a simple majority shall constitute a quorum.
- 9.02 Any member in good standing of the Society shall be eligible to be elected a director of the Society.
- 9.03 The Chair and the Vice-Chair shall be a person with a disability.
- 9.04 Under certain circumstance a special resolution by the Directors may be passed to accept nominations of persons without disabilities to negate article 9.3.
- 9.05 Unless otherwise determined by general meeting, the number of directors shall not be less than twelve (12) nor more than sixteen (16). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
- 9.06 Twelve (12) Directors shall be elected by the members at each ordinary or annual general meeting of the Society. The remaining four (4) directors shall be appointed by the Board in order to ensure the principle of cross-disability is achieved.
- 9.07 Election and Nomination procedures for the Board and Executive positions shall be as follows:
- 9.07.01 A nominating committee shall be struck each year at a time set by the Directors to ensure that a sufficient number of people with disabilities be on the slate for election to ensure a simple majority (Minimum 51% of people with disabilities on the Board).
- 9.07.02 If necessary, a ranking system shall be established in the voting procedure whereby vacant positions are first filled by members with a disability until the minimum requirements set out in 9.7.01 are met.
- 9.07.03 For this voting procedure, when the minimum requirements set out in 9.7.01 are met, the remaining vacant positions shall be ranked on an equal basis, (disabled and able-bodied); that is, those with the most votes shall thus be elected.
- 9.08 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.

- 9.09 Empty positions in the Board of Directors between annual general meetings may be filled temporarily by the board acting on names recommended by the Nominating Committee.
- 9.10 The Directors of the Society shall serve without remuneration and no Director shall directly or indirectly receive any profit from his/her position as such; provided that a Director may be paid reasonable expenses, including the loss of wages incurred by him/her due to the performance of his/her duties; pending available funds and a policy to be approved by the Board of Directors.
- 9.11 A director shall cease to hold office should:
- 9.11.01 he resign verbally or in writing to the Chair;
 - 9.11.02 he be removed from office by a special resolution passed by more than two-thirds (2/3) of the votes cast at a special general meeting of the members of the Society duly called for considering such resolution.
 - 9.11.03 the Board adopt a motion declaring a Director has been absent for more than three consecutive Board meetings without just cause and has been given written notice of the Board's intention, fourteen (14) days prior to the Board's meetings.
- 9.12 The terms of office, for Directors, shall be two (2) years in length. Upon completion of their terms, elected Directors shall be eligible for re-election at the annual meeting of the members. After serving four (4) consecutive terms (eight (8) years), Directors shall be ineligible to hold office as a Director for one year, except in the case of Past Chair.
- 9.13 Any individual member of the Society, recognized by the Board of Directors for community or Society service, may be appointed as an "honourary" board Member for one (1) year term. Any privileges associated with this non-voting position shall be determined from time to time by the Board of Directors.
- 9.14 There shall be no fewer than six (6) and no more than twelve (12) meetings of the Board in any one fiscal year.
- 9.15 No business shall be transacted at any meeting of the Board of Directors unless at least a quorum of the directors are present at the commencement of such business.

10 DUTIES OF DIRECTORS

- 10.01 The Directors of the Society shall be responsible for the coordination of the work of the Society and for carrying out the policies and directives of the Society as determined by the

Society's general meeting.

- 10.02 The Board shall:
- 10.02.01 be responsible for ensuring that:
 - one member chair meetings of the Society
 - funds of the Society are accounted for
 - minutes of the Society are maintained
 - 10.02.02 have the power to authorize expenditures on behalf of the Society and may delegate by resolution to an officer or officers of the Society the right to employ and pay salaries to the employees.
 - 10.02.03 have the power to make expenditures for the purpose of furthering the objectives of the Society
 - 10.02.04 take such steps as are deemed appropriate to enable the Society to receive donations and benefits for the purpose of furthering the objectives of the Society.
 - 10.02.05 require such employees and officers of the Society, as the Directors may so designate, to become bonded for the Society and to maintain the same in such form, amount and consideration as are deemed satisfactory for keeping, accounting for, and delivering and paying over monies and securities for money or other assets of the Society which may come into its hands.
 - 10.02.06 give due notice of all meetings of the members and the Board, or designate an officer or employee(s) to do the same.
- 10.03 The Directors may authorize the payment of all expenses incurred in setting up and registering the Society and all other expenses incidental to the information of the Society.
- 10.04 The Directors may exercise all such powers of the Society as are noted by the Nova Scotia Corporation Act or by the by-laws required to be exercised by the members at general meetings.
- 10.05 The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws for the management and operation of the Society as they deem expedient, provided that such rules and regulations shall be confirmed. New Rules and Regulations, in default of confirmation at the next general meeting of members, shall, at all times, and from that time, cease to have force and effect.
- 10.06 The Board may designate from time to time, such members of the Board to have signing authority as is necessary to carry out the financial business of the Society.
- 10.07 The Board may employ such agents and engage such employees as it shall deem necessary and such persons shall have authority and shall perform such duties as shall be prescribed by the Board.

- 10.08 In the case of engaging or dismissing the Executive Director, the decisions shall be made by a vote of the Board of Directors.

11 EXECUTIVE COMMITTEE

- 11.01 The Executive officers of the Society shall be a Chair, Vice-Chair, Secretary and Treasurer and such other officers named by the Board from time to time. After the first term of office, the immediate Past Chair shall be a member of the Executive, with full powers of an Executive Officer.
- 11.02 The executive officers of the Society shall be ratified by the Board of Directors of the Society at the first regular meeting of the board.
- 11.03 The executive committee shall meet not less than two (2) times during each year. A quorum of the executive committee shall be a simple majority of the total members of the executive committee provided seven (7) days notice of the meeting has been given.
- 11.04 The Executive officers of the Society shall hold office for one (1) year and until their successors are elected or appointed by Board resolution in their stead.
- 11.05 The Board of Directors shall appoint one of their number to be the Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time. The Chair shall be responsible for calling the required meetings of the Board of Directors and for organizing the Annual General Meeting. The Chair will chair all meetings of the Board of Directors and any special general meetings and the Annual General Meeting.
- 11.06 The Board of Directors shall appoint one of their number to be the Vice-Chair of the Society. The Vice-Chair shall, at the request of the members and subject to its directions, perform the duties of the Chair during absence, illness or incapacity of the Chair, or during such period when the Chair may request him/her to do so. Should both the Chair and the Vice-Chair be absent, the performance of their powers and duties shall be delegated to a Chair appointed by the Board.
- 11.07 The Board of Directors shall appoint one of their number to be the Secretary of the Society who shall record the minutes of the meetings of members and directors and shall perform other such duties as assigned to him/her by the members including preparation of minutes and custody of the books, records and minutes of all meetings of the Society.

All recorded votes and minutes of the proceedings are to be kept in a book for that purpose in the Centre. Should the Secretary be absent, the performance of his/her duties shall be delegated to another person by the Board.

- 11.08 The Board of Directors shall appoint one of their number to be the Treasurer of the Society to carry out such duties as the members may assign. The Treasurer shall render to the Chair

and Directors at the regular meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer, and of the financial position of the Society, and be designated as one of the signing officers of the Society of any financial transaction(s). If the Board think fit, the same person may hold both offices of Secretary and Treasurer.

- 11.09 In all cases of death, resignation, retirement or removal from office of an officer, all books, papers, vouchers, money and other property of whatever kind in his/her possession, or under his/her control belonging to the Society shall be delivered to the Board of Directors.

12 OPERATING COMMITTEES OF THE SOCIETY

- 12.01 Operating committees of the Society shall be established by the Board from time to time with specific mandates and deadlines, and authorities to carry out the duties of the Board as prescribed in Article 9.
- 12.02 Chairs of the operating committees shall be members of the Board or be appointed by the Board. Authority to appoint other members to an operating committee may be specified in each committee's terms of reference or delegated to the committee or its Chair, subject to Board ratification.
- 12.03 Members of operating committees of the Board, other than its Chair, may come from the Board and/or from the membership or community at large.

13 EMPLOYEES OF THE SOCIETY

SECTION DELETED JUNE 2003 - REFER TO BY-LAW 10.7

14 WITHDRAWAL OF FUNDS

- 14.01 The withdrawal of funds from any bank account under the authority of the Board of Directors requiring a signature of the Society shall be signed by two persons as determined by written Board of Directors policy.

15 INDEMNITIES TO DIRECTORS AND OTHERS

- 15.01 Every Director of the Society or other person who has undertaken, or is about to undertake, any liability on behalf of the Society and their heirs, executors, administrators and estate, respectively, shall at all times, be indemnified and saved harmless, out of the funds of the Society from and against:
- 15.01.01 All costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought or prosecuted against him/her for, or in any respect of any act, deed, matter of thing whatsoever made, done or permitted by him/her in, or about, the execution of the duties of his/her office except such costs, charges or expenses as are occasioned by his/her wilful neglect.

- 15.01.02 All other costs, charges and expenses, which he/she sustains or incurs in, or about, or in relation to, the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own wilful neglect.

16 BORROWING OF FUNDS

- 16.01 The Board may authorize any Director, member, employee of the Society to make arrangements to borrow money and to give security, terms and conditions as are necessary up to one hundred thousand (\$100,000.) Canadian dollars. The general membership shall be called upon at the annual general or special general meeting to approve any borrowing of funds in excess of this amount.

17 AUDIT OF ACCOUNTS

- 17.01 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 Board of Directors may do so.
- 17.02 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 Auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report, s/he shall state whether, in his 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 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 (14) days after the Annual General Meeting in each year, as required by law.
- 17.03 The Society has power to repeal, amend, add to or re-enact this Constitution and By-laws, or any of them, by special resolution passed in a manner prescribed by law, but such changes, unless in the meantime confirmed by a special general meeting of members, shall have force only until the next Annual General Meeting of members and, if not confirmed thereat, shall from that time cease to have any force.
- 17.04 A notice of motion to repeal, amend, add to or re-enact this Constitution and By-laws, or any of them, must be given to the Chairperson of the Board of Directors at least twenty-one (21) days prior to the date on which the motion is to be made.

18 BOOKS AND RECORDS

- 18.01 The books and records of the Society shall be open to the members for inspection at all reasonable times, upon reasonable notice at the office of the Society.

19 AMENDMENTS AND RESOLUTIONS

- 19.01 The articles of the Society may be amended at any general meeting of the Society by a "special resolution".
- 19.02 For all purposes of the Society, "special resolution" shall mean a resolution to amend the articles of the Society passed by no less than three-fourths majority of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose a special resolution has been given.
- 19.03 Notice to amend any articles or introduce a new one shall be given in writing at a meeting of the Society prior to the meeting or circulated to the members of the Society present at any general meeting.
- 19.04 Any resolution other than a "special resolution" shall be deemed passed if a majority of the members present vote in favour of such a resolution.

20 WINDING UP

- 20.01 It is the unalterable provision of this by-law that members of this Society shall have no interest in the property and assets of the Society; any funds and assets of the Society remaining after satisfaction of its debts and liabilities, shall be distributed to a recognized Society in the area whose objects most closely accord with those of this Society as determined by its members at dissolution.

21 MISCELLANEOUS

- 21.01 The Society shall file with the Registrar, with its annual statement, a list of its Board of 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.
- 21.02 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 21.03 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.

22 INTERPRETATION

- 22.01 In the interpretation of this Constitution and By-laws, the masculine shall include the feminine and vice-versa to the extent required by context, the singular shall include the plural and vice-versa, the term "persons" shall include firms and corporations. Save as herein provided, the provisions of the Interpretation Act of Nova Scotia shall apply to this Constitution and By-laws.

22.02 Whenever references are made in any by-law or any special resolution of the Society or to any statute or section thereof, such references shall be deemed to extend and apply to any amendment or re-enactment or such by-laws, statute or section thereof as the case may be.

22.03 Definitions:

22.03.01 Disability shall refer to any functional limitation within the individual caused by physical, mental, or memory impairment and as self-determined by the individual.

22.03.02 Consumer shall refer to any person with a disability who may directly or indirectly benefit from the Society services, and who may wish to participate in the activities of the Society.