

BY-LAWS

NOVA SCOTIA NON-PROFIT HOUSING ASSOCIATION

PART 1 - DEFINITIONS AND INTERPRETATION

1.1 In these by-Laws:

- a) "Act" means the *Societies Act* of Nova Scotia as amended from time to time;
- b) "Associate Member" means a Member that is not a Non-Profit Housing Member, an Informal Housing Member, or a Government Member, and who has been accepted for Membership in accordance with these By-laws;
- c) "Board" means the board of Directors of the Society;
- d) "DEIA" means diversity, equity, inclusion and accessibility;
- e) "Director" means an individual appointed or elected to the Board;
- f) "Government Member" means a government organization of the Government of Canada, the Province of Nova Scotia, or a municipality within the Province of Nova Scotia, which shall include a department or agency, that has been accepted for Membership in accordance with these By-laws;
- g) "Informal Housing Member" means an informal housing group, network or coalition which has been accepted for Membership in accordance with these By-laws;
- h) "Member" means any member, in good standing, of the Society;
- i) "Membership" means being a Member of the Society;
- j) "Member's Representative" means any officer, senior manager, employee, volunteer, or member of any Member that is appointed by such Member to act on behalf of that Member;
- k) "Non-Profit Housing Member" means a non-profit housing provider which has been accepted for Membership in accordance with these By-laws;
- l) "Organization" means, without limitation, any or all of the following: entities, associations, societies, body corporates, labour organizations, private social agencies, or government bodies of any kind;
- m) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;

- n) "Register of Members" means the register of the members of the Society to be maintained by the Secretary in accordance with the Act;
- o) "Society" means the Nova Scotia Non-Profit Housing Association;
- p) "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; and
- q) "Voting Member" means any Non-Profit Housing Member or Informal Housing Member.

1.2 Definitions in Act apply

The definitions in the Act apply to these by-laws.

1.3 Conflict with Act

If there is a conflict between these By-laws and the Act, the Act shall prevail.

PART 2 - MEMBERS

2.1 Application for Membership

A person may apply to the Board for Membership in the Society, and the person becomes a member on the Board's acceptance of the application. The Directors may, in their sole and absolute discretion, grant or refuse Membership to any applicant. Membership in the Society is not transferable.

The Board may develop policy regarding the criteria under which Membership applications are accepted, reviewed and approved.

2.2 Duties of members

Every member must uphold the Memorandum of Association of the Society and must comply with these By-laws.

2.3 Terms of admission of members

The following shall be eligible for Membership:

- a) the initial subscribers to the Memorandum of Association, which shall be no less than five (5);
- b) those who support the objects of the Society;
- c) those who are admitted to Membership under one of the Membership categories set forth in Section 2.7;
- d) those who are an Organization;

- e) those whose name and address is written in the Register of Members by the Secretary; and
- f) those who pay an annual fee in an amount and on the terms, if any, to be determined by the Board.

Any Member may be represented by a Member's Representative authorized by it to act on its behalf. Any Member's Representative may be required by the Chair to present, to the Chair's satisfaction, evidence that such person is duly authorized to represent the Organization at any Members' meeting or in compliance with any other term or obligation set forth in these By-laws.

The Board may develop policy regarding the amount and terms of membership fees.

2.4 Members' rights and obligations

The Society is ultimately accountable to the Members of the Society. Every Member is entitled to attend any Members' meeting of the Society.

2.5 Conditions under which Membership ceases

Membership in the Society shall cease:

- a) upon the dissolution, liquidation, insolvency or bankruptcy of any Member;
- b) if the Member resigns by written notice to the Society;
- 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.

2.6 Manner in which a Member may be expelled.

The Board shall have authority to suspend or expel any Member from the Society for any one or more of the following grounds:

- a) violating any provision of the Memorandum of Association, By-laws, or any written policies of the Society;
- b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole and absolute discretion; or
- c) for any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard to the purpose of the Society.

The Board may develop policy regarding the manner in which a Member may be expelled from the Society and have their Membership terminated.

2.7 Membership Categories

Membership in the Society shall fall under any of the following categories of Membership: (1) Non-Profit Housing Member; (2) Informal Housing member; (3) Government Member; and (4) Associate Member. The following conditions of Membership shall apply:

Non-Profit Housing Members: Membership as a Non-Profit Housing Member shall be available to persons who have applied and been accepted for Membership in the Society as a Non-Profit Housing Member. Non-Profit Housing Members shall be Voting Members.

Informal Housing Member: Membership as an Informal Housing Member shall be available to persons who have applied and been accepted for Membership in the Society as an Informal Housing Member. Informal Housing Members shall be Voting Members.

Government Member: Membership as a Government Member shall be available to persons who have applied and been accepted for Membership in the Society as a Government Member. Government Members shall not be Voting Members and shall not be entitled to receive notice of, attend or vote at meetings of the Members.

Associate Member: Membership as an Associate Member shall be available to persons who have applied and been accepted for Membership in the Society as an Associate Member. Associate Members shall not be Voting Members and shall not be entitled to receive notice of, attend or vote at meetings of the Members.

PART 3 - MEMBERS' MEETINGS

3.1 Time and place of meetings

The Chair, or in the Chair's absence, the First Vice-Chair, or in the First Vice-Chair's absence, the Second Vice-Chair, or in the absence of all of them, any Member appointed from among those present, shall preside as chair at Members' meetings. 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.

3.2 Preparation and custody of minutes of members meetings

The Secretary will have responsibility for the preparation and custody of the minutes of Members' meetings.

3.3 Annual general meetings

The annual general meeting shall be held within three (3) months after every fiscal year end. 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) approve the minutes of the previous meeting;
- b) consideration of the annual report of the Directors;
- c) consideration of the annual financial report of the Society;
- d) appoint an auditor, if any, for the ensuing year; and
- e) election of Directors to the Board.

3.4 Mode and time of calling of annual general meetings

Notice to Voting Members is required for the annual general meeting. The notice must:

- a) specify the date, place and time of such meeting;
- b) be given to the Voting Members thirty (30) days prior to such meeting;
- c) be given to the Voting Members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means; and
- d) specify the nature of the business, such as the intention to propose a Special Resolution;

The non-receipt of notice by any Voting Member shall not invalidate the proceedings.

3.5 Special meetings

Special meetings of the Voting 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 at least fifty (50) Voting Members or twenty (20) percent of the Voting Members of the Society whichever is the lesser number.

3.6 Mode and time of calling special meetings

Notice to Voting Members is required for special meetings. The notice must:

- a) specify the date, place and time of such meeting;
- b) be given to the Voting Members fourteen (14) days prior to such meeting;
- c) be given to the Voting Members by newsletters, newspapers, television, radio, e-mail, telephone and/or other electronic means; and
- d) specify the nature of business, such as the intention to propose a special resolution.

The non-receipt of notice by any Voting Member shall not invalidate the proceedings.

3.7 Quorum at Members' meetings

Quorum for the transaction of business shall consist of twenty-five percent (25%) of the Voting Members at such time. No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.

3.8 Quorum not present at Members' meetings

If within thirty (30) minutes from the time set for holding the meeting quorum is not present or if, at any time during a meeting, there ceases to be a quorum of Voting Members present, business then in progress must be suspended:

- a) In the case of a meeting convened on the requisition of Voting Members, the meeting is terminated; and
- b) In any other case, the meeting stands adjourned to the same date in the following week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within thirty (30) minutes from the time set for holding the continuation of the adjourned meeting, the voting Members who are present constitute a quorum for that meeting.

3.9 Voting rights at Members' meetings

Every Voting Member may vote at any Members' meeting of the Society after they have attended at least one previous Members' meeting. Every Voting Member shall have one (1) vote and no more and there shall not be proxy voting. Except when voting on Special Resolutions as defined in Section 1.1 of these By-laws, every question shall be determined by a majority of the votes cast on the question. Where there is an equality of votes the motion shall be lost. The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting. 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) Voting Members. If a poll is demanded, it shall be held by show of hands or by secret ballot, determined at the Chair's discretion.

3.10 Virtual and hybrid Members' meetings

Subject to any prohibition in law, a virtual meeting, or hybrid of a virtual and in-person meeting, may be held in the place of a Members' meeting where the Voting Members entitled or permitted to participate in the meeting have access to the telephonic, electronic or other communication facility which is to be used and the telephonic, electronic or other communication facility used for the meeting permits all Voting Members to communicate adequately with each other during the meeting. A Members' meeting held in the manner outlined in this Section 3.10 shall be deemed an in-person meeting for the purposes of any law of the Province of Nova Scotia including any enactment, article, by-law or governing agreement and it shall be deemed to be held at the place determined in accordance with this Part 3. A Voting Member who is entitled or permitted to participate and attends a Members' meeting and does so via telephonic, electronic, or other telecommunication facility is deemed present at the meeting, including for the purposes of establishing quorum.

3.11 Members' resolution in writing

A resolution, including a Special Resolution, in writing and signed by every Member who would be entitled to vote on such a resolution at a meeting is as valid as if it were passed by such Members at a meeting. A resolution so passed shall be deemed to

constitute a waiver of all notices required to have been given for that meeting. The signature of a Member who is an Organization shall be evidenced by the signature of an officer or officers, Director or Directors, or other person or persons authorized by such Organization.

PART 4 - DIRECTORS

4.1 Composition of Directors

The majority (50% + 1) of Directors must be representatives of voting members

4.2 Number of directors

The number of Directors shall be no fewer than three (3) and no more than fifteen (15).

4.3 Appointment and Election of Directors

The Board may appoint Directors to fill vacancies at its discretion, subject to composition requirements set in out in these by-laws. Any Director appointed by the Board will serve until the next Annual General Meeting, where such appointment must then be included in the slate of directors for approval.

At each Annual General Meeting of the Association, the Board may propose a slate of directors for approval:

- a) This slate is proposed at the discretion of the Board to appoint any new Directors, or to appoint an existing Directors for an additional term. If applicable, this will include any Director(s) appointed by the Board since the last Annual General Meeting of the Association.
- b) This slate shall include the name(s) of the individuals being recommended for appointment, along with the proposed term of appointment.
- c) In order for the proposed appointments to take effect, this slate must be approved by resolution at the Annual General Meeting.

4.4 Duties and powers

The management of the Society is the responsibility of the Board. In particular, the Board may engage one or more executive Directors, and determine their duties, responsibilities and remuneration. The Board may appoint an executive committee and other committees or collaborative teams as it sees fit, and may develop policy regarding the roles and responsibilities of such committees or collaborative teams.

4.5 Conflict of Interest

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 for election or appointment to the Board, and
- b) if serving as a Director, when the possibility of a conflict is realized.

A conflict of interest does not prevent a Member from serving as a Director provided that such Director withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

The Board may develop policy regarding rules for a Director declaring a conflict of interest.

4.6 Removal and Resignation of Directors

A Director will immediately cease to be a Director in the following circumstances:

- a) If the Director resigns their position in writing.
- b) If the Director ceases to be or represent a Member of the Association.

The Board may remove a Director or Officer by resolution:

- a) For this resolution to pass, at least two-thirds (2/3) of the votes cast must be in favour.
- b) The individual subject to removal must not be present during the discussion or vote on the resolution.

The Membership may remove a Director from the Board, and if desired, appoint another person to complete their term. This must be done through Special Resolution.

4.7 Composition of Board

The Society is committed to incorporating the values of DEIA in the governance of the Society. The Board may develop policy regarding the values of DEIA, in which case the Society, and any nominating committee in place at such time, shall exercise reasonable efforts to ensure the composition of the Board follows the values set forth in such DEIA policy. The Society, and any nominating committee in place at such time, shall exercise reasonable efforts to ensure the composition of the Board reflects appropriate qualifications, background and expertise as well as the time available to devote to the objects of the Society.

4.8 Term of Office of Directors

Directors may be appointed for a term of up to three (3) years, to be determined at the time of appointment. The Board may create policies which set limits to the amount of terms a Director may serve.

PART 5 - BOARD MEETINGS

5.1 Frequency of Board meetings

The Board shall meet no less than once each year. The Chair or, in the Chair's absence, the First Vice-Chair or, in the First Vice-Chair's absence, the Second Vice-Chair or, in the absence of all of them, any Director appointed from among the Directors shall preside as chair of the Board.

5.2 Preparation and custody of minutes of Board meetings

The Secretary will have responsibility for the preparation and custody of the minutes of Board meetings.

5.3 Mode and time of calling Board meetings

A Board meeting may be called by the Chair or by any two (2) other Directors. A Board meeting 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; and
- c) be given to the Directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means.

The non-receipt of notice by any Director shall not invalidate the proceedings. Notice can be waived for Board meetings with the unanimous approval of the Board.

5.4 Quorum at Board meetings

Quorum shall consist of a majority of the Directors. No business shall be conducted at any meeting of the Board unless a quorum is present to open the meeting and before any vote.

5.5 Voting rights at Board meetings

Every Director shall have one (1) vote at Board meetings. Where there is an equality of votes the Chair shall not have a second determining vote and the motion shall be lost.

5.6 Virtual and hybrid Board meetings

Subject to any prohibition in law, a virtual meeting, or hybrid of a virtual and in-person meeting, may be held in the place of a Board meeting where the Directors entitled or permitted to participate in the meeting have access to the telephonic, electronic or other communication facility which is to be used and the telephonic, electronic or other communication facility used for the meeting permits all participants to communicate adequately with each other during the meeting. A Board meeting held in the manner outlined in this Section 5.6 shall be deemed an in-person meeting for the purposes of any law of the Province of Nova Scotia including any enactment, article, by-law or governing agreement and it shall be deemed to be held at the place determined in accordance with this Part 5. A member of the Board who is entitled or permitted to participate and attends a Board meeting and does so via telephonic, electronic, or other telecommunication facility is deemed present at the meeting, including for the purposes of establishing quorum.

5.7 Directors' resolution in writing

A resolution in writing and signed by every Director who would be entitled to vote on such resolution at a meeting is as valid as if it were passed by such Directors at a meeting. A resolution so passed shall be deemed to constitute a waiver of all notices

required to have been given for that meeting.

PART 6 - OFFICERS

6.1 Appointment of officers

The Directors shall appoint a Chair and Vice Chair from amongst themselves. The Chair and Vice Chair will be Officers of the Association.

6.2 Officers duties and responsibilities

The Chair is responsible for the effectiveness of the Board and shall perform other duties as assigned by the Members or the Directors.

The Vice Chair shall perform the duties of the Chair during the absence, illness, or incapacity of the Chair, or at the request of the Chair or the Board.

The Board may appoint additional Officers at its discretion, and may restrict or supplement the Officers' powers and duties.

The Officers will be responsible for all books and records of the Association. These responsibilities may be delegated, and include:

- a) Preparation and custody of minutes of General Meetings of the Association.
- b) Preparation and custody of minutes of meetings of the Association's Board.
- c) Preparation and custody of the register of Members.
- d) Preparation and custody of all financial records and statements of the Association.
- e) Filing applicable forms with the Registrar annually and as required.
- f) Filing with the Registrar a list of Directors within fourteen (14) days of their appointment, including their addresses, occupations, and the date of their appointment.
- g) Filing with the Registrar a copy of every Special Resolution within fourteen (14) days after the resolution is passed.

PART 7 - DIRECTOR AND OFFICER REMUNERATION

- 7.1 Directors and officers shall serve without remuneration and shall not receive any profit or be paid for being Directors or officers. However, Directors and officers may receive reasonable remuneration for other services that they provide to the association as approved by the Members. A Director or officer may be paid reasonable expenses incurred in the performance of their duties.

PART 8 - FINANCE

8.1 Funds of the Society

No funds of the Society shall be paid to or be available for the personal benefit of any Member.

8.2 Financial Year End

The fiscal year end of the Society shall be the 31st day of March.

8.3 Audit of Accounts

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.

8.4 Annual Financial Statements

At the annual meeting, the Board shall present to the Members a written report on 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.

A copy of the financial report shall be signed by the auditor or by two Directors. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

PART 9 - CORPORATE SEAL

- 9.1 The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Society shall be the custodian of the corporate seal which may be affixed to any document upon resolution of the Board.

PART 10 - SIGNING AUTHORITY

- 10.1 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or First Vice-Chair and the Secretary, or the Second-Vice Chair and the Secretary, or otherwise as prescribed by resolution of the Board.

PART 11 - BORROWING POWER

- 11.1 The Society may only borrow money as approved by a special resolution of the Members.
- 11.2 The Society shall not make loans, guarantee loans or advance funds to any Director.

PART 12 - INSPECTION OF BOOKS AND RECORDS

- 12.1 The Members may inspect the annual financial statements and minutes of Members' and Board meetings at the registered office of the Society with one week's notice.
- 12.2 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.

PART 13 - MANNER OF MAKING, ALTERING AND RECINDING BY-LAWS

- 13.1 The Members may repeal, amend or add to these By-laws by a Special Resolution. No By-law or amendment to the By-laws shall take effect until the Registrar approves it.

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