



**Stronger Together: *Building the Sector, Delivering Homes***

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Dear NSNPHA Members,

We are pleased to invite you to our **2026 Annual General Meeting and Education Day**.

This energizing two-day event brings together members and leaders such as non-profit housing providers, community partners, advocates, and policymakers from across Nova Scotia to strengthen the capacity and collaboration of our non-profit housing sector. As the sector continues to respond to growing housing needs across the province, this event supports the shift from planning and capacity-building toward implementation and housing delivery. Through shared learning, discussion, and connection, participants will explore how to work together to deliver more homes and build a stronger, more coordinated sector.

This bulletin serves as official notice that our Annual General Meeting (AGM) will be held on:

**Tuesday, June 16, 2026 at 4:00pm ADT**

Best Western Plus Dartmouth Hotel & Suites  
15 Spectacle Lake Drive  
Dartmouth, NS B3B 1X7

Our AGM is free to attend and open to all NSNPHA members, but advance registration is required. Following the AGM, there will be a networking reception. Click the link below to register for the AGM and purchase tickets for our education day conference:

<https://www.eventbrite.ca/e/stronger-together-nsnpha-agm-education-day-tickets-1984781917143>

We are excited forward to engaging and collaborating with you in June.

Sincerely,

The NSNPHA Staff and Board



## NOTICE OF SPECIAL RESOLUTION: BYLAW AMENDMENT

### *AGM Special Business: Proposed Bylaw Amendments*

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In accordance with our bylaws, we are providing notice to all members that a special resolution will be proposed at our AGM to amend our bylaws. The Special Resolution will be as follows:

**WHEREAS** *the Members of the Nova Scotia Non-Profit Housing Association (“the NSNPHA”) wish to amend and the Bylaws of the NSNPHA;*

**AND WHEREAS** *notice of the intention to propose this Special Resolution has been duly provided to all Voting Members in accordance with the Bylaws;*

**BE IT RESOLVED THAT** *the Bylaws of the NSNPHA be amended as presented.*

This Special Resolution requires the approval of at least three-quarters (3/4) of Voting Members present at the AGM, in accordance with the current Bylaws.

As the NSNPHA continues to grow and evolve to meet the needs of our members and the sector, we continue to improve upon our governing documents to ensure we are equipped to adapt and meet the needs of the moment. These changes are largely administrative, but in the interest of transparency the full text of the proposed revised Bylaws is enclosed with this notice.

Over the past several months, the Board of Directors and our HR & Governance Committee have engaged in a comprehensive by-law review process. Our objective was to modernize a document that has remained largely unchanged since the creation of the NSNPHA, ensuring it reflects our current scale and our ambitious future as a provincial leader in community housing.

Under Section 2 of the Bylaws, one of the most important changes is for our Board to have the flexibility to establish and amend membership categories that best represent the sector and meet the needs of the NSNPHA and its members. This shift allows us to simplify our governance and makes our bylaws more flexible. In addition, the revised bylaws removes the requirement for Voting Members to have attended at least one previous general meeting before being permitted to vote, which is the case in our current bylaws.

The revisions help streamline language and procedures, moving some more specific operational details, such as membership categories, into policies to allow for greater organizational agility. As we move toward this more professionalized governance model, we will continue to be transparent and responsive when considering any changes to our structure. We remain committed to consulting with members to ensure your voices are heard, and that we continue to support every member, from our largest urban providers to our smallest rural coalitions.

If you have questions about the new or existing bylaws, please email [adrian@nsnpha.com](mailto:adrian@nsnpha.com).



## Draft Bylaws

Nova Scotia Non-Profit Housing Association

*Revised April 2026*

### 1. DEFINITIONS

1.1. In these Bylaws:

- a) "**Act**" means the Societies Act of Nova Scotia, as amended from time to time.
- b) "**Association**" means the Nova Scotia Non-Profit Housing Association.
- c) "**Board**" means the Board of Directors of the Association.
- d) "**Board Meeting**" means a meeting of the Board.
- e) "**Board Resolution**" means a duly executed resolution of the Board, in accordance with the Bylaws.
- f) "**Bylaws**" means the Bylaws of the Association, as amended from time to time.
- g) "**Chair**" means the Chair of the Board.
- h) "**Director**" means a member of the Board.
- i) "**Fiscal Year**" means the Fiscal Year of the Association, as defined in Section 11.1 of these Bylaws.
- j) "**General Meeting**" means any annual or special general meeting of the Association.
- k) "**Member**" means a member of the Association in good standing.
- l) "**Membership**" means being a Member of the Association.
- m) "**Registrar**" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- n) "**Special Resolution**" means a resolution passed by not less than three-fourths (3/4) of Voting Members present at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- o) "**Voting Member**" means any Member entitled to vote at a General Meeting.

1.2. The definitions in the Act apply to these Bylaws.

1.3. If there is a conflict between these Bylaws and the Act, the Act shall prevail.

## 2. MEMBERSHIP

- 2.1. The following shall be eligible for Membership:
  - a) Those who support the mission, vision, values, and objectives of the Association.
  - b) Those who are eligible for Membership as determined in these by-laws and the policies set by the Board from time to time.
  - c) Those who pay an annual fee in an amount and on the terms, if any, to be determined by the Board.
- 2.2. An individual or organization may apply to the Board for Membership in the Association, and becomes a member on the Board's acceptance of the application. The Board may, in its sole and absolute discretion, grant or refuse Membership to any applicant. Members may be Voting Members or non-voting Members, subject to the discretion of the Board upon the approval or renewal of Membership.
- 2.3. The Board may develop categories of Membership and policies regarding the criteria under which Membership applications are accepted, reviewed and approved.
- 2.4. A Member that is an organization 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 Association to present, to the Association'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 Bylaws.
- 2.5. Every member must support the Association's purpose and uphold its mission, vision, and values. All Members must comply with these Bylaws, along with any other policies and regulations set by the Board from time to time.
- 2.6. The Association is ultimately accountable to the Members of the Association. All Members are entitled to attend General Meetings of the Association and inspect the records of the Association as provided in these Bylaws.
- 2.7. A Member's Membership in the Association shall automatically cease in any of the following occur:
  - a) If the Member is an organization, upon the dissolution, liquidation, insolvency, bankruptcy, disbandment, or cessation of existence of the Member.
  - b) If the Member is an organization, and the Member loses corporate status or is no longer incorporated under its incorporating statute.
  - c) If the Member resigns by written notice to the Association.
  - d) If the Member ceases to qualify for Membership in accordance with these Bylaws or the policies of the Association.
- 2.8. In extraordinary circumstances Members of the Association may, by Special Resolution, expel any Member from Membership in the Association. Any expelled Member shall not be entitled to commence any action or proceeding to have such Membership reinstated.

- 2.9. The Board shall have authority to suspend or expel any Member from the Association for any one or more of the following grounds:
- a) The Member has violated any provision of the Memorandum of Association, Bylaws, or any other policies of the Association.
  - b) The Member has conducted themselves in a which may be detrimental to the Association as determined by the Board in its sole and absolute discretion.
  - 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 Association.

### **3. GENERAL MEETINGS**

- 3.1. The Association will hold an Annual General Meeting each Fiscal Year.
- 3.2. The following items of business shall be deemed ordinary business at each Annual General Meeting, and all other business shall be deemed special business:
- a) Approval of the minutes of the previous Annual General Meeting, and any Special General Meetings held since that date.
  - b) Consideration of the annual report of the Association.
  - c) Presentation of the annual financial statements of the Association,
  - d) Appointment of an auditor, if any, for the ensuing Fiscal Year.
  - e) Appointment of Directors to the Board, when applicable.
- 3.3. A Special General Meeting may be held at any time and shall be called:
- a) At the discretion of the Chair, or by Board Resolution.
  - b) If requested in writing by a majority of the Directors.
  - c) If requested in writing by at least twenty-five percent (25%) of the Voting Members.
- 3.4. Any business considered at a Special General Meeting will be considered special business.

### **4. NOTICE OF GENERAL MEETINGS**

- 4.1. Notice of any General Meeting will be provided to all Members at least fourteen (14) days in advance, and will specify the date, time, and place of such meeting.
- 4.2. Notice may be provided by mail, newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means. The notice must also include, if applicable, the nature any special business and any intended Special Resolution to be considered.
- 4.3. The non-receipt of notice by any Member shall not invalidate the proceeding of a General Meeting.

## **5. PROCEEDINGS AT GENERAL MEETINGS**

- 5.1. General Meetings shall be held in accordance with meeting procedures and practices determined by the Board from time to time. In the event of disagreement on the procedures of a meeting, the meeting will be held according to the most up to date version of Robert's Rules of Order.
- 5.2. The Chair shall be the chairperson of all General Meetings. In the absence of the Chair, the Association shall appoint a chairperson to preside over each General Meeting. In the absence of a chairperson appointed by the Association, the Voting Members present shall appoint a chairperson for the duration of the meeting.

## **6. QUORUM AND VOTING AT GENERAL MEETINGS**

- 6.1. Quorum for the transaction of business shall consist of twenty-five percent (25%) of the Voting Members.
- 6.2. If quorum is not established within thirty (30) minutes from the time set for holding the meeting, 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 the Members, the meeting is terminated.
  - b) In the case of a meeting called by any other means, the meeting stands adjourned to the same date in the following week at the same time and place. 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.
  - c) In any case, the time to establish quorum may be extended by the meeting's chairperson upon unanimous consent of all Voting Members present at the meeting.
- 6.3. Every Voting Member shall have one (1) vote and no more and there shall not be proxy voting.
- 6.4. Except when voting on Special Resolutions, every question shall be determined by a majority (50% + 1) of the votes cast for the question. Where there is an equality of votes, the resolution will be considered to have failed. The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting. Votes may be held by show of hands or by secret ballot, determined at the Chair's discretion.
- 6.5. 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 General Meeting. A General Meeting held in the manner outlined in these Bylaws 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 these Bylaws. A Voting Member who is entitled or permitted to participate and attends a General Meeting and does so via telephonic, electronic, or other

telecommunication facility is deemed present at the meeting, including for the purposes of establishing quorum.

- 6.6. A resolution, including a Special Resolution, in writing and signed by every Voting Member who would be entitled to vote on such a resolution at a General Meeting is as valid as if it were passed by such Voting Members at a General 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 Voting Member who is an organization shall be evidenced by the signature of a person or persons authorized by the Member.

## **7. BOARD OF DIRECTORS**

- 7.1. The majority (50% + 1) of Directors must be representatives of voting members
- 7.2. The Board shall be composed of no fewer than three (3) and no more than fifteen (15) Directors.
- 7.3. 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.
- 7.4. Directors shall serve without remuneration and shall not receive any profit from their positions. However, Directors may be paid reasonable expenses incurred in the performance of their duties.
- 7.5. The Board may appoint Directors to fill vacancies at its discretion, subject to composition requirements set in out in these Bylaws. The Board is not required to fill all vacancies, so long as the minimum number of Directors is maintained.
- 7.6. Any Director appointed by the Board will serve until the next Annual General Meeting, where such appointment will then be included in the slate of directors for approval.
- 7.7. At each Annual General Meeting, 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. When 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.
- 7.8. The management of the Association is the responsibility of the Board, whose powers are further defined in the Act. In particular, the Board may engage an Executive Directors, and determine their duties, responsibilities and remuneration. The Board may appoint committees or collaborative teams as it sees fit, and may develop policy regarding the roles and responsibilities of such committees or collaborative teams.
- 7.9. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest upon nomination for appointment to the Board, and when the possibility of a conflict, or a potential or perceived conflict, is realized.
- 7.10. The Association is committed to incorporating the values of justice, equity, diversity, and inclusion (JEDI) in the governance of the Association. The Association, and any

nominating committee in place at such time, shall exercise reasonable efforts to ensure the composition of the Board aligns with JEDI principles, while reflecting the appropriate qualifications, background, expertise, as time available to devote to the objects of the Association.

- 7.11. In the event that there are no Directors of the Association, the individuals who are managing the affairs of the Association will be deemed to be the Directors. This will be until such time as a General Meeting can be called to fill such vacancies, which will happen as soon as is practical.

## **8. BOARD MEETINGS**

- 8.1. The Board shall meet as needed to discharge their duties under these Bylaws.
- 8.2. The Chair or, in the Chair's absence, the Vice-Chair, shall preside as chair of the Board.
- 8.3. In the absence of the Chair and Vice Chair, the Directors shall appoint a Director to act as chairperson for the duration of the meeting.
- 8.4. Board Meetings shall be held in accordance with meeting procedures and practices determined by the Board from time to time.
- 8.5. Quorum shall consist of a majority (50% + 1) of the Directors. No business shall be conducted at any meeting of the Board unless a quorum is present at the beginning of the meeting and before any vote.
- 8.6. Every Director shall have one (1) vote at Board meetings. The Chair shall not vote on Board Resolutions unless there is an equality of votes. In this case, the Chair will cast the deciding vote.
- 8.7. A Board meeting may be called at the discretion of the Chair. The Chair or Vice Chair must call a meeting in a reasonably timely manner if requested in writing by at least twenty-five percent (25%) of Directors.
- 8.8. Notice of all Board Meetings must be provided to the Directors at least seven (7) days in advance of said meeting. This notice may be provided by newsletter, telephone, email, or other electronic means, and must specify the date, time, and place of the meeting.
- 8.9. Notwithstanding Section 8.8 above:
- a) A Board meeting may be held directly following the close of every General Meeting without notice.
  - b) The requirement for notice may be waived by unanimous consent of the Directors.
  - c) The non-receipt of notice by any Director shall not invalidate the proceedings.
- 8.10. 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. A Board Meeting held in the manner outlined in these Bylaws 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 these Bylaws. 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.

- 8.11. 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.

## **9. OFFICERS**

- 9.1. The Directors shall appoint a Chair and Vice Chair from amongst themselves. The Chair and Vice Chair will be Officers of the Association.
- 9.2. The Chair is responsible for the effectiveness of the Board and shall perform other duties as assigned by the Board.
- 9.3. 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.
- 9.4. The Board may appoint additional Officers at its discretion and may restrict or supplement the Officers' powers and duties.
- 9.5. 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 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.

## **10. REMOVAL OF DIRECTORS AND OFFICERS**

- 10.1. A Director or Officer will immediately cease to be a Director or Officer in the following circumstances:
  - a) If the Director or Officer resigns their position in writing.
  - b) In the case of an Officer who is a Director, if they cease to be a Director.
  - c) In the case of an Officer who is an employee of the Association, if their employment ends.

- 10.2. The Board may remove a Director or Officer by Board 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.
- 10.3. 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 and in accordance with these Bylaws.

## **11. FINANCE AND AUDIT**

- 11.1. The Fiscal Year of the Association shall begin on April 1<sup>st</sup> of each year and end on the 31<sup>st</sup> day of March in the following year.
- 11.2. No funds of the Association shall be paid to or be available for the personal benefit of any Member.
- 11.3. An auditor of the Association may be appointed by the Members at each Annual General Meeting. If an auditor is not appointed at an Annual General Meeting, the Directors may do so by Board Resolution.
- 11.4. At the annual meeting, the Board shall present to the Members a written report on the financial position of the Association, which shall:
- a) Include a balance sheet showing its assets, liabilities and equity.
  - b) Include a statement of the Association's income and expenditures in the preceding Fiscal Year.
  - c) Be signed by the Association's auditor and two (2) Directors.
  - d) Be filed with the Registrar within fourteen (14) days following the meeting.
- 11.5. The Members may inspect the annual financial statements and minutes of Members' and Board meetings at the registered office of the Association with one week's notice.

## **12. BORROWING POWER AND SIGNING AUTHORITY**

- 12.1. The Association may borrow money if authorized by the Board, and in accordance with the Act.
- 12.2. The Association shall not make loans, guarantee loans, or advance funds to any Director.
- 12.3. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the Officers, or otherwise as prescribed by resolution of the Board.

## **13. CORPORATE SEAL**

- 13.1. The Association 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 Association shall

be the custodian of the corporate seal which may be affixed to any document upon resolution of the Board.

#### **14. AMENDMENTS**

- 14.1. These Bylaws may be amended by Special Resolution.
- 14.2. No Bylaw or amendment to the Bylaws shall take effect until the Registrar approves it.
- 14.3. The Board may make amendments to these Bylaws in the event that such amendments are necessary to maintain the Association status and registration under the Act, if ordered by the Registrar, or to otherwise comply with a court order, injunction, or other legal requirement under the laws of the Province of Nova Scotia.