

Governance Framework: Bylaws

Interpretation

1. In these Bylaws, unless there be something in the subject or context inconsistent therewith:
 - (a) “Society” “the Society” or “the Centres” means Nova Scotia Hearing and Speech Centres, a body corporate under the Act;
 - (b) “the 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 in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
 - (d) “Act” or “Societies Act” means the Societies Act, Revised Statutes of Nova Scotia, 1989 Chapter 435.

The Society

Membership

- 2.1 The membership of the Society shall be as follows:
 - (a) the Directors of the Society at the time these Bylaws come into effect as set forth in the official records of the day; and
 - (b) person or persons elected by the Society on nomination by a member or members of the Society.
- 2.2 Membership of the Society shall be voluntary and, as such, shall carry no remuneration.
- 2.3 Membership of the Society shall be renewed annually and shall cease upon resignation as a Director.

Meeting of Society

Meetings of the Members

3. (a) The Society shall hold an annual general meeting of the members as soon as possible after the end of each fiscal year as hereinafter defined at a time and place determined as hereinafter provided.
- (b) The Society may hold General Meetings of the members and Special Meetings of the members as hereinafter provided.
- (c) Six (6) members of the Society shall constitute a quorum of any meeting of the members of the Society.
- (d) At the annual general meeting of the members of the Society the following items of business shall be dealt with:

- (i) minutes of the previous annual general meeting,
 - (ii) consideration of the annual report of the directors,
 - (iii) consideration of the annual financial report of the Society,
 - (iv) the appointment of auditors for the ensuing year,
 - (v) consideration of the report of the Nominating Committee,
 - (vi) election of directors, and
 - (vii) appointment of the Nominating Committee for the following year.
- (e) (i) The Nominating Committee shall be composed of three members of the Society.
- (ii) The Nominating Committee shall appoint its Chair.
- (iii) The Nominating Committee shall submit to the next annual General Meeting of the members the names of persons proposed for election as Directors.
- (iv) The Nominating Committee shall make every effort to ensure that the Board of Directors is representative of Nova Scotia and the stakeholders of the Centres.

Voting at Meetings of the Members

4. At any meeting of the members of the Society questions, other than special resolutions, shall be decided by a simple majority vote of members present.

Election of Officers of Society

5. The officers elected by the Directors shall serve also as corresponding officers of the Society.

Directors

6. (a) The Board of Directors of the Society shall consist of:
- (i) not less than 12 nor more than 20 members of the Society elected or appointed as herein provided, at an annual general meeting of the members of the Society (AGM);
 - (ii) with the right to participate in deliberations but without the right to vote, (A) the CEO of the Society, and (B) the Director of the School of Communication Sciences and Disorders of Dalhousie University, should such Director wish to serve in such a capacity.
- (b) Elected directors shall retire from office at the end of the third AGM after their election at which their successors are elected, *provided however*, that at any AGM of the members of the Society, if the incoming elected Board of Directors is of the view that it would be in the best interests of the Society to do so, the incoming elected Board of Directors may appoint one or two of the retiring Directors who are ineligible for re-election to be additional Directors, each for a term ending not more than 12 months after their appointment.

- (c) Retiring elected directors shall be eligible for re-election once only.
- (d) If a director ceases to be a director for any reason the vacancy may be filled for the unexpired portion of the term by the board of directors.
- (e) The members may, by special resolution, remove any director and appoint another person to complete the term of office.

Directors

Duties, Powers and Remuneration

- 7. The Directors shall manage and direct the business and affairs of the Society pursuant to the objects of the Society as set forth in the Memorandum of Association dated the 28th day of December, AD, 1967.

In the event that the number of Directors elected by the Society is less than the minimum of twelve fixed by these Bylaws, the Directors may appoint a person or persons to be a Director or Directors until the next annual General Meeting of the Society.

The Directors may prescribe regulations from time to time pertaining to the operation of the said Society.

The Directors may enter into all kinds of necessary arrangements or contracts and may authorize the signing officers to act on behalf of the Society.

The Directors may employ staff as it deems necessary or advisable and enter into agreements with such personnel in accordance with such regulations as may be prescribed for employment.

The Directors may prescribe regulations, systems and procedures as it deems appropriate in furtherance to management, staff and the operation of its clinic including but not restricting the generality of the foregoing, the pricing of its services and products subject to any arrangements pertaining to same in effect from time to time with the Federal or Provincial Government or any department thereof.

The Directors shall:

- (i) make necessary arrangements for the annual General meeting of the Society,
- (ii) call and make necessary arrangements for a General Meeting of the Society if it deems such beneficial to the Society,
- (iii) call and make necessary arrangements for a Special Meeting of the Society on its own initiative or on the request of 20% of the members of the Society to consider a stated matter or matters, and
- (iv) send, or cause to be sent, written notice of a meeting of the Society at least fourteen (14) days before the day of the meeting.

The Directors shall not be entitled to remuneration other than allowable travel expenses in accordance with government regulations.

In the event that the number of members of the Nominating Committee is less than the three fixed by this Bylaw, the Board shall appoint a person or persons to be a member or members of the Nominating Committee until the next meeting of the Society.

Meeting of Directors, Notice and Quorum

8. 25% of the Directors shall constitute a quorum of the Directors.

A Director may, if all the directors of the Society consent, participate in a meeting of Directors or of a committee of Directors by means of a telephonic, an electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at that meeting.

Voting at Meeting of Directors

9. Each Director, other than the Chair, the CEO, and the Director of the School of Communication Sciences and Disorders of Dalhousie University shall have one vote on any matter coming before the Board.

In case of a tie vote, the Chair shall cast the deciding vote.

Officers of Directors

10. Immediately after the annual General Meeting, the Directors shall elect from their own number the following officers, namely, Chair, Vice-Chair, Secretary-Treasurer, and such other officers as may be required who shall hold office until the meeting of the Board of Directors held immediately following the next annual General Meeting.

The officers elected by the Board shall perform the duties usually assigned to the respective offices.

Executive of Directors

11. The officers of the Board of Directors shall constitute the Executive of the Board.

Committees of Directors

12. The Directors may constitute, from time to time, Standing or Ad Hoc Committees as shall be deemed necessary to conduct the business of the Centres.

General

Preparation and Custody of Minutes and Other Records

13. The Secretary-Treasurer shall be responsible for recording and preserving the Minutes of all meetings of the Society, in addition to other Society books and records.

Fiscal Year

14. The fiscal year of the Society shall be from April 1 to March 31.

Financial Statements

15. The Board shall generate, or cause to be generated, a complete financial statement on an annual basis for presentation to members of the Society at the Annual General Meeting.

Audit

16. The Society at each annual General Meeting of the Society, shall appoint a qualified accountant to examine and report on the accounts of the Society.

Borrowing Powers

17. The Society may borrow money and may secure such borrowing by mortgage of any of its real or personal property and may create and issue bonds or debentures or other evidences of indebtedness upon the whole or any part of the property and assets, present and future, of the Society provided that any borrowing made by the Society has been authorized by Special Resolution.

Execution of Contracts and Other Documents

18. If requested and authorized by the Society or the Board, the Chair and Secretary-Treasurer shall execute jointly on behalf of the Society all contracts, deeds, bills of exchange and other instruments and documents required to be executed by the Society or Board.

Returns to Registrar

19. Records and Returns to be transmitted to and/or filed with the Registrar of Joint Stock Companies as required by the Societies Act (NS):
- i. Memorandum of Association and Bylaws and list of first Directors – names, addresses, occupations, period for which they will act.
 - ii. Every special resolution
 - (a) passed at general meeting with adequate notice
 - (b) within 14 days after resolution is passed
 - (c) authenticated by director, secretary or other authorized director.
 - iii. change of name (special resolution)
 - iv. change of objects (special resolution)
 - v. amendments of Bylaws (special resolution)
 - vi. change of address of registered office
 - vii. statement in form of balance sheet showing general particulars of liabilities and assets, statement of its income and expenditures
 - (a) within 14 days of Annual meeting
 - (b) for preceding fiscal year
 - (c) signed by auditor or if no auditor, by two directors
 - viii. list of directors and change of director(s) within 14 days of Annual Meeting or change in the case of a change of director(s) between annual meetings
 - (a) names, addresses, occupation and dates of appointment or election
 - ix. certificate of incorporation in case of a decision of a society to dissolve the society (special resolution).

Inspection of Books and Records by Members

20. The Secretary-Treasurer shall permit a member of the Society to examine the records of the Society, except client records, at such time as may be arranged with the Secretary-Treasurer.

Seal of Society, Custody and Use

21. The Chair shall keep in her/his possession the Corporate Seal of the Society and shall use it in furtherance to the execution of all documents concerning the Society, together with the signature of the Chair and the Secretary-Treasurer.

Amendments

Amendments

22. (a) If two (2) members of the Society jointly present to the Directors a notice of motion to amend the Bylaws together with the formal motion

to effect the proposed amendment, the board shall:

- (i) send, or cause to be sent to each member of the Society within 30 days a copy of the proposed motion to amend; and
- (ii) arrange to have a meeting of the Society within ninety (90) days to consider the proposed motion to amend.

- (b) At a meeting arranged pursuant to Section (a) of this Article (22), with at least fifty percent (50%) of the members of the Society present, the Society may amend the Bylaws by three-fourths (3/4) of the members of the Society present voting in favour of the motion to amend subject to Sections 2(e) and 13(1) of the Societies Act.

- (c) The Society shall not act pursuant to the amendment referred to in Section (b) above until the amendment is approved by the Registrar of Joint Stock Companies.