

## **BY-LAWS FOR JUNIOR ACHIEVEMENT OF NOVA SCOTIA**

### **Definitions & Authority**

1. In these by-laws:
  - a. "Charter" means Junior Achievement of Nova Scotia.
  - 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 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. Junior Achievement is international in scope and the success of the international effort depends upon the adoption by local groups of a uniform standard program in keeping with the policies, methods and results worthy of the Junior Achievement name. This charter is formed pursuant to the authority evidenced by the National Service Fee Agreement between this Charter and Junior Achievement of Canada, a non-profit educational organization incorporated without share capital under the laws of the Dominion of Canada, herein called the National Organization. This Charter will share and cooperate with the National Organization in the development, promotion, financing, supervision and administration of the educational programs of Junior Achievement, maintaining the high standards of these programs and making these programs available to as many young people as possible. It will perform local functions in accordance with the Charter's by-laws and to the extent required, participate in the activities of the National Organization in the territory assigned to this Charter.

### **Membership Rights and Responsibilities**

2. Those to whom the Charter is ultimately accountable shall be the members of the Charter.
3. Every member is entitled to attend any members' meeting of the Charter.
4. Every member may vote at any members' meeting of the Charter.
5. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
6. Membership in the Charter shall consist of those:
  - a. who have been accepted as members by ordinary resolution of the Board of Directors of the Charter; and/or
  - b. whose name and address is written in the Register of Members by the secretary; and
  - c. who resides in Nova Scotia.
7. Membership in the Charter is not transferable.
8. Membership in the Charter shall cease:
  - a. upon death, or
  - b. if the member resigns by written notice to the Charter, 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 Charter or a majority vote of the Directors of the Charter at a meeting duly called and for which seven (7) days notice of the proposed action has been given, the Member's membership in the Charter has been terminated.

9. The members may repeal, amend or add to these by-laws by a special resolution. The Board has the power to amend by-laws at Directors' meetings. These amendments must then be ratified at the subsequent annual general meeting. No by-law or amendment to by-laws shall take effect until the Registrar receives it.

10. No funds of the Charter shall be paid to or be available for the personal benefit of any member.

### **Members' Meetings**

11. Every member shall have one vote and no more and there shall be no proxy voting.

12. 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.

13. 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 an accessible form of provincial communication or posted on the Charter's website,
- 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.

14. An annual general meeting shall be held within six 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 fourteen (14) days prior to the meeting,
- c. be given to the members by an accessible form of provincial communication or posted on the Charter's website,
- d. specify the intention to propose any special resolution, and
- e. the non-receipt of notice by any member shall not invalidate the proceedings.

15. At the annual general meeting of the Charter 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 Charter,
- d. the appointment of auditors for the ensuing year,
- e. election of directors, and
- f. Special Resolutions (e.g. changes in by-laws).

16. Quorum shall consist of 50% plus 1 members or 15 members, whichever is the lesser. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

17. If, within one-half hours from the time appointed for a members' meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other cases it shall stand adjourned to such time and place as a majority of the members then present shall direct. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the Society.

18. The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

19. The Chair shall only have a vote in the event of an equality of votes, and will then have the casting or deciding vote.

20. 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.

21. 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 members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

#### **Directors (Board of Directors)**

22. Any member of the Charter shall be eligible to be elected a director of the Charter and a director of the Charter shall be a member, and all members are expected to serve as directors.

23. The number of directors shall be not less than 6 or greater than 24. The subscribers to the incorporation of the Charter shall be the first directors of the Charter.

24. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election to a maximum of three terms. Directors shall be elected to two year terms, with one-half of the directors elected each year.

25. If a director resigns his/her office or ceases to be a member in the Charter, his/her office as director 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 Charter.

26. The members may, by special resolution, remove any director and appoint another person to complete the term of office. The directors may, with respect to this article, develop a code of conduct for board members or a job description that may provide grounds for such removal.

27. The responsibility for the management of the activities of the Charter shall rest with the directors who, in addition to the authorities and responsibilities outlined by these by-laws or otherwise expressly conferred upon them, may exercise, within the limits of the

law, all powers as may be required by the Charter to achieve its purposes. In particular, the directors shall have power to set policy to guide the management of the Charter, engage staff, and to determine their duties, responsibilities and remunerations. Other director duties include creating a strategic plan, approving budgets, financial statements and operational plans and performance monitoring. The directors shall meet approximately 6 (six) times per year for approximately 90 (ninety) minutes per meeting, or more frequently or for longer only if necessary.

28. The directors may appoint an executive committee and other committees as they see fit and determine terms of reference for those committees. The directors may also appoint advisors to the board for strategic input to Charter business.

29. 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.

30. 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 (Board Meetings)**

31. The board of directors shall meet as regularly as necessary to meet its legal and organizational responsibilities.

32. 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. the non-receipt of notice by any director shall not invalidate the proceedings.
- d. notice can be waived for board meetings with the unanimous approval of the Board.

33. Quorum shall consist of 50% plus 1 of the directors or 7, whichever is the lesser. 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.

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

35. At directors' meetings, where there is an equality of votes the Chair shall have a casting vote.

#### **Officers**

36. The officers shall be elected by the directors and shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined. A second Vice-Chair may be assigned at the discretion of the Chair. Past Chair may serve in an ex-officio position for 1 year.

37. The Chair shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors from time to time.

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

39. The Secretary of the Charter shall be responsible for recording minutes of the meetings of members and directors, and shall perform such other duties as may be assigned to her/him by the members. The directors may also appoint a Recording Secretary who is not a Director, for the purpose of taking minutes. Custody of the minutes of all the meetings of the charter and other legal books and records of the Board of Directors shall also be the responsibility of the Secretary or designate.

41. The Treasurer shall have responsibility overseeing financial management practices, insuring that the Directors understand the financial situation of the Charter, and may carry out other duties as assigned by the board.

42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Charter by any two directors of the Charter, or otherwise as prescribed by resolution of the Board of Directors.

#### **Finance**

43. The fiscal year end of the Society shall be the last day of June.

44. The directors shall annually present to the members a written report on the financial position of the Charter. The report shall be in the form of:

- a. a balance sheet showing the particulars of its assets, liabilities and equity, and
- b. a statement of its income and expenditure in the preceding fiscal year.

45. A copy of the financial report shall be signed by the auditor or by two directors.

46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

47. An auditor of the Charter 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.

48. The Charter may only borrow money as approved by a special resolution of the members.

49. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Charter with one week's notice. All other books and records of the Charter 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 Charter.

50. 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.

51. The Charter shall not make loans, guarantee loans or advance funds to any director.

**Other**

52. Directors have the power to assign signing officers, for both financial and legal purposes, at Directors' meetings.

53. The Charter shall file with the Registrar, with its Annual Financial Statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of directors, notify the Registrar of a change.

54. The Charter shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution has passed.

55. If the Charter has a seal it shall be in the custody of the Secretary or designate and may be affixed to any document upon a resolution of the Board of Directors.

57. The Board shall insure that the Charter's assets are protected against damage and loss, and, if it is determined that considerable risk is involved in the operations of the Charter, the directors themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the pursuit of the organization's mission.

58. Upon dissolution of the Charter and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to one or more non-profit organization or registered charity as defined by the Income Tax Act (Canada) as decided by the Board of Directors and subject to the provisions of the Societies Act of Nova Scotia.

*Duly signed by:*

  
Wendy Brookhouse, Chair

  
Mark Parkhill, Vice Chair