

Article I – Definitions

- 1.01 In these by-laws unless there be something in the subject or context inconsistent therewith
- (a) “Society” means Nova Scotia HomeCare Association
 - (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 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.
 - (d) “He” means he or she, “him” means him or her, and “his” means his or hers.

Article II – Membership

- 2.01 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 in the Registry of Members accordingly.
- 2.02 For the purposes of registration, the number of Members of the Society is unlimited.
- 2.03 Membership in the Society may be held by an individual, firm, partnership, company, corporation, or not-for-profit organization which supports the role and activities of the Society.
- 2.04 Membership in the Society shall consist of two classifications:

- (a) Full Members comprising of individuals representing businesses that are earning at least 50% of their revenue from homecare.

The business of a Full Member shall:

- i. be in business for two years or more,
 - ii. provide satisfactory references,
 - iii. be registered with the Registrar as a partnership or corporation in Nova Scotia,
 - iv. be registered with Workers’ Compensation Board of Nova Scotia,
 - v. be bondable,
 - vi. pay a joining fee upon joining and a Membership fee annually,
 - vii. designate in writing one named and Designated Representative, who shall:
 - a) be entitled to become a Director and hold any office,
 - b) be entitled to attend and vote at any meeting of the Society,
 - c) be entitled to vote by proxy or by mail if not present in person, and,
 - d) be entitled to nominate one named alternate to attend meetings.
- (b) Associate Members comprising of individuals, non-profits, government agencies, nursing homes, residential care facilities, small options homes, community residences, homes for the aged, respite homes, group homes, senior homes and those homecare businesses which do not yet qualify for Full Membership (eg. sole proprietorships, businesses less than two years old, unregistered businesses, etc.).

Associate Members shall provide satisfactory references, pay a joining fee and a reduced annual Membership fee.

Associate Members shall provide one named and Designated Representative and one named alternate either of whom shall be entitled to attend any meeting of the Society, but shall neither be entitled to hold any office nor have any voting rights.

- 2.05 Only Members in the Society in good standing may renew their Membership.
- 2.06 Any Member shall automatically forfeit Membership in the Society when they:
- (a) Fail to comply with the Society's policies and guidelines, or
 - (b) Cease to be actively engaged in the business or profession that such Member represents, or
 - (c) Fail to advise the Society when a change in Member classification is appropriate or required or otherwise cease to qualify for Membership in accordance with these by-laws, or
 - (d) Fail to uphold the rules of their profession so as to violate the professional's ethical obligations, or not provide products and services as stated, and/or not conduct their business in an ethical manner, or
 - (e) Fail to act in a timely manner on financial obligations to the Society or fellow Members, or
 - (f) Fail to renew their Membership within one month of the start of the Society's fiscal year, or
 - (g) Resign their Membership by notice in writing to the Society.
- 2.07 The Member candidate, upon approval of Membership and classification, shall be admitted to the Membership first upon signing such forms as may be subscribed from time to time by the Membership and thereafter by paying the prescribed fees as determined from time to time by the Membership.
- 2.08 The Membership shall have the power from time to time to modify, extend, or alter the business or the Membership classification on the Society, but at no time shall there be any more than one named and Designated Representative for each Member organization or company, nor shall there be more than one vote per Member.
- 2.09 Former Full and Associate Members who fail to renew within the prescribed period, may immediately re-apply for Membership in the Society provided they meet the criteria for new joiners, including the payment of a joining fee.
- 2.10 Membership in the Society shall not be transferable. A Member's Designated Representative may be changed with 45 days' written notice to the Society. Membership in the Society shall not cease upon the death or disability of a Designated Representative: the Member shall be permitted to designate an immediate replacement Designated Representative.

Article III – Fiscal Year

- 3.01 This fiscal year of the Society shall be the period from April 1st to March 31st.

Article IV – Meetings

- 4.01 The annual general meeting of the Society shall be held within three (3) months after the end of each fiscal year of the Society.
An extraordinary general meeting of the Society may be called by the Chair or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the Members of the Society.
- 4.02 Seven days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the Members. Notice shall be given in writing, by facsimile, by electronic mail, or by sending it through the post in a

prepaid letter addressed to each Member at his last known address. Any notice shall be deemed to have been given by facsimile or by electronic mail when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any Member shall not invalidate the proceedings at any general meeting.

4.03 At each annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of preceding general meeting;
- New business;
- Consideration of the annual report of the Directors;
- Consideration of the financial statements, including balance sheet and operating statement, and the review from the auditors/accountants thereon;
- Election of Directors for the ensuing year; and,
- Election of officers.

All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

4.04 At an annual general meeting of the Society, one quarter of the active Designated Representatives of Full Members of the Society in good standing being present at such meeting shall constitute a quorum, but a lesser number may adjourn the meeting from day to day.

4.05 Regular and Directors' meetings of the Society shall be held at least quarterly on such day as designated by the Society, unless said day shall fall on a legal holiday, and shall be called by the Secretary.
Special meetings of the Society may be called upon recommendation of the Directors.

4.06 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.

4.07 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.

4.08 If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

4.09 At any meeting dealing with the expulsion of a Member or in any case where any Member will be requested to resign from the Society, a notice shall be given in writing, by e-mail addressed to each Member at his last know electronic address, by facsimile or by sending it through the post in a prepaid letter addressed to each Member at his last known address. The non-receipt of any notice by any Member shall not invalidate the proceedings at any meeting.

Article V – Votes of Members

5.01 Every Full Member shall have one vote, and no more. A Full Member's named and Designated Representative may vote by being present at the meeting, by proxy or by mail.

Article VI – Directors

- 6.01 Unless otherwise determined by general meeting, the number of Directors shall not be less than five and no more than nine. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
- 6.02 Any Full Member in good standing shall be eligible to have their Designated Representative elected a Director of the Society at each annual general meeting of the Society.
- 6.03 The Director's term of office shall be for a period of two years. The Director can re-offer for an additional term, but accumulated terms are not to exceed two. Following a break of at least one year, a Member may re-offer for a Director position.
- 6.04 At the first annual general meeting of the Society and at every succeeding annual general meeting, all retiring Directors shall retire from office but shall hold office until the dissolution of the meeting at which time their successors are elected and retiring Directors shall be eligible for re-election.
- 6.05 In the event that a Director resigns his office or ceases to be a Member in the Society, whereupon his office as Director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the Full Members of the Society.
- 6.06 The Society may, by Special Resolution, remove any Director for just cause and reason before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.
- 6.07 Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, by e-mail, or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
- 6.08 No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business.
- 6.09 The Chair or, in his absence, the Vice-Chair or co-Chair or, in the absence of all of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.
- 6.10 The Chair may be entitled to vote as a Director and, in the case of equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a Director.

Powers of Directors

- 6.11 The management of the activities 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 a coordinator and to determine his duties and responsibilities and his remuneration. The Directors may appoint an Executive, consisting of the Officers and such other persons as the Directors decide.

Article VII – Officers

- 7.01 The officers of the Society shall be a Chair, a Vice-Chair, or two Co-Chairs, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
- 7.02 The officers shall be elected by Full Members at each annual general meeting of the Society. To be elected, the officer must be a Full Member in good standing.
- 7.03 The officer's term of office shall be for a period of one year. The officer can re-offer for an additional term, but accumulated terms are not to exceed three. Following a break of at least one year, a Member may re-offer for an officer position.
- 7.04 All cheques shall be signed by any two of the Chair, Vice-Chair, or Co-Chairs, Secretary, or Treasurer. The Chair shall be the Society's signing officer as so required.

Article VIII – Audit of Accounts

- 8.01 The auditor or accountant of the Society shall be appointed annually by the Full Members of the Society at the ordinary or annual general meeting and, on failure of the Members to appoint an auditor or accountant, the Directors may do so.
- 8.02 The auditor or accountant shall perform a review of the balance sheet and operating account, and in every such review, 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 review shall be read at the annual meeting.
- 8.03 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. 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, and signed by the auditor or accountant or by two Directors, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

Article IX – Miscellaneous

- 9.01 The Society shall file with the Registrar with its Annual Statement a list of its 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.
- 9.02 The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the resolution is passed.
- 9.03 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.
- 9.04 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
- 9.05 The 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.
- 9.06 Contracts, deeds, bills of exchange and other instruments and documents may be executed on

behalf of the Society by three signatures, any two from Chair, Co-Chairs, Vice-Chair or Secretary, and the third being that of the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.

- 9.07 The borrowing powers of the Society may be exercised by Special Resolution of the Society's Full Members.
- 9.08 In accordance with the Nova Scotia Societies Act, the Society shall remain in existence until such time as three-fourths of its Full Members shall vote to disband it. The Society shall then be dissolved by Special Resolution whereby it will surrender its Certificate of Incorporation to the Registrar and transfer any remaining funds to another charitable organization.
- 9.09 The Society has power to repeal or amend any of these by-laws by a Special Resolution passed in the manner prescribed by law.
- 9.10 Roberts Rules of Order, Newly Revised shall be the parliamentary authority for the Society.