

SECOND STORY WOMEN'S CENTRE
2023 By-Laws

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. "Board" means the directors of the Society;
- c. "Registrar" means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*.
- d. "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.

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

Any person who meets the eligibility criteria set forth in the membership application may apply to the Board for membership in the Society by submitting a completed membership application form via the website or in person.

Membership in the Society is not transferable.

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) those who are admitted to membership:
 - i. those who support the objects of the Society, and
 - ii. those whose name and email address is written in the Register of Members by the board's Secretary, and

- iii. those who pay an annual fee in an amount, if any, to be determined by the board.
- b) the minimum of 5 subscribers to the Memorandum of Association,

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.

Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

2.5 Conditions under which membership ceases

- a) upon death, or
- b) if the member resigns by written notice to the Society, or
- c) if the member ceases to qualify for membership in accordance with these by-laws, or
- d) if the member ceases to qualify for membership and their membership is terminated by the board in accordance with the membership policy.

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 violating any provision of the memorandum of association, by-laws, or written policies of the society.

The board may develop policy regarding the manner in which a member may be expelled, and it will be outlined in the Membership Policy.

PART 3 – MEMBERS' MEETINGS

3.1 Time and place of meetings

Meetings of members shall be held at the office of the Society or elsewhere in the province of Nova Scotia.

The Chair or in their 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.

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 board's Secretary , or, in their absence, any member appointed from among those present, will have responsibility for the preparation and custody of the minutes of the meeting.

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) appointment of an auditor, if any, for the ensuing year, and
- e) election of directors

3.4 Mode and time of calling of annual general meetings

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

- a) specify the date, place, and time of the meeting, and
- b) be given to the members thirty (30) days prior to the meeting, and
- c) be shared with all members directly by the contact method outlined in their membership application, and
- d) be posted on at least one public platform such as social media, newsletters, newspapers, television, radio or other electronic means, and
- e) be posted on SSWC website, and
- f) specify the nature of the business, such as the intention to propose a special resolution, and
- g) the non-receipt of notice by any member shall not invalidate the proceedings so long as effort was made to contact them using the information in their membership application.

3.5 Special meetings

Special meetings of the members may be held at any time and shall be called:

- a) if requested by a majority of the directors, or
- b) if requested in writing (including electronic signatures by email) by at least 50 members or 50 percent of the members of the society, whichever is the lesser number.

3.6 Mode and time of calling special meetings

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

- a) specify the date, place, and time of the meeting, and
- b) be given to the members seven (7) days prior to the meeting, and
- c) be given to all members directly by the contact method outlined in their membership application. When that is not possible, social media, newsletters, newspapers, television, radio or other electronic means may be utilized, and

- 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 so long as effort was made to contact them using the information in their membership application

3.7 Quorum at members' meetings

Quorum for the transaction of business shall consist of double the number of sitting board members + 1. 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 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 members, the meeting is terminated, and
- b) In any other case, the meeting stands adjourned to the same date in the next week, at the same time, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the meeting is terminated.

3.9 Voting rights at members' meetings

Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.

Every member shall have one 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 members. If a poll is demanded, it shall be held by show of hands or by secret ballot as the Chair may decide.

PART 4 - DIRECTORS

4.1 Eligibility of directors

Any member of the society shall be eligible to be elected a director of the society.

4.2 Number of directors

The number of directors shall be no fewer than 5 and no more than 12.

4.3 Appointment of directors

The subscribers to the Memorandum of Association of the Society shall appoint the first directors of the Society.

Directors shall serve for 2-year terms, on a staggered basis to ensure governance continuity.

At each annual general meeting, the voting members who are entitled to vote shall elect board members to fill vacant seats.

Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Directors shall not serve for more than 3 consecutive terms.

4.4 Board vacancies

The office of a director shall be vacated upon the occurrence of any of the following events:

- a) In the event of significant impairment caused by mental or physical illness a fair and objective assessment process may lead to the removal of a director;
- b) On death;
- c) if by notice in writing to the secretary of the Society they resign their office; or
- d) if removed from office by a vote of the membership in accordance with section 4.7.

If the office of a director is vacated, the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

4.5 Duties and powers

SSWC operates under a stewardship governance model. Directors have the responsibility to ensure:

- a) that the Society complies with its legal and regulatory requirements;
- b) that it is working to achieve its charitable purpose, or objects; and
- c) the stewardship of the assets for public benefit.

The stewardship of the Society, in accordance with the governance model of the organization, is the responsibility of the directors, and, as stewards, directors are accountable to the membership of the society.

The directors may engage an Executive Director, and determine their duties, responsibilities, and remuneration.

The directors may appoint board committees as necessary.

The directors ensure that policy is regularly developed, implemented, reviewed, updated, and followed. Any policy affecting membership, the stewardship model, the mission or the vision of the Society must be approved by the membership at a members' meeting by special resolution.

4.6 Conflict of Interest

It is the duty of every director of the Society to declare any existing or potential conflict of interest as soon as they become aware of it:

- a) Directors shall refrain from voting on any matters that might relate to said conflict of interest;
- b) should any director decide to take a formal position on the staff, or as a contractor, of SSWC, whether paid or unpaid, they must resign their position on the board for the period they are working as an employee of the organization.

A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on matters pertaining to that conflict. The withdrawal should be recorded in the minutes.

4.7 Members removal of directors

The members may, by special resolution (in accordance with section 1.1) passed at a members meeting, remove any director before the expiration of their term of office and may, by majority vote, elect any person in their stead for the remainder of their term.

PART 5 – DIRECTORS' MEETINGS

5.1 Frequency of directors' meetings

The board of directors shall meet no less than 6 times each year.

The Chair or, in their absence, the Vice Chair or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of board meetings.

5.2 Preparation and custody of minutes of directors' meetings

The board's Secretary (or designate) will have responsibility for the preparation and custody of the minutes of directors' meetings.

5.3 Mode and time of calling directors' meetings

A directors' meeting may be called by the Chair or by any 2 other directors.

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 must be provided to all directors and must:

- a) specify the date, place, and time of the meeting, and
- b) be given to the directors three (3) days prior to the meeting, and
- c) be given to the directors by e-mail, phone, 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 by majority (50% + 1) approval of the board.

5.4 Quorum at directors' meetings

Quorum shall consist of 5 or a majority (50% + 1) of the directors (whichever number is larger). No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and before any vote.

5.5 Voting rights at directors' meetings

Decisions shall be made by consensus. Where no consensus can be reached on a matter deemed of significant importance by a majority of directors in the meeting, a vote shall be taken as a last resort, and the majority will prevail. Where there is an equality of votes, the motion shall be lost and may be revisited at a subsequent meeting at the discretion of the Board.

PART 6 - OFFICERS

6.1 Appointment of officers

The directors shall elect the following officers from amongst themselves:

- a) Chair
- b) Vice Chair
- c) Treasurer
- d) Secretary

Officers shall serve for 2-year terms and positions must be voted on at the end of each AGM.

The offices of Treasurer and Secretary may be combined.

The directors may remove from office, whether for cause or without cause, any officer of the board by a vote of 50% + 1 of all directors.

If the office of any officer of the society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

6.2 Officers duties and responsibilities

The board may restrict or supplement the officers' powers and duties.

The Chair is responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors. The directors may appoint Co-Chairs to share the role.

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 them to do so.

The Secretary has responsibility for the preparation and ensuring custody of all books and records including:

- a) the minutes of members' meetings,
- b) the minutes of directors' meetings,
- c) the register of members, which may be managed by a staff member designated by the ED,
 - i. will be shared with members by either the Board or staff to contact members for the sole purpose of a special members meeting if so requested;
- d) filing the annual requirements with the office of the Registrar of Joint Stocks, and
- e) file with the Registrar:
 - i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
- f) have other duties as assigned by the board.

In the absence of the Secretary from a meeting, the board shall appoint another individual to act as Secretary at the meeting.

The Treasurer shall have responsibility for ensuring the custody of all financial books and records of the Society and carry out all other duties assigned by the board.

PART 7 – DIRECTOR AND OFFICER REMUNERATION

The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.

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

The directors shall be paid their travelling and out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members. No confirmation by the members of any such payment shall be required.

PART 8 – FINANCE

14.1 Funds of the society

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

14.2 Financial Year End

The fiscal year end of the Society shall be the last day of March

14.3 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.

14.4 Annual Financial Statements

At the annual general meeting, the directors 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

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 – EXECUTION OF DOCUMENTS

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or Vice-Chair and the Treasurer, or otherwise as prescribed by resolution of the board of directors.

PART 11 – BORROWING POWER

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

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

PART 12 – INSPECTION OF BOOKS AND RECORDS

The members may inspect the annual financial statements and minutes of members' and directors' meetings at the registered office of the Society with one week's notice.

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 RESCINDING BY-LAWS

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

PART 14: PROTECTION OF DIRECTORS AND OFFICERS

14.1 Limitation of liability

No director or officer will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Society, unless it results through their failure, when exercising the powers and discharges of their office, to act honestly and in good faith with a view to the best interests of the Society, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

14.2 Indemnity

The Society will indemnify a director or officer of the Society, a former director or officer of the Society, or another individual who acts or acted at the Society's request as a director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by them in respect of any civil, criminal, administrative, investigative or other proceeding in which they are involved because of their association with the Society or other entity if:

- a) they acted honestly and in good faith with a view to the best interests of the Society or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Society's request; and
- b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.