

**BY-LAWS  
OF  
The Club Inclusion**

**DEFINITIONS**

1. In these by-laws

(a) "Society" means The Club Inclusion.

(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 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.

**MEMBERSHIP**

2. 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 Registrar of Members accordingly.

3. For the purposes of registration, the number of members of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.

5. Membership in the Society shall not be transferable.

6. The following shall be admitted to membership in the Society: Any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society.

7. No formal admission to membership shall be required and entry in the Registrar of Members by the Secretary of the name and contact details of any individual shall constitute an admission to membership in the Society. The Secretary will revise the membership list every second year by confirming with members that they still want to belong.

8. Membership in the Society shall cease upon the death of a member, or if s/he ceases to qualify for membership in accordance with these by-laws, or if s/he no longer wants to belong.

## FISCAL YEAR

9. The Fiscal year of the Society shall be the period from November 1st in any year to October 31st in the year following.

## MEETING

10. (a) The ordinary or annual general meeting of the Society shall be held within four months after the end of the fiscal year of the Society.

(b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five percent (25%) in number of the members of the Society.

11. 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 email or post, to each member at their last known postal or email address. Any notice shall be deemed to have been given at the time when the email or letter containing the same would be delivered in the ordinary course of email or post, and in proving such service it shall be sufficient to prove that the email or letter was properly addressed and placed at the post office or sent via email. The non-receipt of any notice by any members shall not invalidate the proceedings at any general meeting.

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

- (a) Minutes of preceding general meeting;
- (b) Consideration of the annual report of the directors;
- (c) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- (d) Election of directors for the ensuing year;
- (e) Appointment of Auditors.

All other business transacted at an ordinary or 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.

13. No business shall be transacted at any meeting of the Society unless twelve members are present.

14. A motion, question or resolution put to a vote at any meeting of the Society shall be decided by a simple majority of the members of the Society present and entitled to vote at such meeting.

15. If the members ask the Directors to call a meeting but half an hour after the start time there are still not twelve members present, the meeting will be cancelled.

If there is an Annual General Meeting or another form of meeting called by the Chairman or Directors, and half an hour after the start time there are not twelve members present, then it will be rescheduled to a time and place which more people will be able to attend. Then, if at that rescheduled meeting, there still aren't twelve members present within half an hour, it will be closed without setting another date. Members will then be canvassed to set another date.

16. (a) The President of the Society shall preside as Chairman at every general meeting of the Society;

(b) If there is no President or if at any meeting he is not present at the time of holding the same, the Vice-President shall preside as Chairman;

(c) If there is no President or Vice-President or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the Secretary shall preside as Chairman.

17. The Chairman shall be entitled to vote as a member and, in the case of an equality of votes, he shall not have a casting vote in addition to the vote to which he is entitled as a member, and the motion will be lost.

18. The Chairman 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.

19. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairman 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.

20. If a poll is deemed in manner aforesaid, the same shall be taken in such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting. Every member shall have one vote and no more.

21. In lieu of an actual meeting, any Resolution unanimously approved in writing by signature of all the members shall have the same force and effect, as if passed at a general meeting of the members duly called and held.

## **DIRECTORS' MEETINGS**

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five and not greater than sixteen. The first subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
23. Any member of the Society shall be eligible to be elected a director of the Society. A nominations committee will seek nominations in advance of the AGM including talking to Club members. Directors shall be elected by the members at each ordinary or annual general meeting of the Society. The Executive Director shall attend Board meetings but not have a vote. Other staff and/or program participant representatives, as determined by the Board, may attend Board meetings as observers, but will not have a vote.
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. Directors shall be elected to two year terms, with one-half of the directors elected each year.
25. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
26. The Society may, by special resolution, remove any director 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.
27. If a director does not attend three (3) consecutive Directors' meetings without notification of reason, they shall be deemed removed from the Board and the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
28. 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 or the Chair of the Board. There shall be at least four meetings each year. 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 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 directors shall not invalidate the proceedings at any meeting of the Board of Directors.
29. No business shall be transacted at any meeting of the Board of Directors unless at least four of the directors, or a third of the Board, whichever is larger, are present at the start of business.
30. The President or, in his absence, the Vice-President or, in the absence of both of them, the Secretary shall preside as Chairman at meetings of the Board.

31. The Chairman shall be entitled to vote as a director and, in the case of an equality of votes, he shall not have a casting vote in addition to the vote to which he is entitled as a director, and the motion will be lost.

32. In lieu of an actual meeting, any Resolution unanimously approved in writing by signature of all the Directors shall have the same force and effect as if passed at a meeting of the Directors duly called and held.

33. 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 Board members either when they are first nominated to the Board, or as soon as it is realized that there is a conflict.

34. A conflict of interest does not prevent a member from serving as a director provided that s/ he withdraws from the decision making on matters that relate to that interest. The withdrawal should be recorded in the minutes.

### **POWERS OF DIRECTORS**

35. 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 employees or agents and to determine their duties and responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

36. The Directors shall regulate the banking practices of the Society.

37. The Directors of the Society may, from time to time, in their discretion:

(a) Raise or borrow money for any purpose or purposes of the Society;

(b) Secure the repayment of money so raised or borrowed in such manner and upon such terms and conditions as they see fit, and, in particular, by the execution and delivery of mortgages of the Society's real or personal properties; provided, however, that the power to execute mortgages of the Society's real or personal property shall not be exercised by the Directors except with the prior approval of a special resolution of the members at an annual, semi-annual, or special general meeting called for that purpose;

(c) Sign or endorse bills, notes, acceptances, cheques, contracts, and other dividends of, or securities for, money borrowed or to be borrowed for the purpose of the Society.

## **OFFICERS**

38. The officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary. The office of the Treasurer and Secretary may be combined.

39. The directors shall elect one of their number to be President of the Society, and another one of their number to the Vice-President of the Society. The President shall have general supervision of activities of the Society and shall perform such duties as may be assigned to him by the Board of Directors from time to time. The Vice-President shall perform the duties of the President in the absence of the President and such other duties as may be assigned to him by the Board of Directors from time to time.

40. There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the Board. The Board shall appoint the Secretary.

41. There shall be a Treasurer of the Society who shall keep the financial records of the Society and shall carry out such duties as the Board may assign to him. The Board shall appoint the Treasurer.

42. 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.

43. The Society shall not make loans, guarantee loans or advance funds to any director for their personal use.

## **AUDIT OF ACCOUNTS**

44. The Auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an Auditor, the directors may do so.

45. The directors shall annually 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 expenditure 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.

## **REPEAL AND AMENDMENT OF BYLAWS**

46. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

## **MISCELLANEOUS**

47. 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 (14) days of a change of directors, notify the Registrar of the change.

48. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

49. 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.

50. 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.

51. The books and records of the Society may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Society.

52. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President, and the Secretary, or otherwise as prescribed by resolution of the Board of Directors, and the seal of the Society shall be affixed by the Secretary.

53. All meetings shall be conducted in accordance with Roberts Rules of Order.