

By-Laws

Definitions

1. In these by-laws:
 - a. "Society" means South Shore Sexual Health Society.
 - 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 through an electronic video conferencing at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership

2. Those to whom the Society is ultimately accountable shall be the members of the Society. This will include a minimum of five (5) subscribers to the Memorandum of Association incorporating said Society, and other such persons as described below.
3. Membership in the Society shall not be transferable.
4. Membership in the Society shall consist of those who support the objects of the Society, and are entered into a Register of Members by the Recording Officer. To become a member of South Shore Sexual Health Society an individual must:
 - a. Be of legal age.
 - b. Complete a membership application.
 - c. Demonstrate agreement with the mission and values of the Society.
 - d. Pay an annual membership fee, amount to be determined annually by the Board of Directors.
5. Membership in the Society shall cease upon the death of a member, or if by notice in writing to the Society, they resign their membership, or if they cease to qualify for membership in accordance with these by-laws (see item 4).
6. All members in good standing shall:
 - a. Be entitled to attend and vote at ordinary or special general member meetings of the Society;
 - b. Be entitled to attend the Society's AGM;

- c. Be entitled to vote at the Society's AGM after attending at least one (1) member meeting;
- d. Have the opportunity to put their name forward to serve on the Board of Directors.

Fiscal Year

- 7. The fiscal year of the Society shall be the period from April 1 to March 31.

Members' General Meetings

(not Board of Directors' meetings)

- 8. Members meetings:
 - a. Any ordinary or special general meetings of the membership may be held at any time if called by the board chair or the directors, and shall be called if requested in writing by 50% of the members.
 - b. The annual general meeting (AGM) of the Society which shall be held within three (3) months after the end of each fiscal year of the Society.
- 9. Every member shall have one vote and there shall be no proxy voting. Each member may raise a hand or another indication of their consent, or give their consent via electronic voting for meetings via video conferencing.
- 10. Seven (7) days' notice to members is required for an ordinary general or special general meeting of the members. The notice must specify the date, place and time of the meeting and in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting
- 11. Two (2) weeks' notice is required for an annual general meeting. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business:
 - a. Minutes of the previous annual general meeting
 - b. Consideration of the annual report of the directors and other reports

- c. Consideration of the annual financial report of the Society and, if required by these by-laws, the appointment of auditors for the ensuing year.
- d. Election of directors (and, if required by the by-laws, election of officers)
- e. Special Resolutions (e.g. changes in by-laws)

All other types of business transacted at an ordinary general, annual general, or special general meeting of the members shall be deemed special business.

12. No business shall be transacted at any members meeting of the Society unless a quorum of directors is present at the commencement of business and such quorum shall consist of 50% + 1 of the Society membership.
13. If, within one-half hour from the time appointed for a members meeting, a quorum of board 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.
14. The Chair, or in their absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those members present, shall preside as Chair at members' meetings.
15. At a members' meeting, the Chair shall have a vote as any other member. In the case of an equality of votes, the motion shall be lost.
16. The Chair may, with the consent of the meeting, adjourn any meeting at any time and no business shall be transacted at any adjourned meeting.
17. At any members' meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a motion or resolution has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of, or against, such a resolution. If a poll is demanded it shall be held by show of hands or by secret ballot or by email vote as the Chair may prescribe and the result of such a poll shall then be deemed to be the will of the Society.

Directors (Board of Directors)

18. Unless otherwise determined by special resolution of the members, the number of directors shall not be less than five (5) or more than fifteen (15). The minimum of five (5) subscribers to the Memorandum of Association shall be the first directors of the Society.
19. Any member of the Society of legal age shall be eligible to be elected a director of the Society.
20. Directors shall be elected by members at annual general meetings of the Society as per Bylaw section 11.
21. At the annual general meeting (AGM) of the Society, the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
22. In the event that a director resigns their office or ceases to be a member in the Society, 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.
23. A majority of Directors may, by special resolution, remove from the Board any of their number before the expiration of the period of office.
24. If Directors do not attend at least 50% of meetings within the duration of the year or do not attend 3 consecutive meetings without just cause, there will be a review conducted by the Chair to determine if they continue on the board.
25. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs or values of the society, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, to the Board, when the possibility of a conflict is realized.

A conflict of interest does not preclude a member from serving as a director provided that they withdraw from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.
26. Directors are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties, such as mileage.

27. The responsibility for the management of the activities of the Society 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 Society to achieve its purposes. In particular, the directors shall have power to set policy to guide the management of the Society, hire staff, and to determine their duties, responsibilities and remuneration. The directors may appoint an executive committee and other committees consisting of directors and/or other such persons as required.

Directors' Meetings (Board Meetings)

28. Meetings of the Board of Directors shall be held as often as the business of the Society may require but not less than quarterly or four (4) times annually. A meeting of directors may be held at the close of every ordinary or annual general meeting of members of the Society without notice. Special board meetings may be called by the directors. If notice is required it shall specify the time and place thereof and shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place. Non-receipt of such notice by any director 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 a minimum of fifty percent plus one (50% + 1) directors are present at the commencement of such business.
30. The Chair or, in their absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
31. At a directors' meeting, the Chair shall have a vote. In the case of an equality of votes, the motion shall be lost.

Officers

32. The executive officers of the Society shall be a Chair, a Vice-Chair, a Recording Officer, and a Finance Officer, elected by the board at the AGM or as soon as possible following the AGM if no eligible candidates are put forward.

Audit of Accounts

33. The directors are responsible for ensuring that all members receive annually a written report on the financial position of the Society. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the society's financial affairs, shall be signed by the auditor or, if there is no auditor, by two (2) directors and shall be filed with the Registrar within fourteen (14) days after the annual general meeting in each year as required by law.

Miscellaneous

34. The Society has power to repeal or amend any of these by-laws by a special resolution passed by the members, subject to the approval of the Registrar 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.