

**BY-LAWS**

**OF THE**

**DR. KINGSTON MEMORIAL COMMUNITY HEALTH CENTRE**

**(MARCH 2014)**

**NOTE: NOT WITHSTANDING THE PREVIOUS BY-LAWS OF THE DR. W. B. KINGSTON MEMORIAL CLINIC (INCORPORATED JUNE 12, 1985) AND THE PROVINCE OF NOVA SCOTIA CERTIFICATE OF INCORPORATION SOCIETIES ACT, CHAPTER 286, R.S.N.S. 1967, NUMBER 1602243**

## DEFINITIONS

### ARTICLE I

In these By-Laws, unless something in the subject or context is inconsistent therewith:

- a. The “Society” means the Dr. Kingston Memorial Community Health Centre Society.
- b. The “Board” or “Board of Directors” means the Board of 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 (3/4) of such members entitled to vote as are present in person at a general membership meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
- e. Words importing the singular number include the plural number and vice versa.
- f. “In writing” means written or printed or partly written and partly printed (inclusive of email notifications).
- g. “Societies Act” means the *Societies Act, RSNS 1989, Chapter 435*.

## MEMBERSHIP IN THE SOCIETY

### ARTICLE II

- a. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these By-Laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
- b. For the purposes of registration, the number of members of the Society is unlimited.
- c. Membership in the Society may be granted to persons who support the objects of the Society, make proper application, comply with such regulations and policies as may be set by the Society and reside in Richmond County, Nova Scotia and are over the age of 18 years.
- d. Membership in the Society shall not be transferable.
- e. Membership in the Society shall cease upon the death of a member or by notice in writing to the Society or through disqualification from membership according to these By-Laws.

- f. The Society may confer honorary membership upon any person by a vote; the said honouree member does not have the power to vote.
- g. 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 office. There shall be no proxy voting.
- h. The entry into the Register of Members by the Secretary of the Board of Directors shall constitute admission to membership in the Society.
- i. Members may inspect the books and/ or records of the Society at any reasonable time having provided one week's notice to the Secretary and/or Treasurer of the Board.

#### FISCAL YEAR

#### **ARTICLE III**

The fiscal year of the Society shall be the period from January 1 to December 31.

#### MEETINGS OF THE SOCIETY

#### **ARTICLE IV**

- a. The Annual General Meeting of the Society shall ordinarily be held within three months and no later than six months after the end of each fiscal year.
- b. An Extraordinary General Meeting of the Society can be called by the Chair or 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. The meeting shall take place within thirty (30) days of such calling or request. Each member of the Society must be informed of same.
- c. At each Annual General Meeting, the following items of business shall be dealt with and shall be deemed to be ordinary business:
  - 1. Minutes of the preceding general meeting
  - 2. Consideration of the Annual Report of the Board of Directors
  - 3. Consideration of the Financial Statement, including the balance sheet
  - 4. Consideration of the Operating Statement of the Health Centre and the report of the auditors thereon
  - 5. Election of the Board of Directors for the ensuing year

6. Election of Officers
7. Appointment of Auditors
8. Review of the goals for the ensuing year

d. There shall be at least one general membership meeting (Ordinary Meeting) of the Society during the fiscal year, not inclusive of the Annual General Meeting.

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.

e. No business shall be transacted at any membership meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten members.

f. Notice of membership meeting, specifying the place, day and hour of the meeting. In the case of special business, the nature of such business, shall be given **within** seven (7) day's notice by public advertisement and may include written notice addressed to registered members. The non-receipt of notice by any member shall not invalidate the proceedings at any membership meeting.

g. If, within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the request of the members, shall be adjourned. It shall stand adjourned to such time and place as a majority of the members then present shall direct; if at such adjourned meeting a quorum of members is not present, it **can** be adjourned without a specific date being set.

h. The Chair of the Board shall preside at every membership meeting of the Society.

i. If there is no Chair of the Board or if at any meeting the Chair is not present, the Vice-Chair shall preside. If neither is present, the members present shall choose someone of their number to be Chair.

j. The Chair shall have no vote except in the case of a tie vote. In the case of a tie vote, the Chair shall have the deciding vote.

k. 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.

l. At any Ordinary or Annual General Meeting, unless a recorded vote 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 the 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.

m. If a recorded vote is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such vote shall be the resolution of the Society in that general meeting.

### BOARD OF DIRECTORS

#### **ARTICLE V**

a. Unless otherwise determined at a meeting of members of the Society, the number of Directors shall not be less than five (5) or greater than ten (10).

b. Any member of the Society shall be eligible to be elected a Director of the Society. Staff will be ineligible to be elected a Director of the Board.

c. An attempt will be made to have representation on the Board from all the communities served by the Dr Kingston Memorial Community Health Centre.

d. At the Annual General Meeting, Directors may be nominated and elected by the membership. Throughout the year, Directors may be appointed by the Board; all Directors shall be formally elected by the membership at the next Annual General Meeting and the term shall be three years, renewable once.

e. At each Annual General Meeting, Directors whose terms have finished 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 but for no period greater than six consecutive years of service.

f. In the event that a Director resigns or ceases to be a member of the Society, whereupon her/his office as Director shall be vacated, the vacancy thereby created shall be filled **by a vote** for the unexpired portion of the term by the Board of Directors from among the members of the Society.

g. The Society may, by Special Resolution, remove any Director before the expiration of the period of office and appoint another person in her/his stead. The person so appointed shall hold office during such time only as the Director in whose place she/he is appointed would have held office if she/he had not been removed.

- h. 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 Chair. 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 Director shall not invalidate the proceedings at any meeting of the Board of Directors. Email notification shall be acceptable as written notification.
- i. No business shall be transacted at any meeting of the Board of Directors unless at least 51% of the Directors are present at the commencement of such business.
- j. The Chair, or in the Chair's absence the Vice-Chair, or in the Vice-Chair's absence, or in the absence of them both, any Director appointed by a vote from among those Directors present shall preside as Chair over the meeting.
- k. The Chair shall have no vote except in the case of a tie vote. In the case of a tie vote, the Chair shall have the deciding vote.
- l. The Board of Directors shall hold at least nine (9) regular meetings per year.
- m. The Board shall form and appoint members to sub-committees as it deems necessary to complete its mandate.

#### **POWERS AND RESPONSIBILITIES OF DIRECTORS**

##### **ARTICLE VI**

- a. The Board shall have the power to engage, evaluate and discharge the Community Health Centre Manager.
- b. The Community Health Centre Manager shall be a non-voting ex-officio member of the Board.
- c. The Board, on behalf of the Society, shall have powers to borrow funds and such borrowing powers of the Board may be exercised by special resolution of the members.
- d. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair and the Secretary or otherwise as prescribed by resolution of the Board of Directors.
- e. The Board shall ensure the Community Health Centre functions are consistent with its Mission and mandate.

f. The Board shall be responsible for evaluating the goals and objectives of the previous and up-coming year.

#### **OFFICERS OF THE BOARD OF DIRECTORS**

#### **ARTICLE VII**

a. The Officers of the Board shall be a Chair, Vice-Chair, Treasurer and Secretary.

b. The Officers of the Board, including the Chair, Vice-Chair, Secretary and Treasurer, shall be elected from the membership of the Board.

c. The Officers so elected shall serve for a minimum of two consecutive years as an Officer and a maximum of two consecutive terms in the same position.

d. The Chair shall, subject to the control and direction of the Board of Directors, have general direction of the affairs of the Society, shall preside at all meetings of the Board of Directors and at regular meetings of the Society. The Chair shall be an ex-officio member of all Society committees. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the members from time to time.

e. The Vice-Chair shall, at the request of the Board and subject to its directions, perform the duties of the Chair during the absence, incapacity or illness of the Chair.

f. The Secretary shall cause to be kept a careful record of all proceedings of the Board meetings, give written notice of all meetings to members of the Board and shall in general perform all other duties incidental to the Office of Secretary including ensuring the security and proper use of the Corporate Seal and shall perform all such duties as may be assigned by the Chair. Preparation of minutes, custody of records and custody of the minutes of all meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

g. The Directors may appoint a temporary substitute for the Chair or Secretary, who shall for the purpose of these By-Laws, be deemed to be the Chair or the Secretary. The member acting for the Chair (in normal circumstances, the Vice-Chair) shall, in the absence of the Chair, exercise the authority of the Chair and fulfill the required duties, and shall perform such other duties as are assigned by the Chair. The member so appointed shall, at the request of the members and subject to the Board's direction, perform the duties of the Chair or Secretary during the Chair or Secretary's absence, illness or incapacity or during such a period that the Chair or Secretary may request her/him to do so.

h. The Treasurer shall be responsible for the accounting practices and disbursements of the Board funds. The Treasurer shall prepare the necessary financial statements and reports and be responsible for custody of the books.

- i. The Board Executive (Chair, Vice-Chair, Secretary and Treasurer) shall be responsible for conducting Board business between meetings.
- j. The Board shall have at least two (2) signing officers for cheque signing for the Board Administrative Account and for the Operations Account.
- k. The Executive members shall act as signing officers for other documents.

#### **DISSOLUTION**

#### **ARTICLE VIII**

It is expressly declared that the Directors shall serve without remuneration. In the event of dissolution of the Society, all accumulated funds and property of the Society shall be devoted to, paid over, conveyed and transferred to such related charitable organizations as listed in the *Income Tax Act*, and shall be directed by the members of the Society by resolution at a General Meeting of the Society.

#### **AUDIT/REVIEW OF ACCOUNTS**

#### **ARTICLE IX**

The auditor of the Society shall be appointed annually by the members of the Society at the Annual General Meeting and, on failure of the members to appoint an auditor, the Directors may do so. The Board of Directors 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. The auditor(s) shall make a written report to the members upon the balance sheet and operating account and, in every such report, they shall state whether, in their 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 a report shall be read at the Annual General Meeting. 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, audited/reviewed by the auditor, shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting in each year, as required by law.



## **REPEAL AND AMENDMENT OF BY-LAWS**

### **ARTICLE X**

- a. The Society has power to repeal or amend any of these By-Laws by a resolution passed at any membership meeting by a three-quarters (3/4) vote of those members present at the meeting.
- b. The By-Laws shall be reviewed annually and any proposed amendments shall be made available to the membership no later than two (2) weeks prior to the Annual General Meeting.
- c. Any member may propose an amendment to the By-Laws by sending said amendments to the Chair two (2) months prior to the Annual General Meeting.

## **MISCELLANEOUS**

### **ARTICLE XI**

- a. The Society shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupation, and dates of appointment or election, and within fourteen (14) days of a change of Directors, notify the Registrar of the change.
- b. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.