

# Chapter 1: Governance Framework

## Table of Contents

<b>Governing Documents</b> .....	2
Legislated Requirements .....	2
Certificate of Incorporation.....	3
Bylaws.....	4
Head Office.....	5
Conditions Of Membership.....	5
Members' Meetings.....	5
Board Of Directors .....	6
Powers Of Directors.....	7
Directors' Meetings .....	7
Indemnities To Directors And Others .....	8
Officers .....	8
Duties Of Officers.....	8
Committees.....	9
Execution Of Documents .....	9
Financial Year.....	9
Amendment Of By-Laws .....	9
Auditors .....	9
Books And Records .....	9
Rules And Regulations.....	10
Liability Insurance.....	11
Mission Statement and Guiding Principles.....	12
Strategic Plan.....	13
Governing Documents.....	14

## Chapter 1: Governance Framework

<b>Section: Governing Documents</b>	<b>Policy: Legislated Requirements</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.1.1</b>

### Policy

Our organization must comply with any federal, provincial and/or municipal government legislation that pertains to a non-profit organization.

The primary Act of the province of Nova Scotia that directly influences the affairs of our non-profit organization is the Corporations Act.

In addition, our organization is required to comply with legislative requirements as specified in a number of provincial government acts, including;

- Labour Standards Code
- Workers Compensation Act
- Occupational Health and Safety Act
- Human Rights Act

Specific legislation that applies to the mandate of our organization includes the following:

- Adult Learning Act

## Chapter 1: Governance Framework

<b>Section: Governing Documents</b>	<b>Policy: Certificate of Incorporation</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.1.2</b>

### Policy

The East Hants Community Learning Association is incorporated as a non-profit organization. The activities of a non-profit organization are intended to benefit the community. As an incorporated organization, our organization is governed by documents that define our legal status, goals and purposes.

This organization's Certificate of Incorporation document articulates the legal status of the organization. It sets out the legal name of the organization, the corporate address, a list of the founding directors of the corporation, the objects and any special conditions.

## Chapter 1: Governance Framework

<b>Section: Governing Documents</b>	<b>Policy: By-laws</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.1.3</b>

### Policy

The by-laws of our organization outline how decisions are to be made by our organization and set out the rules by which we govern our self. The by-laws of our organization were developed in 2004 and were revised in 2012. The by-laws of our organization are as follows:

# Chapter 1: Governance Framework

## By-laws Of the East Hants Community Learning Association

1. In these By-laws unless there be something in the subject or context inconsistent therewith:

- a) "Society" means East Hants Community Learning Association
- b) "Registrar" means the Registry of Joint Stock Companies appointed under the Nova Scotia Companies Act
- c) "Special Resolution" means a resolution passed by  $\frac{3}{4}$  of the members of the Association 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.

### Head Office

2. The head office of the society shall be situated in the Municipality of East Hants, Nova Scotia as specified in the Letters Patent, at such address as the board may, by resolution, determine.

### Conditions Of Membership

3. Membership in the society shall be limited to persons interested in furthering the objects of the society and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the society.

4. There shall be no membership fees or dues unless otherwise directed by the board of directors.

5. Membership in the society is not transferable.

6. Any member may withdraw from the society by delivering to the society a written resignation and lodging a copy of the same with the secretary of the society.

7. Membership may be revoked by a vote of three-quarters ( $\frac{3}{4}$ ) of the members at an annual or duly called extraordinary meeting.

### Members' Meetings

8. The annual or any extraordinary and duly called meeting of the members shall be held at the head office of the society or at any place as the board of directors may determine and on such day as the said directors shall appoint.

9. The annual general meeting of the members shall be held within three months after the end of each financial year of the society and notice is required which must:

- a) specify the date, place and time of the meeting,
- b) be given to the members thirty (30 days) prior to the meeting,
- c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- d) specify the intention to propose a special resolution, and
- e) the non-receipt of notice by any member shall not invalidate the proceedings.

## Chapter 1: Governance Framework

10. 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. Every member shall have one vote and no more, there shall be no vote by proxy.

11. The board of directors or the chairperson or vice-chairperson shall have power to call, at any time, an extraordinary meeting of the members of the Society. The board of directors shall call an extraordinary meeting of members on written request of 25% or more of members.

12. Quorum shall consist of 5 members present in person at a meeting. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

13. Fourteen (14) days' notice of an extraordinary meeting, specifying the place, day and hour of the meeting and the nature of such business, shall be given to the members. Notice shall be given in writing to each member at his or her last known address. Any notice shall be deemed to have been given within 72 hours after having been sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

14. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

15. At each annual general 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;  
Consideration of the annual report of the directors;  
Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;  
Election of directors for the ensuing year;  
Appointment of Auditors

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

### Board Of Directors

16. The property and business of the society shall be managed by a board of directors, comprised of ten directors and shall be elected by the membership at the annual general meeting of the society. Directors must be individuals, 18 years of age, with power under law to contract.

17. Directors shall be elected for a term of two (2) years by the members at an annual meeting of members.

18. The office of director shall be automatically vacated:

# Chapter 1: Governance Framework

If at an extraordinary meeting of members, a resolution is passed by three-quarters ( $\frac{3}{4}$ ) of the votes cast in favour of the removal of the director

If a director has resigned his office by delivering a written resignation to the secretary of the corporation;

on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors by majority vote, may, by appointment, fill the vacancy with a member of the society.

19. The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.

## **Powers Of Directors**

20. The directors of the society may administer the affairs of the society in all things and make or cause to be made for the society, in its name, any kind of contract which the society may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the society is by its charter or otherwise authorized to exercise and do.

21. The directors of the society shall be responsible for the financial security and accountability of the society.

22. The borrowing powers of the society may be exercised by a  $\frac{3}{4}$  majority vote at any meeting of the Board of Directors where there is a quorum.

23. The board of directors shall take such steps as they may deem requisite to enable the society to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the society.

24. The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time. Such persons shall have such authority and shall perform such duties as shall be prescribed by the board of directors as per their terms of employment.

## **Directors' Meetings**

25. 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 Executive Director. Members may attend meetings in person or via teleconference or other electronic platform.

26. A meeting of Directors may be held at the close of every annual general meeting of the society. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within seven days of the meeting. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

## Chapter 1: Governance Framework

27. A majority of directors in office shall constitute a quorum for meetings of the board of directors. Any meeting of the board of directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the society. There shall be no vote by proxy.

28. The Chairperson shall have no vote except in the case of an equality of votes where he shall have a casting vote.

29. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson 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.

30. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the society in general meeting.

### Indemnities To Directors And Others

31. Every director of the society and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the society, from and against;

all costs, charges and expenses which such director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

### Officers

32. The officers of the society shall be a chairperson, vice-chairperson, secretary and treasurer and any such other officers as the board of directors may by by-law determine. The office of secretary and treasurer may be held by the same person.

33. Officers of the society shall be appointed by resolution of the board of directors at the first meeting of the board of directors following an annual meeting of members and serve for a one year term.

### Duties Of Officers

34. The chairperson shall preside at all meetings of the society and of the board of directors. The Chairperson shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

35. The vice-chairperson shall, in the absence or disability of the chairperson, perform the duties and exercise the powers of the chairperson and shall perform duties as assigned by the members or the directors.

# Chapter 1: Governance Framework

36. The treasurer shall ensure that financial and fundraising policies are reviewed annually and carried out, shall monitor the bookkeeping activities of the Executive Director and staff to ensure generally accepted accounting principles are being followed, shall present financial reports to the Board, shall ensure all financial transactions are kept in proper books of account and ensure they be available for review by the general membership, and ensure the development of an annual budget for review and approval by the Board.

37. The secretary shall record all votes and minutes of all proceedings in the books to be kept for that purpose. The secretary shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chairperson.

38. The duties of all other officers of the society shall be such as the terms of their engagement call for or the board of directors requires of them.

## Committees

39. The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees.

## Execution Of Documents

40. Contracts, documents or any instruments in writing requiring the signature of the society, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the society without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the society to sign specific contracts, documents and instruments in writing. The directors may give the society's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the society.

## Financial Year

41. The financial year of the society shall be the period from April 1 in any year to March 31 in the year following.

## Amendment Of By-laws

42. 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.

## Auditors

43. The members shall, at each annual meeting, appoint an auditor to audit the accounts and annual financial statements of the society for report to the members at the next annual meeting.

## Books And Records

44. The directors shall see that all necessary books and records of the society required by the by-laws of the society or by any applicable statute or law are regularly and properly kept.

## Chapter 1: Governance Framework

45. The members may inspect all books and records of the Society at the registered office of the Society with one week's notice.

46. There shall be no official Society seal.

### Rules And Regulations

47. The board of directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the society. All meetings of the Board and membership shall follow [Robert's Rules of Order](#).

## Chapter 1: Governance Framework

<b>Section: Governing Framework</b>	<b>Policy: Liability Insurance</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.1.4</b>

### Policy

The governing body of the East Hants Community Learning Association is legally responsible for the organization. Included in this general standard of responsibility is the liability of board members for the legal consequences of negligence on the part of the organization. Our organization has obtained and will maintain a current Directors and Officers Liability Insurance policy.

## Chapter 1: Governance Framework

<b>Section: Governance Framework</b>	<b>Policy: Mission Statement and Guiding Principles</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.2.1</b>

### Policy

There will be a Mission Statement and Guiding Principles (see Appendix) for the organization that will be formally approved by the board of directors.

### Procedures

1. The Board of Directors will review and evaluate the mission statement and guiding principles on an annual basis.
2. The Board of Directors will approve any changes required to the mission statement and/or guiding principles.

## Chapter 1: Governance Framework

<b>Section: Governing Framework</b>	<b>Policy: Strategic Plan</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.2.2</b>

### Policy

The organization will develop a strategic plan (See Appendix) to define the overall direction of the organization.

### Procedures

1. The Board of Directors will be responsible for the development of a strategic plan.
2. The Board of Directors will monitor the status of the strategic plan on a regular basis.

## Chapter 1: Governance Framework

<b>Section: Governing Framework</b>	<b>Policy: Governing Documents</b>
<b>Approved Date: Dec. 9, 2016</b> <b>Revision Date: April 26, 2021</b>	<b>Policy Number: 1.2.3</b>

### Policy

The organization will ensure that the governing documents of the organization reflect best practices and are adhered to by the Board of Directors.

### Procedures

1. The Board of Directors will ensure that the bylaws of the organization are reviewed on an annual basis and revised to meet the current and future needs of the organization.
2. In advance of the Annual General Meeting of the organization, the Board of Directors will determine if revisions to the bylaws are required.
3. Recommended changes to the bylaws will be forwarded to the members of the organization in a timely manner before the Annual Meeting.
4. Recommended changes to the bylaws will be voted on at the Annual General Meeting.
5. If the recommended changes are approved, a revised copy of the bylaws will be submitted to the Registry of Joint Stock Companies and distributed to all members of the Board of Directors.