

**PUBLIC HEALTH ASSOCIATION OF NOVA SCOTIA
BY-LAWS**

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Approved by the Nova Scotia Registry of Joint Stock Companies July 14, 2009

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**PUBLIC HEALTH ASSOCIATION OF NOVA SCOTIA
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Definitions

In these by-laws:

1. "Society" means The Public Health Association of Nova Scotia.
2. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
3. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by written 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. Special Resolutions must be passed for such items as alteration of the objects and purposes of the society; amending the By-laws; the borrowing of money and the termination of a member's membership.
4. "Ordinary Resolution" means a Resolution which is proposed by a member from the floor of a general or special meeting of the Society. Resolutions from the floor may be considered by a majority vote.

Article 1 - Membership Rights and Responsibilities.

- 1.1. The Society is ultimately accountable to the members of the Society.
- 1.2. Every member in good standing is entitled to attend any members' meeting of the Society.
- 1.3. Every member in good standing may vote at any members' meeting of the Society. There shall be proxy voting by written proxy, where proxies are allowed.
- 1.4. Any member in good standing and of legal age is entitled to hold any office.
- 1.5. Membership in the Society shall consist of:
 - (a) The minimum of 5 subscribers to the Memorandum of Association,
 - (b) Those who support the objects of the Society,
 - (c) Those whose name and address is written in the Register of Members by the secretary,
 - (d) Those who pay an annual fee in an amount to be determined by the Society, and/or
 - (e) Those who reside in Canada.
- 1.6. Membership in the Society is not transferable.
- 1.7. Classes of Membership. There shall be five classes of membership in the Association, namely:

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- Active Members
- Retired Members
- Honourary Members
- Student Members
- Organizational Members

(a) **Active Members.** Active members shall be those individuals who are engaged or interested in community/population health activities, who have filed an application for such membership with the Association and who have been appointed as Active Members by the Board. Active members are entitled to one vote.

(b) **Retired Members.** Retired members shall be those individuals who have retired from gainful employment, who are engaged or interested in community/population health activities, who have filed an application for such membership with the Association and who have been admitted as Retired Members by the Board. Retired members are entitled to one vote.

(c) **Honourary Members.** Honourary members shall be those individuals who are engaged or interested in community/population health activities, who have filed an application for such membership with the Association and who have been admitted as Honourary members by the Board. Honourary members may, at the discretion of the Board, be appointed for life. Honourary members are entitled to one vote.

(d) **Student Members.** Student members shall be those individuals who are in full time attendance in an accredited college or university, who are engaged or interested in community/population health activities, who have filed an application for such membership with the Association and who have been admitted as Student Members by the Board. Student members are entitled to one vote.

(e) **Organizational Members.** A group, society or other voluntary organization may become an Organizational Member of the Society if, in the view of the Board of Directors, it meets the following criteria:

- The mission, principles and objectives of the organization are compatible with those of the Society;
- The organization is Nova Scotia-based or is the Nova Scotia branch of a national organization; and
- The organization agrees to pay the Organizational membership fee set from time-to-time by the Board and approved at a subsequent meeting of the members of the Society.

An organizational member may designate one person as their representative. This representative may vote on behalf of the Organization at the Annual General meeting and is eligible to hold office as a member of the Board of Directors of the Society.

An Organizational Member may withdraw from its affiliation with the Society at any time by giving written notice of its withdrawal and the Society may end its affiliation with an Organizational Member if:

- The member ceases to qualify for membership in accordance with Section 2.2a of these By-Laws;

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- The member is three (3) months in arrears of the annual dues and has been duly notified in writing.

1.8. Membership in the Society shall cease:

- (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, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given; the Member's membership in the Society has been terminated.
- (e) on failing to pay a membership fee, subscription or Society debt due and owing after a period of not less than three months.

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

Article 2 -Members' Meetings

2.1. Every member, subject to Article 1- C., shall have one vote and no more and there shall be proxy voting by written proxy.

2.2. A general or special meeting of the members may be held at any time and shall be called:

- (a) if requested by the chair, or
- (b) if requested by a majority of the directors, or
- (c) if requested in writing by of the members.

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

- (a) Specify the date, place and time of the meeting,
- (b) Be given to the members fourteen (14) 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 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.

2.4. An annual general meeting shall be held within three months after every fiscal year end 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,
- (iv) Specify the intention to propose a special resolution, and
- (v) the non-receipt of notice by any member shall not invalidate the proceedings.

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2.5. 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) Minutes of the previous annual general meeting,
- (b) Consideration of the annual report of the directors,
- (c) Consideration of the annual report of Committees,
- (d) Consideration of the annual financial report of the Society,
- (e) The election of directors and an Audit Committee (as per Article 5-2(b) for the ensuing year.)

2.6. Quorum shall consist of fifteen (15) members in good standing. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

2.7. If a meeting is convened as per Article 2.3 or Article 2.4 and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.

2.8. If a meeting is convened at the request of the members as per Article 2.2 (c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

2.9. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

2.10. Where there is an equality of votes the motion shall be lost.

2.11. 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.

2.12. 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.

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Article 3 – Member Resolutions

3.1. The call for Member Resolutions shall be forwarded to the membership by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means, 60 days prior to the first day of the Annual General Meeting

3.2. Member Resolutions must be submitted to the Board of Directors at least twenty (20) days prior to the first day of the Annual General Meeting. Resolutions from the floor may be considered by a majority vote.

3.3. The Board of Directors will determine a response to a Member Resolution(s) from the floor, inform members of any actions taken as required during the year and at the following Annual General Meeting.

Article 4 – Directors and Officers

4.1. Any member of the society in good standing shall be eligible to be elected a director of the Society and a director of the Society shall be a member.

4.2. The directors of the Society shall be elected at an Annual General Meeting for a two (2) year term.

4.3. Unless otherwise determined by an Annual General Meeting, the number of directors shall not be less than seven (7) or more than fifteen (15). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

4.4. The officers of the Association shall be the President, Vice-President, Secretary, Treasurer, and Immediate Past President. Where circumstances warrant, and it is desirable, the offices of the Secretary and Treasurer may be combined.

4.5. No officer shall hold the same office more than two (2) consecutive terms.

4.6. No persons shall serve on the Board for a period of more than six (6) consecutive years except for the Past President who may serve for an additional two (2) year term at the pleasure of the Association.

4.7. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

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4.8. A director shall be deemed to have resigned if he/she is absent from three (3) consecutive Board meetings. Exceptions may be made by a simple majority vote of the board.

4.9. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

Article 5 - Board of Director Committees

5.1. The day to day affairs of the Society may be managed by an Executive Committee appointed by the Board. The Executive Committee would consist of at least three directors of the Board

5.2. The Board may delegate to any of its own members and appoint other committees, including two Standing Committees:

- Audit Committee
- Nominating Committee

(a) Nominating Committee

Three months prior to the Annual General Meeting the Board shall appoint two members in good standing to serve with the immediate Past President as the Nominating Committee. If the Past President is not available, the Board will appoint a Director from the Board to Chair the Committee. This Committee shall prepare and present at the next Annual General Meeting a slate of Directors for the following year.

It shall be the duty of the committee to prepare for submission at least twenty (20) days prior to the first day of the Annual General Meeting a list of nominees for the positions of Officers, other Directors and the Audit Committee. However, nothing herein shall preclude any member from making nominations from the floor of the Annual General Meeting. In such event, the Secretary shall have prepared necessary balloting forms.

The Nominating Committee will endeavour to locate one third (1/3) of the members of the Board from outside the Halifax/Dartmouth area. In the event that this is not possible, the vacancies on the Board of Directors may be filled from the membership at large.

(b) Audit Committee

Two members in good standing shall be elected annually at the Annual General Meeting. The Treasurer is also a member of this Committee. On failure of the members to elect an Audit Committee, the Directors may do so.

The Audit Committee shall make a annual written report to the Board as to the financial position of the Society and such report shall be read at the Annual General Meeting. The report shall be in the form of:

- (i) a balance sheet showing its assets, liabilities and equity, and

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(ii) a statement of its income and expenditure in the preceding fiscal year.

5.3. The directors may appoint other committees as they see fit and

- (a) Set the terms of reference for Committees, including the composition, purposes and reporting requirements, and
- (b) Dissolve a Committee after it has completed the purpose for which it was established.

5.4. Every Committee, including a Standing Committee, shall:

- (a) include at least one director appointed by the Board;
- (b) may include members who are not directors, and non-members as required;
- (c) limit its activities to the purposes for which it was established;
- (d) not act on behalf of the Association unless specifically authorized to do so by the Board, and
- (e) report to the Board in the form and time set by the Board.

Article 6 – Directors’ Meetings

6.1. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.

6.2. The Board of Directors shall have power:

- (a) To authorize and to make expenditures of funds for the purposes of maintaining the work of the Society and to provide an accounting of such expenditures to the membership and as may be specifically requested by an external funding agency.
- (b) To admit applicants for membership.
- (c) To supervise and control all publications of the Society and the use of the name of the Society.
- (d) To provide by Banking Resolution authority to carry on the banking for the Society.
- (e) To convene a General Meeting of the Society at least once a year.
- (f) To exercise all such powers of the Society as outlined in these By-Laws

6.3. The board of directors shall meet no less than 5 times each year.

6.4. A director may participate in a meeting of the Board by means of telephone conference or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a Director participating in a meeting by such means is deemed to be present at the meeting.

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6.5. A meeting of directors may be held at the close of every annual general meeting without notice. For all other board meetings, notice is required and must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the directors seven (7) days prior to the meeting,
- (c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,
- (d) the non-receipt of notice by any director shall not invalidate the proceedings.
- (e) Notice can be waived for board meetings with the unanimous approval of the Board.

6.6. Quorum shall consist of forty percent (40 %) the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

6.7. At directors' meetings, where there is an equality of votes the motion shall be lost.

6.8. 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 members

- (a) upon nomination, and
- (b) if serving as a director, when the possibility of a conflict is realized.

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

6.10. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.

6.11. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

6.12. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

6.13. The Secretary shall:

- (a) Have responsibility for the preparation and custody of all books and records including:
 - i. the minutes of members' meetings.
 - ii. the minutes of directors' meetings.
 - iii. the preparation of ballots for the election of officers at the Annual general meeting.
- (b) Have a copy of the register of members.
- (c) File with the Registrar within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
- (d) File with the Registrar a copy of every special resolution within fourteen (14) days after the resolution is passed.
- (e) Have other duties as assigned by the board.

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6.14. The directors may also appoint a Recording Secretary who is responsible for taking minutes of all board and members' meetings, and who need not be a director.

6.15. The Treasurer shall have responsibility for the custody of all financial books and records of the Society; collect all fees and keep a register of members, classified in accordance with their type of membership; and carry out all other duties as assigned by the board.

6.16. The Treasurer shall have custody of the Seal, which may be affixed to any document upon resolution of the board of directors

6.17. The President of the Board shall represent the Society on the Advisory Council of the Canadian Public Health Association. In the event that the President is unable to fulfill this function, the Board shall designate an alternate representative who is also a member of CPHA.

Article 7 Finance

7.1. The fiscal year end of the Society shall be the last day of August.

7.2. The directors shall annually, at the Annual General meeting, 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.

7.3. A copy of the financial report shall be signed by the Audit Committee or by two (2) directors.

7.4. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

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

7.6. 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.

7.7. The annual membership dues for each membership category shall be set by the Board, and ratified by the members at the next Annual General Meeting.

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

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7.9. The members may inspect the annual financial statements and minutes of membership 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. Archived records may be inspected by members at Nova Scotia Archives and Record Management (NSARM) by appointment.

7.10. 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.

7.11. Documents to be executed by the Association, shall be signed by the President or Vice-President and the Secretary, or by such other officer or officers as the Board of Directors by resolution may appoint.

7.12. Financial transactions, including all accounts payable, shall be signed by the Treasurer with one of two officers, the President, Vice-President or other Director of the Board approved by the Board, in accordance with the Banking Resolution.

Article 8 - Preservation of Society Records

8.1. Inactive files and records belonging to the Society will be archived with the Nova Scotia Archives and Record Management (NSARM) according to NSARM guidelines. Materials will be collected at least every five years for transfer to NSARM. A Deed of Gift will be signed by the Board transferring ownership of the materials to NSARM.

Article 9 Amendments to the By Laws

9.1. 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.

Article 10 Miscellaneous

10.1. All procedures in meetings pertaining to the Affairs of the Public Health Association of Nova Scotia shall be governed by Bourinot's Rules of Order.