



Inclusion
Clare

Bylaws

Approved by Board: December 14, 2021
Approved by RJSC: January 12, 2022

1 INTERPRETATION

1.1 Definitions

In these Bylaws:

“**Act**” means the *Societies Act* R.S.N.S.

“**Board**” and “**Board of Directors**” means the Board of Directors elected in accordance with these Bylaws.

“**Bylaws**” include these Bylaws and all amendments thereto.

“**Memorandum of Association**” or “**MOA**” means the memorandum of association for the Society.

“**Society**” means Inclusion Clare, which was previously known as The Canadian Association for Community Living – Clare Branch.

“**Registrar**” means the Registrar of Joint Stock Companies (RJSC) appointed under the Nova Scotia *Companies Act*, and includes the Deputy Registrar and a person authorized under the Act to perform the duties of the Registrar in his/her absence.

“**Member**” means a Voting Member or a Non-voting Member, and “**Members**” means more than one of those individuals.

“**Voting Member**” means any individual whose name has been added to the Register maintained by the Society, and supports the objects of the Society; and is not a Non-voting Member, an employee of the Society, a Day Program participant or a resident of one of the Society’s Small Options Homes; and has reached the age of nineteen (19) years; and has been a resident within the Municipality of Clare for a minimum of twelve (12) consecutive months immediately preceding the proposed date of admission to the Society and remains a resident of that Municipality after admission to the Society; or resides outside the Municipality of Clare but is a family member or legal guardian of a Day Program participant and/or a resident of one of the Society’s Small Options Homes.

“**Non-voting Member**” means an individual who is an employee of the Society, a Day Program participant or a resident of one of the Society’s Small Options Homes, supports the objects of the Society, has reached the age of nineteen (19) years, and whose name has been added to the Register maintained by the Society, and “**Non-voting Members**” means more than one of them. –

“**ED**” means the Executive Director.

“Electronic Means” refers to a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other.

“Meeting of Members” means a meeting open to all Members.

“Executive” means the Chair, Vice Chair Secretary, Treasurer and Past Chair as appointed pursuant to these Bylaws.

“Ordinary Business” means the consideration of the financial statements, the public accountant’s report, the election of directors and the re-appointment of the incumbent auditor.

“Register” means the register of Members.

“Special Business” includes any matter that requires a special resolution and any matter other than Ordinary Business.

“Special Resolution” means, subject to any meaning stated in the Act, a resolution passed by not less than two thirds ($\frac{2}{3}$) of Voting Members entitled to vote as are present in person at a Meeting of Members of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

“Written” and **“in writing”** includes communication in printing, lithography and other modes of representing or reproducing words in visible form that is delivered by regular mail, fax, electronic mail, or in person to the last known address of the addressee.

2 OBJECTIVES

2.1 The Objectives of the Society shall be to promote and oversee the operations of programs directed to community integration, empowerment, and wellbeing of persons with disabilities.

3 NAME OF THE SOCIETY

3.1 The name of this Society is Inclusion Clare.

4 GENERAL

4.1 Governing Law and Severability

- (a) The laws of the Province of Nova Scotia and of Canada will govern the Society.
- (b) If any provision of these Bylaws is found to be invalid or offensive to any applicable law, it shall be severed and the remainder of the Bylaws shall remain valid.

4.2 Corporate Seal. The seal of the Society shall be in the custody of the ED and will be kept under lock and key in the registered office of the Society or at the legal offices of the Society's attorney. It may be affixed to any document upon resolution of the Board of Directors

4.3 Execution of Documents. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary or otherwise as prescribed by resolution of the Board of Directors.

4.4 Custody of the books. The books and records, including without limitation the minutes of all the Meetings of the Members and meetings of the Board of Directors shall be kept in the main office of the Society.

4.5 Policies. The Society will maintain policies and procedures to ensure that matters relating to personnel, programs, conflict resolution, risk management, and financial administration reflect current legislation and best operational practices for not profit societies.

4.6 Fiscal Year. The fiscal year of the Society shall be the period from April 1 in any year to March 31 in the following year.

5 MEMBERSHIP

5.1 The subscribers to the Memorandum of Association (MOA) and such other persons who shall be admitted to membership in accordance with these Bylaws, and none other, shall be Members of the Society. Any person who meets the eligibility requirements set out in these Bylaws may apply for membership by requesting that the Board enter their name on the Register. The Board shall determine whether an applicant meets the eligibility requirements set out in these Bylaws and may, in their sole discretion, decide to admit as a Member any person requesting membership. Entry of a person's name on the Register by the Secretary shall constitute admission to the membership of the Society. Only persons who are named as current Members on the Register and none other shall be Members.

5.2 The Secretary of the Society shall maintain the Register and shall enter therein the full names of each Member, together with:

- (a) the address and occupation of every such person;
- (b) the date on which each person is admitted as a Member;
- (c) the date on which any person ceases to be a Member; and
- (d) whether the Member is a Voting Member or Non-voting Member.

5.3 Membership in the Society shall not be transferable.

5.4 Rights and Privileges. Every Member shall be entitled to receive notice of and attend any Meeting of Members in accordance with these Bylaws. In addition,

- (a) every Voting Member shall be entitled to:
 - (a) vote at any Meeting of Members; and
 - (b) hold any office of the Society for which they may be elected or appointed under these Bylaws; and
- (b) every Non-Voting Member shall be entitled to speak at the same upon any motion.

There shall be no proxy voting.

5.5 Responsibilities

- (a) Every Member shall make reasonable efforts to participate in Meetings of Members and the activities and Objectives of the Society.
- (b) Every Member shall adhere to any code of conduct and policy established by the Board of Directors.

5.6 Termination

- (a) Membership in the Society shall terminate automatically upon:
 - (a) death of the Member;
 - (b) notice of resignation in writing to the Society;
 - (c) a determination by the Board that the Member has not fulfilled their responsibilities as set out in these Bylaws; or
 - (d) a determination by the Board that the Member no longer meets the eligibility requirements set out in these Bylaws.
- (b) Upon the occurrence of any event set out in the preceding paragraph, the Secretary shall note the termination on the Register.

6 MEETINGS OF MEMBERS

6.1 Each Meeting of Members will be held at a place and time determined by the Board of Directors.

6.2 The Board may determine that any Meeting of Members may be held entirely by Electronic Means.

6.3 Notice shall be given to the Members by community radio, the Society's website, and/or other electronic means not less than fourteen (14) business days before the day on which the Meeting of Members is to be held.

6.4 Notice of each Meeting of Members must include:

- (a) the date, time and place of the meeting;
- (b) where Special Business will be transacted, sufficient information to permit a Member to form a reasoned judgment on the decision to be taken;
- (c) the text of any Special Resolution to be submitted to the meeting

Non-receipt of effective notice by any Member shall not invalidate the proceedings of any Meeting of Members. Any Member may waive notice of any Meeting of Members. The attendance of a Member at any Meeting of Members shall constitute a waiver of notice of such meeting, except where a Member attends a Meeting of Members for the express purpose of objecting to the transaction of any business because the Meeting of Members is not lawfully called or convened.

6.5 The Chair shall preside over the Meeting of Members. If the Chair is not present, the Vice-President will preside, and if neither is present, the Secretary or Treasurer will preside, failing which the Voting Members present will choose a chairperson for the meeting.

7 ANNUAL GENERAL MEETINGS

7.1 The Annual General Meeting shall be held within three (3) months after the end of each fiscal year of the Society.

7.2 The business of the Annual General Meeting will be:

- (a) approval of the minutes of the last Annual General Meeting;
- (b) the annual report of the Board of Directors;
- (c) the annual report of the Society's finances;
- (d) the Auditor's report;
- (e) choosing the auditors for the following year; and
- (f) election of the Board of Directors and, will depend on an existing Director vacancy.

All other business that takes place is special business.

7.3 Following the Annual General Meeting, the Board of Directors will convene a short meeting to elect its Executive for the coming year. These offices will be filled from the Board. The ED will call for nominations for position of Chair. Once the Chair is selected, he/she will preside over the remaining elections.

The names and positions of the newly elected Executive shall be communicated to all Members present.

8 QUORUM

8.1 There must be at least ten (10) Voting Members present at the Annual General Meeting in order for it to proceed.

8.2 Members will wait thirty (30) minutes but if after this wait period there are still not enough Voting Members present, the Voting Members present will adjourn the meeting to a new time and place. A notice of the new meeting will be sent out.

8.3 The only situation where Members can proceed with the Annual General Meeting,

with fewer than ten (10) Voting Members is to wind up and close the Society. This can only be done with a Special Resolution.

8.4 If certain Voting Members leave the meeting after it starts, reducing the number to below quorum, the meeting can continue but no votes will take place.

9 SPECIAL GENERAL MEETING

9.1 A Special General Meeting may be called when an issue arises that requires the input of the Members and is too serious or urgent to wait until the next Annual General Meeting. A Special General Meeting may be called at any time by the Chair, or shall be called by the Directors if requested in writing by at least of 25% of the Voting Members. In the event that fewer than twelve (12) Voting Members are not in attendance at the Special General Meeting thirty (30) minutes after its scheduled start time, that meeting will be cancelled.

9.2 The Chair, with the consent of the Voting Members present, may adjourn any meeting and move it to another time or place. At the continued meeting, Members will talk about and vote only on agenda items they did not finish at the previous meeting.

9.3 Meetings will follow Roberts Rules of Order. If, however, Roberts Rules differ from these Bylaws, then meetings will follow these Bylaws.

10 VOTING

10.1 Every Voting Member shall have one (1) vote at each Meeting of Members.

10.2 If more than half (50%) of the Voting Members vote for in favour of an ordinary resolution, it will pass. If there is a tie, the Chair shall vote to break the tie.

10.3 A special resolution must be passed by 3/4 (75%) of current Voting Members present at the meeting. If there is a tie, the Chair shall vote to break the tie.

10.4 The Chair will decide how the vote will be done. The Chair will inform the Members on the outcome of the vote. A count (poll) of the votes will be done if requested by three (3) or more Voting Members.

11 BOARD OF DIRECTORS GENERAL POWERS

11.1 The Board of Directors shall manage the property, affairs and activities of the Society. Unless otherwise determined by Special Resolution, the number of Directors on the Board shall be not less than five (5) or more than fifteen (15).

11.2 General Powers

- (a) The Board shall exercise powers conferred by the Act, these Bylaws or any other law by resolution duly passed in accordance with these Bylaws and applicable

laws unless the Act or these Bylaws otherwise provide.

- (b) The Board shall have and may exercise any and all powers of the Society except as might otherwise be required by any governing law or these Bylaws to be exercised by Members at a Meeting of Members or as may be delegated by the Board in accordance with these Bylaws.
- (c) The Board shall have the power to enter into a trust arrangement with a trust company or similar institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Society in accordance with such terms and conditions as the Board may prescribe.
- (d) The Board may take steps 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.
- (e) The Board may appoint such agents, hire such employees, prescribe such duties, and set such remuneration as it deems necessary from time to time.
- (f) The Board may prescribe rules and regulations not inconsistent with these Bylaws relating to the management and operation of the Society, provided that such rules and regulations shall have force and effect only until the next Meeting of Members when they shall be confirmed, and failing such confirmation at such Meeting of Members, shall at and from that time cease to have any force and effect.

11.3 Term

- (a) At the ordinary or general meeting of the Society at which these bylaws are adopted, Directors shall be elected to the following terms: four (4) Directors for a three (3) year term, three (3) Directors for a two (2) year term, and three (3) Directors for a one (1) year term. Following the initial terms of office, all terms shall be for a three (3) year term.
- (b) Any Director whose term is scheduled to expire may be re-elected by the Voting Members for two further consecutive terms.
- (c) At the dissolution of every Annual General Meeting, each Director whose term has expired shall be deemed to have retired but shall hold office until the dissolution of the meeting at which his or her successor is elected.
- (d) Notwithstanding anything contained in this section, if at any Meeting of Members at which an election of Directors ought to take place no such election takes place, or if no Meeting of Members is held in any year or period of years, the Directors whose terms are scheduled to expire shall continue as Directors until their successors are elected and a Meeting of Members for that purpose may on notice be held at any time.

11.4 Eligibility & Election

- (a) Any individual who is an individual, at least 19 years old and with power under law to contract shall be eligible to be elected as a Director.
- (b) At the Annual Meeting of Members or at a special Meeting of Members held for

that purpose, Members shall elect Directors to fill any vacancies on the Board. A vacancy arises when a Director's term expires, or a Director dies or resigns or is unable to complete his or her term as a Director.

- (c) Elections shall be determined by majority of votes cast by Voting Members entitled to vote at the Meeting of Members.
- (d) Nominations of persons for election to the Board of Directors may be made by any Voting Member who was a Voting Member at the time of giving the notice provided for this subsection and who complied with the notice procedures set forth in this subsection. This subsection sets out the exclusive means for nominations to be made. At an Annual General Meeting or Special Meeting of the Members, only such business shall be conducted as shall have been properly brought before the meeting. For nominations to be properly brought, the Voting Member must have given timely notice thereof in writing to the Secretary of the Society. To be timely, a Voting Member's notice shall be delivered to the Secretary at the offices of the Society not later than the tenth (10th) day following the day on which public announcement of the date of such meeting is first made.

11.5 Removal and Resignation

- (a) The Members may, by ordinary resolution at a Meeting of Members duly called for that purpose, remove a Director.
- (b) Any Director may resign at any time by giving written notice to the Secretary.
- (c) Resignations shall take effect at the time specified therein, or immediately where no time is specified in the notice.
- (d) Unless required by the terms thereof, the acceptance of such resignation shall not be necessary to make it effective.
- (e) A Director who has died or resigned shall be deemed to have resigned at the dissolution of the meeting at which his or her successor is elected.

11.6 Vacancies

- (a) The Board may fill vacancies on the Board.
- (b) If there are no remaining Directors, any Member may call a meeting of the Members to fill the vacancy.
- (c) Notwithstanding the provisions of section 7.03, the term of any Director elected to the Board under this section shall be for the remaining portion term of the vacancy being filled.

11.7 Conflict of Interest and Renumeration

- (a) 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
 - (i) upon nomination, or
 - (ii) if it arises when serving as a Director, when the possibility of a conflict is realized.
- (b) A conflict of interest does not prevent an individual from serving as a Director provided that he or she withdraws from the decision making on matters pertaining

to that interest. The withdrawal should be recorded in the minutes.

- (c) Directors shall serve without remuneration and shall not receive any profit from their positions; however, a Director may be paid reasonable expenses incurred in the performance of his or her duties. Nothing herein contained shall be construed to preclude any Director from serving the Society in any other capacity and receiving compensation therefore.

11.8 Board Composition

The Board shall include the following:

- (a) One (1) Director who is a person with a disability and represents the program participants and residents of the Society.
- (b) One (1) Director who is a parent or guardian and represents the families of program participants and residents of the Society.

11.9 Any Director under investigation or charged with a crime will be temporarily removed from the Board until the Board agrees the matter is settled, or a special resolution is passed to remove the Director from the Board.

12 DIRECTORS' MEETINGS

12.1 The Board of Directors shall meet at least nine (9) times each year.

12.2 A meeting of Directors may take place without notice at the end of every Annual General Meeting. At that meeting, the Board shall elect the Executive.

12.3 For all other Board meetings, notice is needed and must:

- (a) give the date, place and time of the meeting;
- (b) be given to the Directors not less than seven (7) days before the meeting or, if all Directors agree, the Board can call a meeting without giving notice;
- (c) be given to the Directors by Canada post or Electronic Means;
- (d) go ahead and deal with business even if a member does not get the Notice (non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors).
- (e)

Quorum is 50% plus 1 of the Directors. This number of Directors must be present to start the meeting and before any voting can take place.

The Chair or Secretary shall call a meeting of the Board upon the request of Thirty-Three per cent (33%) of the Directors, at such time and place as they shall determine but not less than two (2) weeks after receiving such request.

12.4 The Chair will chair the meeting. If the Chair is not in attendance, the Vice-Chair will chair. If they are both not in attendance, the Secretary or Treasurer can chair the meeting or the remaining Board of Directors will choose a Chair for the meeting.

12.5 At the Board of Directors' meetings, if there is a tie, the Chair shall vote to break the tie.

12.6 The ED may attend Board meetings but does not have the right to vote.

12.7 Instead of an in-person meeting, any resolution approved by all the Directors in writing, by signature, is the accepted as if it passed at a Directors' meeting.

12.8 The Board may determine that, when necessary, a meeting of Directors or of a Committee may, in accordance with these Bylaws, be held entirely by Electronic Means. A Director so participating in a meeting is deemed to be present at that meeting.

12.9 Meetings will follow Roberts Rules of Order. If Roberts Rules are different from these Bylaws, then the Bylaws take precedence.

13 EXECUTIVE OFFICERS OF THE BOARD

13.1 The Directors shall elect a Chair, a Vice-chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.

13.2 The Chair shall preside the meetings and will ensure compliance with the Bylaws.

13.3 The Vice-Chair shall, at the request of the Board, perform the duties of the Chair during the absence, illness or incapacity of the Chair.

13.4 The Secretary shall prepare and keep safe the books and records which include:

- (a) the minutes of Members' meetings;
- (b) the minutes of Directors' meetings;
- (c) the Register;
- (d) ensure the safekeeping of the Seal and use it when required.

13.5 The Treasurer is responsible for the financial reporting of the Society's operations to the Board of Directors and will work in collaboration with the ED to ensure all financial records meet legislative standards. The Treasurer may carry out other duties as asked by the Board.

13.6 If any of the Directors fails to attend more than three (3) consecutive meetings, the Directors may by vote deem that position to be vacant.

14 FINANCES

14.1 A copy of the annual financial report shall be signed by the auditor or by two (2) Directors.

14.2 The auditor for Inclusion Clare shall be appointed for a term of three (3) years.

15 COMMITTEES

Executive

15.1 The Executive is comprised of the Chair, Vice-Chair, Treasurer and Secretary of the Board. The ED is a non-voting member.

15.2 In extenuating circumstances, the executive committee may make decisions surrounding issues that arise between regularly scheduled Board meetings. Such decisions must be shared with the remaining Directors as soon as possible. An urgent Board meeting may be called if deemed necessary.

15.3 The Executive shall conduct an annual evaluation of the ED.

Financial and Risk Committee

15.4 The Financial and Risk Committee shall ensure that the Society is operating with the financial resources it needs to provide programs and services to the community.

15.5 The Finance and Risk Committee shall report its recommendations to the Directors.

15.6 The Finance and Risk Committee oversees the Society's investment funds as delegated by the Directors.

Other Committees

15.7 The Directors may create other committees as it deems necessary. Any such committee will limit its activities to the purpose or purposes for which it is appointed and will have no powers except those specifically conferred by a Directors Resolution.

15.8 A committee will give a report at the meeting of the Directors or at such other time or times as the Directors may determine.

15.9 The Directors may nominate ad hoc committees to ensure the delivery of the best service possible to the population they serve.

15.10 Any ad hoc committee shall be deemed to be dissolved when it has fulfilled its term of reference and has reported to the Directors.

16 ADOPTION OF BYLAWS

We, the undersigned, are all Board of Directors of Inclusion Clare, and we consent to, and hereby do, adopt the revised bylaws, as the Bylaws of this Society.

ADOPTED AND APPROVED by the Board of Directors on this

_____ day of _____, 20__.