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Date: November 23, 2021

From: Judy Heffern CEO

Subject: Communication for Inclusion Clare Stakeholders

In follow-up to the update provided on October 22nd regarding Inclusion Clare's governance issues, I am writing to inform you of our progress with respect to this situation.

THE BACKGROUND

As you are aware, the uncertainty around the governance issues at Inclusion Clare following the September 2nd Annual General Meeting resulted in the Minister of Community Services suspending the organization's Board members' licences. By Ministerial Appointment under the *Homes for Special Care Act*, I assumed the role as acting administrator of Inclusion Clare and was given all the powers and duties of the Board during this suspension.

Christene Hirschfeld of the law firm BoyneClarke LLP was engaged to assist with resolving the governance issues. Christene has extensive experience in working with governance issues similar to those presented by Inclusion Clare. Christene and I have been working to find a path to reconstitute a board for the organization. This has included a review of the bylaws relied on by Inclusion Clare at the beginning of this process.

THE BYLAWS

The review of these bylaws has revealed that they are, in fact, not the official bylaws of the Society. This is because revisions made to the original bylaws over the years were never submitted to the Registry of Joint Stock Companies (RJSC) for approval as required under the *Societies' Act*. As a result, the bylaws approved by RJSC when the organization was created in 1979 are still in effect. Those bylaws use old terminology, are ambiguous and lack clearly defined directions for both the Inclusion Clare Society and for its board of directors.

THE MEMBERS AND DIRECTORS

Five signatories are required to create a society. With Inclusion Clare, those five signatories became the organization's first members and first directors.

Certain rules set out in the *Societies' Act* were not followed and, as a result, the updates to the membership and directors of Inclusion Clare since its creation did not take effect. This means that the surviving original signatories of Inclusion Clare's make up the whole of the Society at



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present. Only a small number of the original five members and directors are still surviving. They are now Inclusion Clare's sole members and directors.

MOVING FORWARD:

Step1:

The 1979 bylaws must be rewritten to address the concerns identified above. This task has been undertaken by Christene and me. We hope to complete the proposed revisions in the near future.

The new bylaws will create two categories of members, which will be voting members and non-voting members. Voting members will be defined as:

- a person who is nineteen years of age or older and is not a Day Program participant, a resident of one of the Society's Small Options Homes or an employee of the Society;
- resides within the Municipality of Clare; or
- resides outside the Municipality of Clare but is a relative or legal guardian of a Day Program participant and/or a resident of one of the Society's Small Options Homes.

Non-voting members will be a Day Program participant and/or a resident of one of the Society's Small Options Homes (SOH) and the employees of the Society.

Individuals who meet the eligibility criteria and are interested in being members of the Society should forward their names, occupation, addresses and contact information by **December 13, 2021** to Inclusion Clare at bonjour@inclusionclare.ca or at:

Inclusion Clare
1711 Nova Scotia Trunk 1,
Church Point, NS B0W 1M0

We have picked that date so that we will have a list of members for the meeting of members described below. The names received will be entered into the register as new members. All registered members will be invited to meetings of the members of Inclusion Clare.

Moving forward, others eligible for membership may submit their names, occupation, addresses and contact information. They will be added to the register of members. The register of

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members will be maintained by the Society and updated regularly. The register of members shall be made available to the membership.

Step 2:

The newly revised bylaws must be approved by the existing directors and then the existing members, which are one and the same. When those directors and the members have approved the bylaws, a Special Resolution will be filed with RJSC. Upon receiving approval from RJSC, the bylaws will come into force. If, however, the existing directors and members decide not to act, we will apply to the Registrar of Joint Stock Companies for direction on how to have the bylaws approved so that they can be brought into effect.

Step 3:

Once the Registrar of Joint Stock Companies approves the revised bylaws, notice of a special meeting of the members will be given. The main purpose of that meeting will be to elect the new board of directors. Once the notice of the meeting has been issued, nominations and applications for the board of directors can be made. Any voting member may nominate a director.

Nominations must be delivered to the Society no later than ten (10) days after the date of the meeting of members is announced. To ensure that the board of directors best benefits the Society, we hope that the applications and nominations will be individuals who will be supportive of the mission of Inclusion Clare and possess a broad range of skill-sets. These may include: financial expertise, a social worker, an ethics expertise, a lawyer, experience in governance in the not-for-profit sector, a recreation professional, an entrepreneur, a communications professional, a person with disabilities and represents the participants and residents of the Society and, a parent or guardian and represents the families of participants and residents of the Society.

Once the board of directors is elected, it will immediately elect the Society's officers which consist of the Chair, Vice-Chair, Secretary and Treasurer, and then the names of the officers will be announced to the members.

Step 4:

After electing the officers, the new board's first order of business will to address outstanding governance issues. An orientation to the role of the board will be provided in a timely manner.

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CONCLUSION:

Thank you for your patience as we continue to work through the process of reconstituting a Board of Directors for Inclusion Clare.

I hope that this communication clearly outlines the path forward. Should you have any questions, please direct them to me at jmheffern@gmail.com. Any questions received will be answered in the form of a 'Question & Answer' document, which will be available for viewing on the Inclusion Clare website at <https://www.inclusionclare.ca/ressources>.

Respectfully,

Judy Heffern