

BY-LAW OF

CAPE BRETON TRANSITION HOUSE ASSOCIATION

ARTICLE 1 – INTERPRETATION

1. In this by-law, unless there is something in the subject or context inconsistent therewith:
 - a) "Board" means the board of directors of the Society;
 - b) "Director" means a member of the board of directors of the Society;
 - c) "In Camera" means closing the meeting to one or more of the following groups; public, media, association or society members, staff or clients;
 - d) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
 - e) "Society" means Cape Breton Transition House Association.
 - f) "Special Resolution" means a resolution passed by not less than three-fourths of such members 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.

ARTICLE 2 – PURPOSE OF THE ASSOCIATION

2. Cape Breton Transition House Association is committed to providing programs and services to abused women and their children and to eradicate violence against women through community education, housing and support.

ARTICLE 3 - MEMBERSHIP

3. Any person may offer their name for membership in the Society and be admitted to membership in accordance to this by-law, and no others, shall be members of the association.
4. The number of members of the Society is unlimited.
5. Membership in the Society shall not be transferable.
6. Membership in the Society shall consist of those who support the objectives of the Society, by-law, operating policies and operating rules and regulations and observe faithfully the rulings of those changes, at that given point in time, with the conduct of affairs.

7. Any resident or non-resident of Cape Breton Regional Municipality, which is approved by the majority of the board and is over the age of 18 years, shall be admitted to membership in the Society.
8. Application for membership (resume) in the Society must be submitted, in writing, to the secretary of the Society.
9. The executive committee shall review all applications for membership. If deemed acceptable, the application(s) will be presented at the annual general meeting for acceptance on membership.
10. Any vacancy on the board of directors which may occur between annual meetings shall be filled by the board of directors. Such additions must be ratified by the members at the next annual general meeting.
11. Membership in the Society shall cease upon the death of a member, or if by notice in writing to the Society, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with this by-law.
12. Membership in Cape Breton Transition House Association shall include three classes:
 - 1) Active
 - 2) Associate
 - 3) Honorary
 - a) Active membership is individuals who have submitted an application form that are duly approved by the board of directors of the Society and will serve on the board of directors. Active memberships shall have full discussion rights and voting privileges at all meetings of the Society.
 - b) Associate membership shall be open to organizations that demonstrate an interest in the purpose of the Society and a commitment to the provision of services. Associate members shall have full discussion rights at the annual general meeting of the Society, but shall have no voting privileges.
 - c) Honorary membership may be awarded, by unanimous consent of the active membership present at the annual general meeting of the Society, to those individuals who have rendered exceptional services to the Society. Honorary members shall have full discussion rights at the annual general meeting of the Society, but shall have no voting privileges.
13. Any member may withdraw from the Society by delivering to the secretary of the Society, written notice of resignation and such resignation, where applicable, must be approved in accordance with the respective by-law.

ARTICLE 4 – FISCAL YEAR

14. The fiscal year of the Society shall be the period that starts on **1st day of April** in any year and ends on the **31st day of March** in the following year.

ARTICLE 5 - MEMBERS (SOCIETY) MEETINGS

15. Meetings of the Society's full membership are known as general meetings and they fall in two categories, namely annual and extraordinary/special meetings.
16. A) An annual general meeting (AGM) of the Society shall be held within three months after the Society receives the auditor's report.

B) An extraordinary or special meeting of the members called by the president or directors may be held at any time and shall be called if requested in writing by least twenty-five percent in number of the voting members of the Society. All the business transacted at these meetings is deemed to be special business as opposed to ordinary business. The extraordinary or special meeting may be held in camera at the request of any three (3) directors providing the request is in writing and signed.
17. Seven (7) days' notice to members is required for an extraordinary/special meetings of the members. The notice must specify the date, place and time of the meeting and in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors in their sole discretion to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
18. Fourteen (14) days' notice is required for an annual general meeting. The notice must specify the date, place and time of the meeting and, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.
19. Every member of the Society shall have the right to address any general meeting, but only active members shall have the right to introduce a motion or motions and vote.
20. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed *ordinary* business:
 - a) Roll Call
 - b) Minutes of the previous annual general meeting
 - c) Business arising from the previous meeting
 - d) Consideration of the annual report of the directors
 - e) Consideration of the financial report of the Society and the report of the auditors

New Business

- f) Election of directors and election of officers
 - g) Appointment of auditors
 - h) Special resolutions (if any)
 - i) Adjournment
21. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of business and such quorum shall consist of fifty percent in number of the voting members of the Society.
22. If, within one-half hour from the time appointed for a members meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other case it shall stand adjourned to such time and place as a majority of the members then present shall direct. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the meeting.
23. The president, or in his/her absence, the vice-president, or in the absence of both of them, any member appointed from among those active members present, shall preside as chair at members' meetings.
24. At a general meeting the chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, she/he shall have a casting vote.
25. The chair may, with the consent of the active members present, 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.
26. At any general meeting, unless a poll is demanded by at least three members, a declaration by the chair that a resolution has been carried and the entry in the minutes shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution. If a poll is demanded it shall be held by show of hands or by secret ballot as the chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society.
27. Every voting member shall have one vote and there shall be **no proxy voting**.

ARTICLE 6 – BOARD OF DIRECTORS

28. The role of the board of directors is to run the Society and provide **leadership** and **oversight** of the activities of the Society. The role of the board is to provide a **POLICY GOVERNING BOARD** which sets policy and focuses on the vision,

mission, values and strategic priorities of the organization, ensures responsiveness to community stakeholders.

Board is responsible for:

Purpose – by establishing and implementing the organization’s mission and vision.

Progress – setting the rate at which the organization takes on activities, programs and services to fulfill its purpose.

Continuity – making sure that there are enough financial and human resources in place to guarantee the existence of the organization.

Identity – clarifying to the community the organization’s objectives, beliefs, vision, mission, and services.

29. Directors shall be elected by members, eligible to vote, at each annual general meeting. If organizations are admitted to membership, the organization members may nominate one (1) of its members as a candidate for director.
30. At the annual general meeting of the Society, the directors 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.
32. Unless otherwise determined by special resolution, the number of directors shall not be less than eight (8) or more than fifteen (15). Each director shall have one vote and there shall be **no proxy voting**.
33. Each of the elected directors shall be elected to three (3) year terms.
34. There shall be no limitation on the number of successive terms a director can serve.
35. No director shall directly or indirectly receive any profit from her/his position.
36. In the event that a director resigns his/her office or ceases to be a member in the Society, whereupon his/her office as director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the board of directors. Such additions must be ratified by the members at the next general meeting.
37. Notwithstanding any other provisions in the by-law, directors may remove any director, by special resolution prior to the expiration of his/her full term the vacancy thereby created may be filled for the unexpired portion of the term by the board of directors. The person so appointed shall only hold office for the balance of the Society’s year. At the next annual general meeting and election must be held to fill the vacated position for the applicable length of term.

The removal of any director will be held at an extraordinary or special meeting and may be held in camera at the request of any three (3) directors providing the request is in writing and signed. Any director who is being removed shall be granted an opportunity to be heard at such meeting.

38. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Society, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, when the possibility of a conflict is realized.

A conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

39. Each board member is expected to communicate with the president in advance of all board meetings stating whether or not s/he is able to attend or participate. Any member absent for three consecutive meetings (regular and/or special) of the board of directors without just cause may be removed by a two-third majority vote of the board. A member absent for two consecutive meetings (regular and/or special) must be notified in writing of the board's intention to implement the conditions of this article upon a third consecutive absenteeism. Just cause is deemed to be absence for reasons of sickness, and/or death in the family, work requirements, special circumstances, etc.
40. In the event of an emergency, requiring an urgent decision or action, the president shall consult with the Executive Committee of the board of directors, by telephone or email if necessary, and obtain their unanimous agreement to his/her proposed course of action, it being understood that such actions as he/she may take must be referred to the next board meeting for formal approval or rejection.

ARTICLE 7 – POWERS OF DIRECTORS

41. The responsibility for the management of the activities of the Society shall be vested in the directors who, in addition to the powers and responsibilities outlined by these by-laws or otherwise expressly conferred upon them, may exercise, within the limits of the law, all powers as may be required by the Society to achieve its purposes.
42. Without restricting the generally of the foregoing, the directors shall have power to:
 - (1) The board of directors shall appoint a competent executive director who shall be the board's direct representative in the management of Cape Breton Transition House. The directors shall have power to set policy to guide the management of the Society, engage an executive director, and to determine his/her/their duties, responsibilities and remuneration. The executive director shall be given the necessary authority and be responsible for the administration of Cape Breton Transition House, subject to the policies

enacted by the Society, the board of directors, or by any of its committees to which authority to enact policies has been delegated. The executive director is responsible and accountable for the general and day-to-day operation of the house in keeping with the mission, vision, philosophy, policies, objectives and by-law; applicable Acts and Regulations; and any other established standards of operation.

- a) The executive director is responsible for carrying out the day-to-day work of the organization, with the assistance of paid staff and/or service volunteers.
 - b) The executive director is directly accountable to the board, and is responsible for hiring, supervising, and releasing both paid staff and service volunteers. Front-line staff and service volunteers are accountable to the executive director.
- (2) The directors may appoint and prescribe the duties and powers of an executive committee and other committees consisting of directors and/or other such persons as they may determine are required.
 - (3) The directors may dissolve any committee they appointed.
 - (4) Purchases exceeding fifty (\$50) Dollars, not foreseen in the budget, shall require approval of the board.
 - (5) Make and give receipts, releases and other discharges for all things, including money, which may be due to the Society.
 - (6) Authorize expenditures on behalf the Society from time to time subject to the terms of this by-law.
 - (7) Appoint persons to accept and hold in trust for the Society property belonging to the Society.
 - (8) Institute, conduct, defend, compromise and abandon and otherwise address and deal with legal proceedings by or against the Society or its officers to the extent that such proceedings involve the affairs of the Society.
 - (9) Invest and deal with the assets of the Society and invest such assets, at their discretion, subject only to such limitations as would be imposed upon trustees by virtue of the Nova Scotia Trustees Act.
 - (10) To establish committees and project teams of the Society and to appoint or remove members of committees and project teams or delegate authority for appointing or removing members of committees and project teams of the Society; and To delegate any, but not all, of the powers of the Society to committees, project teams, officers or employees of the society as it sees fit.
 - (11) The board of directors shall define the Governance Manual and related policies for the Society, and approve all changes

ARTICLE 8 – DIRECTORS MEETINGS (BOARD MEETINGS)

43. Meetings of the board of directors are known as board meetings and they fall in two categories, namely regular and extraordinary/special meetings.
44.
 - a) Regular meetings of the board of directors shall be held as often as the business of the Society may require but not less than quarterly and shall be called by the president. Regular meetings of the board of directors may be held on the third Thursday of the month.
 - b) An extraordinary or special meeting of the board of directors may be called at any time at the discretion of the executive committee. An extraordinary or special meeting of the board called by the executive committee may be held at any time and shall be called if requested in writing by least twenty-five percent of the board of directors. All the business transacted at these meetings is deemed to be special business as opposed to ordinary business. The extraordinary or special meeting may be held in camera at the request of any three (3) directors providing the request is in writing and signed.
45. Three (3) days' notice to members is required for a board of directors meeting. The notice must specify the date, place and time of the meeting and the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any board of directors meeting.
46. Seven (7) days' notice to members is required for an extraordinary/special meeting of the board of directors. The notice must specify the date, place and time of the meeting and in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any extraordinary/special meetings of the board of directors.
47. At the board of directors meeting the following items of business shall be dealt with and shall be deemed *ordinary* business:
 - a) Roll Call
 - b) Minutes of the previous meeting
 - c) Business arising from the previous meeting

- d) Minutes of Special Meetings(s)
 - e) Correspondence
 - f) Financial Report
 - g) Reports (President, Executive Director, and Committees)
 - h) New Business
 - i) Adjournment
48. No business shall be transacted at any board meeting unless a quorum of members is present at the commencement of business and such quorum shall consist of thirty three (33) percent in number of the board of directors.
49. If, within one-half hour from the time appointed for a board meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other case it shall stand adjourned to such time and place as a majority of the members then present shall direct. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the meeting.
50. Each director shall have one vote and there shall be **no proxy voting**.
51. Every director shall respect the confidentiality of matters brought before the board, keeping in mind that unauthorized statements could adversely affect the interest of the Society.
52. The president or, in his/her absence, the vice-president or, in the absence of both of them, any director appointed from among those directors present shall preside as chair at meetings of the board.
53. At a board of directors meeting, the chair shall have no vote except in the case where a casting or deciding vote is required to break a tie.
54. Each member shall be permitted five (5) minutes discussion on each topic, and shall not speak again until all those present have a chance to speak. No member shall speak more than twice on the same topic.
55. Unless otherwise restricted by the articles of incorporation or these bylaws, any action required or permitted to be taken by the board may be taken without a meeting if a majority of the directors consent in writing through fax, mail, or by electronic mail to the adoption of a resolution authorizing the action. The resolution and the written consents thereto by the directors shall be filed with the minutes of proceedings of the next board meeting.

ARTICLE 9 – OFFICERS (EXECUTIVE COMMITTEE)

56. The following officers will be elected at the annual general meeting for one year and serve as directors and the executive committee of the association:
- a) President

- b) Vice-President
- c) Treasurer, and
- d) Secretary

The offices of treasurer and secretary may be combined.

- 57. The officer can re-offer for an additional term, but accumulated terms are not to exceed three in that position. Following a break of at least one year, a director may re-offer for an officer position.
- 58. The officers shall be elected by active members at each annual general meeting of the Society.
- 59. The board of directors shall delegate such powers to the executive committee as are deemed necessary for the routine functioning of the Society.
- 60. All actions of the executive committee will be routinely reported to the board of directors.
- 61. For election as an officer of the board, a member must be a serving member of the board.
- 62. (a) The board may elect one of their members to be the president of the Society. The president shall have general supervision of the activities of the Society and shall be responsible for the effectiveness of the board of directors and shall perform such other duties as may be assigned to her/him by the board from time to time.

(b) The responsibilities of the president shall be as follows;

- Provides leadership to the board of directors that will result in attaining the objectives of the Society and adheres to its bylaws and constitution.
- Prepares the board's agenda with input from board members and the senior staff person.
- Chairs meetings of the board, executive and general meetings.
- Encourage board members to participate in meetings and activities.
- Keeps the board's discussion on topic by summarizing issues.
- Keeps the board's activities focused on the organization's issues.
- Evaluates the effectiveness of the board's decision-making process.
- Makes sure that committee chairpersons are appointed.
- Orients board members and committee chairpersons to the board.
- Makes sure there is a process to evaluate the effectiveness of board members, using measurable criteria.
- Recognizes board members' contributions to the board's work.
- Acts as one of the signing officers for cheques and other documents, such as contracts and grant applications.
- Plays a lead role in supporting fundraising activities.

- Promotes the organization's purpose in the community and to the media or to delegate responsibility to one of the executive members.
- Initiate appropriate workshops or other in-service training for board members and the total membership that will improve the functioning of the Society.
- Be an ex officio member of all committees.
- Notify the membership of meetings.
- Prepares report for the annual general meeting.

63. (a) The board may elect one of their members to be the vice-president of the Society. The vice-president shall perform the duties of the president during their absence, illness or incapacity of the president or during such period as the president may request her/him to do so.

(b) The responsibilities of the vice-president shall be as follows;

- Act in the absence of the president.
- Perform such duties as may be directed by the president or board.
- Serves on the executive committee.
- Learns the duties of the president and keeps informed on key issues.
- Prepares to serve a future term as president.
- Acts as a signing officer for cheques and other documents.
- Orients the new vice-president.
- Chair the nominating committee.

64. (a) There shall be a secretary of the Society who shall keep an accurate record of the business transacted at all meetings of the Society and the board of directors with the exclusion of in-camera meetings. She/he shall write and attend to all correspondence and shall perform such duties as usually pertain to this office, including the care and custody of the Seal of the Society.

(b) The responsibilities of the secretary shall be as follows;

- Serves on the executive committee.
- Keep minutes of all meetings of the executive, directors and annual general membership of the Society.
- Keeps copies of the organization's bylaw and the board's policy statements.
- Keeps list of officers, board members, committees and general membership.
- Brings official minute book to meetings.
- Keeps record of board attendance.

- Makes sure that there is a quorum at board meetings.
 - Keeps accurate minutes of meetings.
 - Records all motions and decisions of meetings.
 - Signs board minutes to attest to their accuracy.
 - Records all corrections to minutes.
 - Keeps copies of minutes of board and committee meetings.
 - Distribute copies of minutes to board members.
 - Receive and respond to all board correspondence as directed by the board.
 - Keeps records of all board's correspondence.
 - Signs official documents of the Society as required.
 - Files with the registrar, with its annual financial statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and, within fourteen days of a change of directors, notify the registrar of the change.
 - Perform such other duties as may be directed by the board of directors.
 - Files with the registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
 - In the absence of the president and vice-president, chairs board meetings until the election of an alternate chairperson.
 - Orients the new secretary.
65. (a) The board shall also appoint a treasurer of the Society who shall keep an accurate record of all revenues and expenditures of the Society. The treasurer shall be responsible for all money belonging to the Society and shall direct its deposit in whatever bank, trust company, credit union or treasury branch the board may order.
- (b) The responsibilities of the treasurer shall be as follows;
- Serves on the executive committee.
 - Shall properly account for the funds of the Society and maintain and keep financial reports as are required by the directors of the Society.
 - Gives regular reports to the board on the financial state of the organization.
 - Present the records to designated accountant for review and preparation of a certified statement for the annual meeting. Prepare the annual financial statements required by the Societies Act of Nova Scotia.
 - Receive and deposit all funds of the Society in the bank designated by the board of directors.
 - Chairs the finance committee.
 - The budget as approved by the board of directors.
 - Submit all bills for approval of payment to the board of directors.
 - Acts as signing officer, with another officer or executive director for cheques and other documents.
 - Prepare cheques in payment of accounts for signatures.

- Prepare the necessary documentation required for application for any grants that may be available to the Society and submit to the secretary for submission before deadlines.
- Orients the new treasurer.

ARTICLE 10 – EXECUTIVE COMMITTEE MEETINGS

66. The executive committee shall meet as required, but not less than quarterly, and shall be called by the president.
67. At least twenty-four (24) hours notice of the time and place of meeting shall be given each officer. This may include the use of telephone, fax, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
68. The quorum required at any meeting of the executive committee shall be three officers.
69. At an executive meeting the president shall have no vote except in the case of an equality of votes. In the case of an equality of votes, she/he shall have a casting vote.

ARTICLE 11 – AUDIT OF ACCOUNTS

70. The auditor or accountant of the Society shall be appointed annually by the active members of the Society at the annual general meeting and, on failure of the members to appoint an auditor or accountant, the directors may do so.
71. The directors are responsible for insuring that members receive annually a written report on the financial position of the Society. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the Society's financial affairs, shall be signed by the auditor or, if there is no auditor, by two directors and shall be filed with the registrar within fourteen days after the annual general meeting in each year as required by law.

ARTICLE 12 – MISCELLANEOUS

72. The seal of the Society shall be in the custody of the secretary and may be affixed to any document upon resolution of the board of directors.
73. The annual financial statements and minutes of membership and directors meetings may be inspected by any member with one week's notice at the registered office of the Society. 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.

74. 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 a resolution of the board of directors.
75. The borrowing powers of the Society may be exercised by special resolution of the members.
76. The board shall insure that the Society's assets are protected against damage or loss, and, if it is determined that considerable risk is involved, the directors themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the execution of the organization's mission.

ARTICLE 13 – SPECIAL RESOLUTIONS

77. **SPECIAL RESOLUTIONS** must be passed for such items as
 - a. name change;
 - b. alteration of the objects and purposes of the Society;
 - c. removal of a director;
 - d. amending the by-law; certain fundamental changes under the societies act may only be done by special resolution. A special resolution is a resolution passed by a minimum of three-fourths of the members present, either in person or by proxy, where proxies are allowed, at a meeting duly called and convened for the purpose of passing said resolution, and must be approved by the registrar before taking effect. The directors have no power to alter the by-laws or the memorandum of Society;
 - e. to add, repeal or amend any of the by-law; and
 - e. Borrowing money or any other assets.

ARTICLE 14 – REPEAL AND AMENDMENT OF BY-LAW

78. This current by-law repeals and supersedes any previous by-laws of the Society.
79. This by-law may be added to, repealed or amended, by a special resolution of the members of the Society, by vote of Seventy-five percent (75%) of active members present at any annual meetings of the Society, notice in writing of such an amendment having been given at the previous meeting of the board of directors of the Society.

PASSED AND ADOPTED by a majority of the Cape Breton Transition House Association at a duly called Annual General Meeting of the Society held on the 17th day of October 2013.

President

Secretary