

Appendix "A"

BY-LAWS OF OUR HEALTH CENTRE ASSOCIATION As amended June 15, 2023

Definitions

1. In these by-laws:

- (a) "Society" means Our Health Centre Association (society name)
- (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- (c) "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.

Membership Rights and Responsibilities

- 2. The Society is ultimately accountable to the members of the Society.
- 3. Every member is entitled to attend any members' meeting of the Society.
- 4. Every member may vote at any members' meeting of the Society provided they are registered as members on or before the end of the Society's previous fiscal year end.
- 5. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
- 6. A member of the Society shall:
 - (a) Support the objectives of the Society, and
 - (b) Pay a membership fee in an amount and frequency as determined by the Society.
- 7. Membership in the Society is not transferable.
- 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) The Board may revoke the membership of any member, upon motion, where the Board decides that such a member has conducted themselves in a manner contrary to the best interest of the Society. A member who has had membership so revoked may appeal to a general membership meeting. Such motion to appeal must be approved by two-thirds of the members present, at the duly called extraordinary meeting.

9. 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.

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

Members' Meetings

11. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting.

12. 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 seven (7) of the members.

13. 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 seven (7) 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.

14. 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,

(d) specify the intention to propose a special resolution, and

(e) the non-receipt of notice by any member shall not invalidate the proceedings.

15. 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 financial report of the Society,

(d) the appointment of auditors for the ensuing year, and

(e) election of directors

16. Quorum shall consist of ten (10) members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

17.

(a) If a meeting is convened as per by-law 12(a) or 12(b) 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.

(b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

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

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

20. The Chair of the Meeting 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.

21. At any meeting a declaration by the Chair of the Meeting 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 of the Meeting may decide.

Directors

22. Any member of the society shall be eligible to be elected a director of the Society and a director of a society shall be a member.
23. The number of directors shall be not less than seven (7), nor more than nine (9), approximately one-third of whom shall be elected each year for a term of three years. Terms of office shall be staggered. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
24. A request for nominees for director shall be posted at least thirty (30) days prior to the annual general meeting at which their successors are elected. Nominations must be received on or before fourteen (14) days prior to the meeting.
25. If a director resigns ~~his/her~~ their office or ceases to be a member in the Society, ~~his/her~~ such person's 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.
26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
27. The management of the Society is the responsibility of the directors. In particular, the directors may engage an ~~General Manager~~ Executive Director, and determine ~~his/her~~ the Executive Director's duties, responsibilities and remuneration.
28. The directors may appoint an executive committee and other committees as they see fit.
29. 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.
30. A conflict of interest does not prevent a member from serving as a director provided that ~~he/she~~ such director withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes. [See By-laws #52 and #53 for definition of conflict of interest.]

Directors' Meetings

31. The board of directors shall meet no less than four (4) times each year.
32. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. 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.

33. Quorum shall consist of five (5) of 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.

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

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

36. The officers shall be elected by the directors and shall be a ~~President~~ Chair, a ~~Vice-Chair~~ Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined. When a director ceases to hold the office of Chair ~~President~~, they may remain on the board and shall be referred to as "Past-Chair ~~President~~". All directors shall be eligible to vote on all questions before the board.

37. One of the officers shall be the Chair ~~President~~. The Chair ~~President~~ shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

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

39. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:

(a) have responsibility for the preparation and custody of all books and records and the minutes of members' meetings, including:

1. the minutes of directors' meetings,
2. the register of members, and
3. filing the annual requirements with the office of the Registrar, and
4. filing the annual requirements with the office of the Registrar, and

(b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and

(c) file with the Registrar:

1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
2. a copy of every special resolution within fourteen (14) day after the resolution is passed, and
3. have other duties as assigned by the Board.

40. The directors may also appoint a Recording Secretary

- (a) who is responsible for taking minutes of all board and members' meetings, and
- (b) who need not be a director.

41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the board.

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

Finance

43. The fiscal year end of the Society shall be the last day of March.

44. The directors shall annually present to the members a written report of 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.

45. A copy of the financial report shall be signed by the auditor or by two directors.

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

47. An auditor of the Society may be appointed by the members of the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

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

49. 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.

50. 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 their ~~his/her~~ duties.

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

52. For the purposes of these by-laws a conflict of interest exists when a reasonable observer would believe that a person's loyalty to another organization or interest, including ~~his or her~~ such person's self-interest, may influence the exercise of ~~his or her~~ their objective judgment or compromise ~~his or her~~ their loyalty to the Association. Such conflicts may take the general forms outlined below:

(a) where a person involved in the decision (or someone related to that person) has a material interest in the outcome of the decision (conflict of interest);

(b) where a reasonable person would believe that the decision-maker's actions are influenced by things that even the merits of the issue on which the decision is required (perceived conflict of interest);

(c) where a person owes a loyalty to two or more parties and cannot reconcile those loyalties identifying and serving the common interests of the separate parties (conflict of loyalty).

53. No conflict of interest exists where the potential benefit applies to a broader class of people, such as Directors who are also members or of an organization or community benefiting from programs of Our Health Centre.