

***By-Law of
Association of Nigerians in Nova Scotia***

November 2020

"Discipline is the bridge between goal and accomplishment."

Jim Rohn

Original Copy

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1 Introduction

a) Preamble

WE the MEMBERS of the Association of Nigerians in Nova Scotia:

HAVING firmly and solemnly resolved:

The general membership subscribes to and will work diligently to support all the legitimate aspirations of Association of Nigerians in Nova Scotia and in Nigeria; The Association of Nigerians in Nova Scotia exists primarily to serve the interests of its members; The Association of Nigerians in Nova Scotia shall operate as a non-profit society.

Do hereby make, enact and give to ourselves the following By-Law:

b) Purpose

The purpose of this By-Law is to create a regulatory framework that binds members of the Association of Nigerians in Nova Scotia herein referred to as the “Association of Nigerians in Nova Scotia” or “ANNS”

c) Supremacy

1 This By-Law is supreme, and its provisions shall have binding force on all authorities and persons in the Association of Nigerians in Nova Scotia.

2 The Association of Nigerians in Nova Scotia shall not be governed, nor shall any person or group of persons take control of the Corporate Governance of the Association of Nigerians in Nova Scotia or its Administration or any of its Committees, except in accordance with the provisions of this By-Law.

3 Unless the authority for any resolution, action, inaction, bylaw, regulation or otherwise can be traced to the provisions of this By-Law, such action shall be null and void unless it can be grounded by the Registry of Joint Stock Companies, laws of Nova Scotia and Canada.

4 In the event of a conflict between the interests of its general Membership and the interest of any individual Member, person, Association or group, the interests of the Association of Nigerians in Nova Scotia shall prevail.

d) Citation

This By-Law may be cited as “By-Law of Association of Nigerians in Nova Scotia”.

e) Effective Date

This reviewed By-Law shall come into force on the 29th day of November 2020.

f) Definitions

Interpretation: In these by-laws, unless there be something in the subject or context inconsistent therewith:

1. "Society" or "Association" means, except otherwise stated, the Association of Nigerians in Nova Scotia.
2. "Registrar" means Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act
3. "Board" means the Board of Trustees of the Association of Nigerians in Nova Scotia.
4. "By-Law" means regulations and policies that are made to regulate the activities of ANNS. In other words, any regulation or policy that is not founded in this By-Law is unconstitutional. For purposes of clarity, committees and sub-committees that are setup under this By-Law have the power to propose a term of reference that serves to coordinate their own activities.
5. "Trustee" means a Member of the Board of Trustees.
6. "Executive council" means the Executives of the Association of Nigerians in Nova Scotia.
7. "Ex—officio Member" means the immediate past President of the Association of Nigerians in Nova Scotia.
8. "HRM" means Halifax Regional Municipality and its environs
9. "He" or "Himself" or "She" or "Herself" shall denote male or female gender
10. "House" or "General House" means the Association of Nigerians in Nova Scotia.
11. "Member" means any member of the Association of Nigerians in Nova Scotia, duly admitted under the terms of article 2 of this By-Law.
12. "Member in Good Standing" means a Member who has paid his/her dues, fees, or levies for all previous years, if applicable, and the current year and shall have attended meetings as specified in the By-Law.
13. "ANNS" or "Association of Nigerians in Nova Scotia" means the Association of Nigerians in all of Nova Scotia.
14. "Officer" means a Member of the Executive Council.
15. "Pledge" means voluntary commitment (material or financial) to the Association of Nigerians in Nova Scotia.
16. "Satellite Organizations" means a Nigerian ethnic group in the Nova Scotia
17. "Welfare Package" means the assistance rendered to members.

g) Recognition of Existing Legal Obligations

1. Nothing in this By-Law, regulations or the standards or guidelines made under this By-Law diminishes in any way the existing legal obligations of any member, person, Association or Organization with respect to the Association of Nigerians in Nova Scotia.
2. In the event of a conflict between this By-Law and any provision of previous ANNS By-Laws, this By-Law shall override.

h) Name, Head Office, Corporate Seal and Fiscal Year

1. NAME

The name of the association shall be the Association of Nigerians in Nova Scotia (hereinafter referred to as “ANNS” or “Association of Nigerians in Nova Scotia”)

2. HEAD OFFICE

The Head Office of the Association shall be located in the Halifax Regional Municipality, in the Province of Nova Scotia, unless otherwise agreed by the General House.

3. SEAL

The corporate seal impressed on the right (or left) margin of the Master copy of this By-Law shall be the Corporate Seal of the Association of Nigerians in Nova Scotia.

The corporate seal shall be in the custody of the President, and in his absence, the General Secretary.

4. FISCAL YEAR

The fiscal year of ANNS shall be January 1st to December 31st.

i) Brand and Logo

The Association colours as represented in the Association’s Logo are Green, White and Red. These colours represent Nigeria our home land (Green and White) and Nova Scotia/Canada (Red).

The Association’s logo is a statement of our image and brand:



j) Vision Statement

We are an organization for the preservation and promotion of the socio-economic, cultural and civic interests of all Nigerians by birth, marriage or descent, living in Nova Scotia.

1.1.1 Goals

The goals of the Association shall be:

- a) To promote and encourage socio-economic, cultural, and civic activities within the province of Nova Scotia and Canada in general.
- b) To act as a forum to support members living in Nova Scotia as stated in the welfare package.
- c) To act as official spokesperson on behalf of its membership on all matters relevant to Nigeria and Nigerians, from time to time, living in Nova Scotia.
- d) To promote awareness on the part of Canadians, of the socio-economic, cultural and political issues relevant to Nigeria.
- e) To act as a resource for learning and information on Nigerian issues and affairs.
- f) To encourage, promote and support research, writing and publication endeavor relating to Nigeria and Nigerian affairs.
- g) To partner or collaborate with societies or organizations having similar or related objectives.
- h) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objective of the Association.
- i) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Association.
- j) To organize programs that aim to educate and inform its Members of pertinent issues, current realities as well as development trends in the Canadian and Nigerian Societies
- k) To remain connected with Nigerian High Commission, in Ottawa and consult regularly on relevant issues with the High Commission.

1.1.2 Core values

The core values of the association would be:

- Teamwork
- Transparency
- Accountability

2 MEMBERSHIP

k) Definition of Membership

The following shall be qualified for admission to membership in the Association:

- (a) All Nigerians by birth, marriage or descent resident in Nova Scotia.
- (b) The parents, children and spouse of a member. Children under eighteen (18) years may be admitted to membership, but shall not carry any voting rights unless, and until, they attain the age of eighteen years.
- (c) This include Refugee, student, Permanent resident, Nigerian Canadian, Canadian with Nigeria decent that legally reside in Nova Scotia.

l) Membership Obligations

Every member of the association is required to: -

- a) Meet all his/her financial obligations.
- b) Attend all general meetings of the association.
- c) Take part in all activities of the association.
- d) Be a good ambassador of the association.

m) Types of Membership

There shall be two Types of membership:

1. In-Active Members
2. Active Members

2.1.1 In-Active Membership

- a) The membership of the association shall constitute all the subscribers to the memorandum of association and of such other persons as may be admitted to membership in accordance with the provisions of these by-laws.
- b) Members whose dues are not paid up to date or a member whose dues, fees and levies are not paid by the last day of March of each fiscal year or by the deadline of the last notice.
- c) Members under the age of 18.
- d) In-Active members are not counted as part of a quorum.

2.1.2 Active Membership

- a) The membership of the Association shall constitute all the subscribers to the Memorandum of Association and of such other persons as may be admitted to membership in accordance with the provisions of these by-laws.
- b) Every new Member shall be listed in the database of members, which shall include but shall not be limited to:
 - a. Full legal name
 - b. Contact address
 - c. Telephone number
 - d. Name and telephone number of contact person or next of kin
 - e. Occupation
- c) Members shall be required to complete and sign a registration form that makes it binding on them to comply with these By-Law.
- d) For the purposes of registration, the number of members of the association is unlimited.
- e) Membership in the association shall not be transferable.
- f) Every member of the association shall be entitled to attend any meetings of the association and to vote at any meeting of the association and to hold office. Subject to the provisions of these by-laws there shall be no proxy voting.

Categories of Active membership

There shall be five categories of Active membership: Regular, Student, Affiliate, Honorary and Satellite Associations.

2.1.2.1 Regular Membership

Regular Membership in ANNS shall be open to all persons who meet the definition of 2.1 of this By-Law and is at least 18 years old.

The requirements for Regular Membership shall be as follows:

1. Every new member shall fill an application form, which shall include, but shall not be limited to:
 - a) Full legal name
 - b) Contact address
 - c) Telephone number
 - d) Name and telephone number of contact person or next of kin
 - e) Occupation

2. Every new member shall be required to pay a registration fee as defined by the Executive council, which shall be reviewable from time to time by the membership/welfare committee and subject to ratification by the General House.

3. Every new member shall pay annual dues in the month of registration, pro-rated to cover the remainder of the fiscal year.

4. A regular member shall be required to pay annual dues as defined by the Executive Council and any levy that may be imposed by the association from time to time. No new member shall be required to pay any levy that was imposed prior to his/her registration. The dues payable by regular members shall be reviewed from time to time by the membership/welfare Committee, which shall make recommendations to the General House for ratification.

5. A regular member may hold any position on the Board of Directors and the Executive Council provided that the member meets the requirements of the position.

2.1.2.2 Student Membership

The requirements for Student Membership shall be as follows:

1. Student membership may be extended to an individual who is a Nigerian as defined in Article 2.1 of this By-Law, and has demonstrated an interest in the affairs and objectives of ANNS, and whose objectives are not at variance with those of ANNS.

2. An application for student membership shall be in writing to the membership/welfare Committee.
3. A student member shall pay a subsidized annual dues or levy to ANNS as defined by the Executive council.
4. A student member shall have right to vote and hold secondary office in ANNS.

2.1.2.3 Affiliate Membership

1. The requirements for Affiliate Membership shall be as follows:
2. Affiliate membership may be extended to any Individual, corporation, group or association that demonstrates an interest in the affairs and objectives of ANNS and whose objectives are not at variance with those of ANNS.
3. An application for Affiliate Membership shall be in writing to the Membership/welfare Committee, which shall forward the application to the Board of Trustees for review and recommendation to the General House, which shall make ratifications thereto. For purposes of clarity, the Board of Trustees has the discretion to reject an application if it finds that the application lacks merit.
4. An Affiliate Member, that is an Association, shall pay an annual fee defined by the Executive council to the ANNS. This fee is subject to review and modification by the Membership/welfare Committee in conjunction with the Board of Trustees from time to time as may be deemed necessary.
5. An Affiliate Member that is a corporation is expected to sponsor at least one event annually.
6. An affiliate Member shall have no right to vote or hold office in ANNS.
7. At the discretion of the Board of Trustees or the Executive Council, and with the approval of the General House, an Affiliate Membership may be revoked, should the activities and objectives of the Affiliate become at variance with those of ANNS.

2.1.2.4 Honorary Membership

1. The requirements for Honorary Membership shall be as follows:
2. Honorary Membership shall be conferred to an individual who is neither a Nigerian nor of Nigerian decent as defined in article 2.1 of this By-Law and who has demonstrated genuine interest in the affairs and objectives of ANNS.
3. ANNS Members may forward Nominations for Honorary Membership to the Membership/Welfare Committee by May of each year. The Membership/Welfare Committee, in conjunction with the Board of Trustees, shall review the nominations and select suitable candidates for Honorary Membership.
4. Conferment of Honorary Membership shall take place at the annual Nigerian Independence Day celebration. Such conferment shall include a certificate or a plaque.
5. Honorary Membership does not confer the right to vote or to hold office in ANNS.

6. At the discretion of the Board of Trustees or the Executive Council, and with the approval of the General House, an Honorary Membership may be revoked, should the activities of the Honorary Member become at variance with those of ANNS.

2.1.2.5 Satellite Organizations

1. The requirements for Satellite Membership shall be as followings:
2. Every Satellite organization shall be duly registered or incorporated with the Province of Nova Scotia or the Government of Canada
3. Every Satellite organization shall fill an annual registration form, which shall include, but shall not be limited to:
 - a) Full legal name
 - b) Physical address
 - c) Telephone number,
 - d) Name and telephone number of its leader or designate.
4. ANNS shall recognize every registered Satellite organization at the Annual Nigerian Independent Day Celebration.

2.1.3 Inactivation, Suspension and/or Cessation of Membership

Membership in the Association shall cease: -

- a) If a member, by notice during a meeting or in writing to the Association, resigns his/her membership;
- b) If a member is dismissed from the Association based on the code of conduct, inability to meet his/her financial obligation or contravention of any part of the byelaw, that is;
 - I. If by December 31st of every fiscal year a member fails to pay completely his/her annual due or members whose dues are paid by virtue of their membership anniversary. Such dues are calculated on a prorated basis to the end of the financial year.
 - II. Any membership dues owing by the December 31st or at their anniversary due date shall get a formal first reminder
 - III. A second formal reminder by the last day of January or the subsequent month thereof.
 - IV. If at the end of the notice period of that fiscal year the member fails to completely pay his/her annual dues or at the expiry of the member's anniversary and subsequent notice period, a member fails to pay the annual dues such membership shall be changed to inactive.

- V. Notwithstanding the foregoing, membership of any member that has been inactivated for failure to pay the annual dues or any other financial obligation to the Association may be resumed upon meeting the obligation set in section 2.8 of these bylaws.
 - VI. If a member has the custody of the association's fund and the association during a general meeting resolves that the fund be turned into the custody of the association, the member shall immediately do so. If the member fails to do so his/her membership shall be suspended. Notwithstanding the foregoing, membership suspended for failure to turn in association's fund may be resumed upon the member meeting the obligation set in section 2.8 of these bylaws.
- c) Upon the death of a member.

2.1.4 Reinstatement of Membership

If a member's membership is suspended as a result of the member insolvency, membership may be reinstated if the following conditions are met

- a) If suspension is as a result of annual due, the member must pay a monthly 25% penalty of all outstanding financial obligation
- b) If suspension is as a result of fund in the custody of the member, the member must pay a monthly 50% penalty of all outstanding financial obligations.

n) Dues

All pledges made by Members as provided for in this By-Law are payable to ANNS.

If dues, fees, levies and/or penalties are unpaid by the last day of December, the Membership/Welfare Committee shall give the defaulting member(s) notice in as prescribed before striking the member's name off the active list on the last day of notice period.

2.1.5 Registration Fee and Annual Dues

There shall be a registration fee and annual due payable by every member of the Association.

The respective sums payable shall be determined by the members of the Association in general meeting, and, except for the first annual due (which shall be payable by every new member at the time of registration, on a pro-rated basis depending on month joined, together with registration fee).

All annual dues shall be payable on the first meeting of January in each year. Until the members decide otherwise;

(a) The registration fee shall be determined by the executive committee per person over eighteen (18) years of age,

(b) Annual due shall be determined by the executive committee in three categories:

- Single member,
- Married member or family category
- Student (with a proof of full-time student ID).

(c) If a member, who has paid the annual due for current fiscal year, marries and wants to register the spouse in the same fiscal year, the couple shall be required to pay the difference to make up the annual family annual due.

(d) All change of status must be done at the beginning of the fiscal year and the member must have given a month notice to the association in the previous year. Only request made with genuine reasons shall be accepted.

e) If a member is going to be absent from the province for a period of 12 months and above, the member is required to write officially to the Association and the Association will deliberate on whether to waive his/her financial obligations and inactivate membership.

o) Codes of Conduct

The association shall have a Disciplinary Policy and code of conduct that members shall abide by. All members have rights to be respected and to respect others during our gatherings

- a) The president will appoint a provost with the mandate to maintain order during meetings or any gatherings of the Association.
- b) Unruly behavior during any gathering will be penalized with a fine of \$50, and
 - a. The defaulter shall leave the venue of the gathering immediately.
 - b. If the defaulter(s) refuses to leave, the Association shall be required to follow the rule of law, and before the member returns he/she should apologize in writing to the Association, otherwise he/she loses his/membership.

3 Meetings of Members

p) Categories of Meetings of Members

The following are the types of meetings organized by the association:

3.1.1 General Meeting

This is a regular meeting hosted by the executive for members on a variety of subjects.

A monthly meeting shall be preceded by at least seven calendar days' notice which may be served by post, email, telephone, or such other means that is available to the executive. Types of General meetings include the following:

3.1.1.1 Annual General meeting (AGM)

1. Appointment of the Audit committee shall be conducted in the September of the financial year for that financial year.
2. AGM shall be conducted January of every year with Executive reports submitted in the prior November. This is to provide a one-month window for the preparation of the Annual audit report.
3. Report must be distributed to all members one month before the specified date. Annual audit report should be presented at the AGM.
4. Handover by previous executive and the swearing of New executives should be conducted at the AGM of the specified year.
5. Handover notes must be ready before the AGM and shall address the activity of the executive team and evaluate performance and opportunities for improvement.

3.1.1.2 Regular Monthly Meeting

Regular monthly meetings shall be conducted at least once a month.

3.1.2 Extraordinary Meeting

An extraordinary meeting is a meeting that occurs outside the regular schedule of general meetings. An extraordinary meeting shall be called by the Executive or by the Board of trustees at the request of 25% of Active member(s) of the Association. An example of an extraordinary meeting shall be a meeting to resolve an urgent issue.

An Extraordinary meeting shall be preceded by at least 48 hours notice which may be served by post, email, telephone, or such other means available.

q) Types of Resolution

There are 2 types of resolutions:

1. Ordinary resolutions – Passed by a majority of members physically present at singular meeting. Used for all matters, unless the *By-Law of the ANNS* stipulates the need for a special resolution.

2. Special resolutions – Passed by a 75% majority of Active members' vote at a general meeting. Used for extraordinary matters that cannot be passed by an ordinary resolution. Special resolutions are any resolutions that impact the fundamental By-laws, executive appointments, board appointments or collective agreement of the membership of the association.

r) Notice of Meeting to Members

Notice of the General Meeting or Special meeting, specifying the place, date and time shall be distributed to the members under the direction of the General Secretary according to the notice period of such meeting.

Notice regarding all meetings will include a proposed agenda and important particulars to be considered at the meeting for example winner of election positions for swearing in at AGM, copy of the audited annual financial statements for AGM and any special resolutions to be considered.

Such notice will usually be given in writing and if necessary, notice by telephone or e-mail shall be employed. The non-receipt of any notice by any member shall not invalidate the proceedings to any meeting.

s) Conduct of Meetings

(a) Meetings should be conducted in ways that are open, accessible and participative

(b) It is the responsibility of the designated chair of a meeting to direct its business in line with the meeting agenda and to ensure that all members have an opportunity to participate.

(c) Only after a motion is stated can a member modify/accept/withdraw a motion.

(d) If not concluded, state the time the motion or agenda will be resumed

3.1.3 Order of Business at the General meeting

The agenda of meetings shall be conducted in the following order except the Chair decides otherwise.

a) Introduction and outline of the meeting

b) Agreeing on the accuracy of the minutes of the previous meeting

c) Adoption of the minutes of the previous meeting

d) Update on progress of outstanding action points from previous meetings

e) Verbal reports from officers/members, as required

- f) Discussion of Ideas submitted by members or other committees (voting, if required)
- g) Discussion of Ideas to be proposed for referendum (voting, if required)
- h) Any other business example: Appointment of Auditors at the meeting preceding the AGM
- i) Date of next meeting

3.1.4 Order of Business at the Annual General Meeting

Every AGM should include the following items in its agenda:

- a) Opening/Call to Order
- b) Approval of AGM agenda
- c) Approval of minutes of the preceding Annual General Meeting
- d) Presentation of the Annual Report of the Executive Committee by President
- e) Presentation of the financial statements, including the balance sheet and operating statement by Treasurer and the report of the auditors
- f) If for any reason the annual report shall not be ready for the AGM, the executives shall be required to give 10 days' notice to the Association with reason, and then the report must be given in the next meeting in General Meeting.
- g) Swearing in of the Executives if applicable

t) Quorum at Meeting of Members

3.1.5 Quorum at General Meeting

No business shall be transacted at any meetings of the Association unless a quorum of Active members is present at the commencement of such business and such quorum shall consist of 75% of Executives and at least 10 Active members.

3.1.6 Quorum at Special Meeting

Active members entitled to vote and who signed the written requisition for the special meeting should be present in person and representing at least 25% of all active members will constitute a quorum for a special meeting called by the Executive or by the Board of trustees at the request of member(s) of the Association.

3.1.7 Absence of Quorum

If within one-half hour from the time set for the meeting a quorum of members is not present, the meeting if convened upon the requisition of the members, shall be dismissed and the executive is empowered by these bylaws to deal with the issue if it is vital to the Association.

In any other case, it shall stand adjourned to such time and place as most of the members then present shall decide.

u) Meeting Chair

At any General or Special Meeting of the Association, the Chair shall normally be in this order:

- a) The President of the Association shall preside as President at every general meeting of the Association.
- b) In the absence of the President or if at any time or meeting he/she cannot preside, the Vice-President or Secretary shall preside as Chair, in that order.
- c) In the absence of the President, Vice-President and Secretary any members of the executive shall be appointed as Chair to preside over the meeting.
- d) The President shall have no vote, except in the case of an equality of votes. In the case of an equality of votes, he/she shall cast a deciding vote.
- e) If a special meeting was called by the board of trustees in line with provisions of this by-law then the Chairman of the board shall thereby preside.

v) Voting at Meeting of Members

Every member of the ANNS shall be entitled to attend any meeting of the association, only members classified as active members shall be entitled to vote and there shall be no proxy voting. All resolutions shall be ratified by votes.

Members will have the following voting rights at all meetings of the members:

- a) Members will be entitled to one vote each.
- d) The Chair shall have no vote, except
 - i. in the case of an equality of votes
 - ii. for the election of new Board of Trustees

3.1.8 Voting Procedure

The Chair shall call for a vote for any motion. Any question shall be decided by a majority of the votes, unless otherwise required by these bylaws or other law. Unless a poll is demanded by at least three (3) Members, voting shall be by show of hands, online voting in line with special consideration with present regulations and a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the ANNS shall be sufficient evidence of the fact.

If a poll is demanded in the manner aforesaid, the same shall be taken in such manner as the Chair may prescribe, and the result of such poll shall be deemed to be the resolution of the ANNS in the meeting.

3.1.9 Decisions

Decisions by the membership at ANNS meetings shall come into effect 24hours after the close of the meeting unless it fixes a specific date for the decision to take effect.

4 Governance

w) Board of Trustees

4.1.1 Composition and Objectives

1. There shall be a Board of Trustees.
2. The Board of Trustees shall consist of seven (7) members, five (5) of whom shall be elected by the General House on the basis of their individual merit and two Ex-Officio members at an Annual General Meeting
3. The Board of Trustees shall be led by a Chairperson, Vice Chairperson and Secretary elected in accordance with this By-Law.
4. The President and Secretary of the executive and committee shall be Ex-Officio members of the Board but shall not carry any vote and shall not be eligible for election as chair or vice-chair of the board.

Objectives

1. The Board of Trustees shall be to strengthen and maintain the unity of members of ANNS and the social and economic stability of ANNS.
2. The Board of Trustees shall be to ensure that no Member and/or group place their interests over those of NCA.

4.1.2 Eligibility

1. Election to the Board by the General House shall be based on individual merit.
2. In order to nominate and/or elect any Member into the Board of Trustees, the Members participating in the nomination and/or election shall be Members in good standing.
3. The nominator shall convince the House of the reasons why the nominee will be an asset to the Board.

4. In order to be elected to the Board by the General House, a Member must meet the following criteria:
 1. The nominee must be a Member in good standing.
 2. The nominee must be present in the House. A nominee shall not be voted for in absentia.
 3. The nominee shall have genuine interest in the affairs of ANNS.
 5. Every nominee to the Board shall have a good working knowledge of this By-Law.
 6. Every nominee to the Board shall answer any By-Law questions posed by the House, bearing in mind that the General House has the right to ask any questions to test the nominee's knowledge of this By-Law.

4.1.3 Duties of The Board

1. The Board of Directors shall be the regulatory, overseeing, and advisory body of ANNS
2. The Board shall elect its own Chair, Vice Chair and Secretary from its members.
3. The Chair of the Board shall be responsible for deciding when the Board's meetings are to be held.
4. The Board of Trustees shall meet once every 3 months in addition to holding emergency meetings when necessary.
5. The Chairman of the Board shall not exercise his/her voting rights in Board meetings except in a case of a deadlock or tie.
6. The Secretary of the Board shall notify Members of proposed meetings.
7. The Secretary of the Board shall keep proper records of all the proceedings of the Board's meetings. Quarterly reports shall be made available to the Executive Council and to the General House.
8. The Board shall advise the Executive Council of upcoming general election at least three months before the election.
9. The Board, after advising the Executive of upcoming general election, shall call for general elections in accordance with the provisions of this By-Law.
10. Every Member of the Board shall attend at least 75% of the Board meetings. Absence from meetings for more than 25% constitutes a ground for impeachment and/or removal.
11. Every Member of the Board shall attend all Board meetings not later than one hour thirty minutes (1.5 hours) after the commencement of the meeting. Lateness to two meetings constitutes one absence.
12. Every Board Member shall abide by all the provisions of this By-Law and uphold its integrity at all times.

4.1.4 Filling Mid-Term Vacancies

Vacancies occurring in the Board of Directors by reason of death, resignation, removal, among others, of one of the 5 members elected by the General House shall be filled by appointment of eligible members by the Executive Council, subject to the ratification of the General House.

4.1.5 Term of Office

- 1 The tenure of office of every Board Member shall expire after three years.
- 2 A Board Member who has served two terms or two consecutive terms shall not be eligible to serve again on the Board.
3. Members of the Board of Directors shall be assessed for good standing yearly in order to remain in office – attendance at meetings of the Board, the General Assembly and the Financial Committee
4. The first members of the Board of Trustees shall be nominated and approved by the subscribers of the Memorandum of Association and the By-Laws herein.

x) Executive Officers

4.1.6 Power of the Executive Officers

The management of the activities of the Association shall be vested in the officers who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting.

- a) The officers may hold as many meetings as the business of the Association may require, which meetings shall be called by the secretary orally or in writing to each officer within a reasonable amount of time before the meeting is to take place, non-receipt of such notice by any officer shall not invalidate the proceedings of any meeting of the officers.
- b) The President or, in his/her absence, the Vice-President shall preside over the officers' meeting.
- c) The President shall be entitled to vote as a member of the council and, in the case of an equality of votes, he/she shall have a casting vote in addition to vote to which he/she is entitled as a member of the council. When a meeting is presided over by the Vice-President, he/she shall have the casting vote.
- d) Make policies and procedures as may be deemed necessary to guide the affairs of ANNS.
- e) Appoint the Chairs and the members of the Standing and Special Committees in accordance with the applicable Governance Policies of ANNS.
- f) Ensure that all necessary books and records of ANNS are regularly and properly kept.

- g) Create committees and establish term of reference for them.
- h) Recommend the appointment of an independent auditor where necessary.

4.1.7 Composition of Executive Council

The following Nine (9) officers shall form the Executive Council of the Association.

- 1) President
- 2) Vice-President
- 3) General Secretary 1
- 4) General Secretary 2
- 5) Financial Secretary 1
- 6) Financial Secretary 2
- 7) Public Relations Officer
- 8) Treasurer
- 9) Welfare officer

4.1.8 Duties of Executive Officers

4.1.8.1 President

- a) Shall call for and preside over General and Special Meetings.
- b) Shall have one vote except in the event of a tie on a motion being voted upon
- c) Is a member of the Board of Trustees.
- d) Shall have responsibility for the general supervision of all standing, special committees and social engagements.
- e) Shall be a signatory to the Association's bank accounts and be informed about the Association's financial obligations at all times.
- f) Shall submit a written annual report at the Annual General Meeting outlining the activities and achievements of the year.
- g) May delegate responsibilities or tasks to other Executive Members.

- h) Shall appoint Chairs and members to all standing and special committees in consultation with the board.
- i) Shall be a member of the Governance, Budget and Finance and Technical Committees.
- j) Shall be responsible for promoting awareness of the ANNS within the local community and the larger community.
- k) Shall perform any other duties which the Association may from time to time need

4.1.8.2 Vice-President

- a) Is a voting member of the Executive.
- b) Shall assume the duties of the President in the absence of the President.
- c) Shall be a member of the Standing and Special Committees.
- d) Shall perform any other duties which the Association may from time to time need

4.1.8.3 General Secretary 1

- a. Is a voting member of the Executive.
- b. Shall keep a record and custody of all minutes, proceedings and decisions of all meetings of the ANNS and distribute minutes within the period of time specified by this By-law.
- c. Shall ensure the members are informed of the date, time and place of the Annual General Meeting or other special meetings.
- d. The Secretary shall be a signatory to all correspondences and head of the administration of the association
- e. Shall be responsible for producing and mailing board correspondence or as directed by the President or Board.
- f. Shall create and distribute Executive meeting agendas as well as keep their minutes
- g. Shall maintain the current database of the Association
- h. Shall be a member of the Disciplinary Committee.
- i. To perform any other duties requested by the Association or President.

4.1.8.4 General Secretary 2

- a. Is a voting member of the Executive.
- b. Shall support the General Secretary 1 in all his/her functions and shall be categorized as a secondary position.
- c. In the event that the General secretary 1 is not able to fulfill his/her role the General Secretary 2 shall fill this role.
- d. Shall ensure the members are informed of the date, time and place of the Annual General Meeting or other special meetings.
- e. In the event that the General Secretary 1 is not able to fulfill the disciplinary Committee role, the General Secretary 2 shall fulfill this role.
- f. To perform any other duties requested by the Association or President.

4.1.8.5 Financial Secretary 1

- a) Is a voting member of the Executive.
- b) Shall be a signatory to the Association's bank accounts and be informed about the Association's financial obligations at all times.
- c) Shall keep an accurate and careful account of all monies received and disbursed by the Association.
- d) For the distribution of monies for approved spending and for the receipt of monies for the Society from persons and/or organizations inside or outside of the Association.
- e) Shall ensure all monetary transactions be evidenced with receipts
- f) Shall oversee the keeping of complete and up-to-date Banking and financial records of the ANNS
- g) Shall provide monthly or quarterly state of the Association's revenues and expenditure to the President and Board.
- h) Shall oversee the preparation of an annual budget for the ANNS. Shall prepare reports as required along with an Annual Report with a balance sheet and financial statements for the Annual General Meeting
- i) Shall be responsible for policies and activities related to membership fee collection, account and invoice payments, and any other accounting-related functions.

- j) Shall be a member of Budget and Finance Committee.
- k) To perform any other duties requested by the Association or President.

4.1.8.6 Financial Secretary 2

- a) Is a voting member of the Executive.
- b) Shall provide internal Audit and control to the Association
- c) In the event that the Financial Secretary 1 is not able to fulfill the Budget and Finance Committee role, the Financial Secretary 2 shall fulfill this role
- d) This role shall be categorized as a secondary position.
- e) To perform any other duties requested by the Association or President.

4.1.8.7 Treasurer

- a) Is a voting member of the Executive.
- b) Shall be a signatory to the Association's bank accounts and be informed about the Association's financial obligations at all times.
- c) Shall keep an accurate and careful account of all monies received and disbursed by the Association.
- f) Shall ensure all monies of the Association are deposited into a recognized financial institution covered by the Canadian Deposit Insurance Act. Shall be in charge of all monies of the Association during his/her term of office.
- d) Shall allow his/her books to be subject to inspection by the members of the Society at all times, with due notice, and to surrender, to his/her successor, all books, papers, monies and any other property of the Society at the end of his/her term of office.
- e) Shall ensure all monetary transactions be evidenced with receipts
- f) Shall be a member of Budget and Finance Committee.
- g) To perform any other duties requested by the Association or President.

4.1.8.8 Public Relations Officer

- a) Is a voting member of the Executive.
- b) Being the liaison between the Association and the Public, shall be the official Spokesperson for the Association
- c) Planning publicity strategies and campaigns to deliver the Associations objectives
- d) To manage the publicity of all functions, representation and image of the Association
- e) Be the custodian of all communication material produced by the Association for public consumption
- f) Be the guardian of all media channels operated by the Association
- g) Proposing and implementing policies on the use of the Association's media channels in interacting with members and the general public
- h) To perform any other duties requested by the Association or President.

4.1.8.9 Welfare Officer

- a) Is a voting member of the Executive.
- b) To be the first point of contact for members of the Association
- c) To promote the Association's core values amongst members
- d) To assist the Association to strengthen its membership community by promoting unity and Anti-discriminatory practices.
- e) Is a member of the ANNS welfare committee.
- f) Shall maintain contact details of all members and categories of members of the Association
- g) To be the custodian of the Association's welfare scheme as determined by the welfare committee
- h) To perform any other duties requested by the Association or President.

4.1.9 Election of Executive Council officers

4.1.9.1 Eligibility

To be eligible for election as an Officer, an individual must

- (a) Be eighteen (18) years or older.
- (b) Has participated in about 60% of the meetings and activities of the Association in the preceding year.
- (c) Not been convicted of criminal offence or has received absolute pardon.
- (d) Not have the status of bankruptcy.

4.1.9.2 Nomination

Every candidate for an executive office must be nominated by two (2) other members who satisfy at least section 2.1 and 2.5 and has participated in about 30% of the activities of the Association.

4.1.9.3 Elections

1. Election of the members of the Executive council shall be every two years and successful elected nominees be sworn-in at the subsequent AGM.
2. After the members of the executive deliver their annual report, they will step down for the electoral officers to swear-in the winners of the Election.
3. Election of officers shall be by simple majority.
4. Elections shall be both in-person at the AGM and through online voting whenever polls are considered open.
5. Guideline will be provided by the Nominations/Elections Committee and communicated to members at least 14 days in advance.
6. Elections will be decided by vote of the members both in attendance and from online voting during the period set by the Nominations/Elections Committee at the Annual General Meeting in accordance with the following:
 - a) One nomination for a position – winner declared by two-thirds of vote cast.
 - b) More than one nomination for a position – The Nomination Committee will conduct a secret ballot of all members present and declare the names of those elected and ensure the destruction of the ballots.
 - c) If there are no nominations for a position – a by-election should be conducted, if unsuccessful, it shall be appointment of the executive council, subject to the approval of the house.

7. The nominee(s) receiving the greatest number of votes will be elected. In the case of a tie, the nominee receiving the fewest votes will be deleted from the list of nominees and a second vote will be conducted.

4.1.10 Term of Office

1. The tenure of executives shall be for two years.
2. Any member of the executive can be re-elected for the same position for additional two-year tenure.

4.1.11 Leave of Absence

The leave of absence requires the member of executive concerned to step aside from his position for a period not exceeding three months. This leave of absence shall be approved by the Executive for executive members, board members, committee members and members who may apply for such or automatically granted in extreme circumstances (reasons related to travel, health), at the discretion of the President and Executives.

4.1.12 Resignation and Removal of Officers

4.1.12.1 Resignation

All resignations of officers and appointees of the Association shall be made in a written notice, addressed to the President, to be submitted at a regular meeting of the Association for action thereon. In case of the President, such notice shall be addressed to the vice-President.

4.1.12.2 Removal

1. If a motion requesting for the removal or resignation of member(s) of the executive is passed during a general meeting (in situations where the actions go against the bylaws as in 6.3 and the code-of conduct), the executive shall be mandated to summon a special meeting to treat that motion.
2. If, during the special meeting, a special resolution is passed in support of the removal or resignation of the executive or any member of the executive, he/she must do so and a new election shall be held within four weeks to fill the vacant position(s), during which time the outgoing member(s) of the executive shall be suspended.
3. Any member of the executive or any other position in the Association may be removed from office by a motion passed by a special resolution. Any position thus opened shall be considered vacant.
4. Should a vacancy occur in the executive or any other position, a separate by-election shall be held within four weeks to fill that position.

4.1.13 Vacation of an Executive Officer

The office of any Executive officer will be vacated automatically:

- a) If an Executive officer absents himself/herself from three consecutive meetings of the Executive officer without special leave of absence from, or reason satisfactory to, the President.
- b) If an Executive officer has been removed by special resolution
- c) If found to have acted contrary to article 6.3 of this bylaw (Accountability and Transparency).

y) Meetings of the Executive Council and Board of Trustees

4.1.14 Call of Meeting

1. A meeting of the Executive/Trustee may be called by agreement of the Executive/Trustee at a regular meeting, at the call and discretion of the President/Chair or by the General Secretary upon receipt of a written request from two (2) or more Executives/Trustees.

2. A meeting of the Executive/Trustee shall be held at any time and place in the Province of Nova Scotia as determined by the President/Chair. Notice of all meetings, specifying the date, time and place, and if other than a regularly scheduled meeting, subject matter thereof, shall be given orally or in writing, including via e-mail, by the General Secretary to each Executive/Trustee at least seven (7) days before the meeting is to take place.

3. A meeting of the Executive/Trustee may be held at the close of every Annual General Meeting of the members without notice. An Executive/Trustee may waive notice of a meeting either before or after a meeting is held, whether or not the Executive/Trustee attends such meeting. An Executive present at a meeting and does not attend for the sole purpose of objecting to the meeting being held shall be deemed to have waived notice of the meeting.

4.1.15 Individual Teleconference attendance

1. An executive/trustee may request to join a meeting by teleconference, at least 3 days before the meeting, pending approval by the President or meeting chair.

2. In emergency situations, an executive/trustee may request to join a meeting by teleconference a few hours before the meeting, upon prior approval by the President or meeting chair.

4.1.16 Number of Meetings

The Association will hold at least six (6) meetings a year and the Executive council/Board of trustees at least four (4) meetings a year.

4.1.17 Quorum

At any meeting of the Executive/Board, a quorum will be a majority of Trustees present at the beginning of such meeting, and quorum, once established, shall not be lost due to the withdrawal of any Executive/Director. A quorum consists of 75% of the Executive/Board of Trustees. Proxy votes are not permitted.

5 Committees

z) Special Committees

1. The executive council may, from time to time, and for such periods of time as it sees fit, establish and empower committees to help carry out its duties. These committees may be standing, ad-hoc, or others. Committees shall have no powers, authority or discretionary decision-making ability, other than that which shall have been specifically stated and delegated by the Executive in its sole discretion.

2. Any member of the Association who has satisfied condition (2.1 and 2.5) as outlined in these by-laws and has participated in the activities of the Association shall be eligible to be appointed to any special committee of the Association.

3. All committees of the Executive shall be responsible, directly or indirectly, to the Executive and shall keep detailed records of their proceedings at meetings or otherwise. Such records and any actions as they may take shall be reported regularly in writing, to the Executive.

4. Committees may be composed of any persons who are members of ANNS (active or associate) and their respective Chairperson shall be ratified as such by the Executive and may be prescribed by the Executive.

5. Any committee must have a quorum of its members present to conduct any business and a quorum is defined as a simple majority of its members.

aa) Standing Committees

The Standing Committees of the association as listed below shall be adopted by the Executive council from time to time:

1. Operation Review Committee
2. Membership/Welfare committee
3. Nominations/Elections Committee
4. Budget and Finance Committee
5. By Law Review Committee

5.1.1 Operations Review Committee

The Operations Review committee shall develop and recommend to Executive Council the establishment, revision, or discontinuation of policies and programs for the members of ANNS.

Conduct an annual performance evaluation of each Executive Officer, done in accordance with relevant terms of reference. Following performance evaluations, provide any recommendations to Council regarding the Executive Officer roles and responsibilities.

Such other powers and duties as assigned by committee, from time to time.

5.1.2 Membership/Welfare Committee

The Membership/Welfare committee shall be responsible for implementing welfare programs for the members of ANNS. The Committee will determine, based on vote or recommendation nominees for Honorary memberships

Such other powers and duties as assigned by committee, from time to time.

5.1.3 Nominations/Electoral Committee

Nominations/Electoral committee shall be nominated at the September meeting preceding the election year. The members at a general meeting of the Association shall appoint, from among the members, an election committee of not less than three (3) and not more than five (5) members that meet at least section 2.1 and 2.5 of the Association.

Terms of reference for the electoral committee shall be defined at time of appointment.

Members of the Nomination/electoral committee shall not stand for office at the annual general meeting.

The Nominations/election committee shall, by notice to the membership, giving at least thirty (30) days prior to the annual general meeting, invite nomination for executive officers. Where applicable, the election committee may canvas among eligible members for executive offices.

The Nominations/electoral committee shall be totally independent of the executive committee. All resources needed by the election committee to perform their duty shall be managed by the board of trustees.

5.1.4 Budget and Finance Committee

The Budget and Finance Committee shall be responsible for:

- Review the draft budget of the Union;
- Consult with members regarding the ANNS budget;
- Consult with other comparable societies regarding the ANNS budget
- Where necessary, recommend amendments to the budget to Executive Council

- Review periodic financial statements of the ANNS where available;
- Review, as necessary budgets for ANNS businesses, events, and activities.

5.1.5 By Law Review Committee

The By law review committee shall be responsible to review the ANNS Bylaws and Policies. The Bylaw review committee shall bring to the attention of Executive Council any inconsistencies within the Bylaws and terms of reference and where necessary, recommend amendments to the Bylaws and Policies to Council.

6 Finance and Management

bb) Financial Matters

6.1.1 Signing Authority

- a) For correspondence and official documents two people are to sign. These are the President and Secretary. In the absence of the secretary, the Financial Secretary/Treasurer is to sign.
- b) For Financial and banking related instruments and documents, the Treasurer and either the President or Vice-President or Secretary, must sign in that order of authority.
- c) Any other member of the executive can sign as a witness if required.

6.1.2 Banking Arrangements

The Association is to hold at least one official bank account with a duly registered financial institution. Account must be in the name of the association with a copy of the updated signature mandate of the executive team and other relevant documents.

6.1.3 Borrowing Powers

- a) The borrowing powers of the Association shall be exercised by special resolution of the members.
- b) The Association may acquire, lease, sell, or otherwise dispose of securities, lands, buildings, or other property, or any right or interest therein, for such consideration and upon such terms and conditions as the Board may determine.

6.1.4 Special Purpose

- c) In the case the association chooses to engage in commercial activity, there should a special

purpose vehicle setup to manage, coordinate & report on such activity

6.1.5 Financial Statement

- a) Two categories of financial statements shall be prepared: Annual financial state and a quarterly financial statement.
- b) Financial statements prepared in accordance with Canadian accounting standards for not-for-profit organizations are to be filed annually and presented at the AGM.
- c) The annual financial statements will be signed by president and Financial Secretary.
- d) The financial statements will be peer reviewed by a professional accountant.
- e) If deemed appropriate, the board can engage an independent auditor to conduct an audit or review engagement of the annual financial statements.
- f) Any member in “good standing” can inspect the books and records of ANNS at any reasonable time and upon reasonable notice to the Treasurer (members should give minimum two weeks or 14 calendar days’ notice to ExcOs if interested in inspection).

cc) Audit of Accounts

1. There shall be an auditor of the Association who shall be appointed annually at the September meeting preceding the Annual general meeting. The executive council will recommend an Auditor for appointment. The Executive shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and an operating account.
2. Where an Auditor is appointed, the auditor shall make a written report to the members upon the balance sheet and the operating account and, in every such report shall state whether, in their opinion, the balance sheet is a fair and full balance sheet properly drawn so as to exhibit the true and correct position of the Association's affairs and every such report shall be read at the annual general meeting.
3. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual general meeting in each year as required by law.
4. If deemed appropriate, the association can engage an independent auditor to conduct an audit or review engagement of the annual financial statements.

dd) Accountability and Transparency

1. There shall be no unauthorized withdrawal, expenses or transaction without documented approval by the Executives. All transactions or contracts shall be discussed by executives at meetings or via email with proper documentation. The executives are accountable to all members of the association.

2. In the event of unauthorized withdrawal and expenses of the Association money, the member(s) involved shall be required to pay in full all money owed to the Association with the prevailing financial institution interest rate.

3. In the case of any unauthorized use of Association property, the member(s) involved shall be required to return the property or pay back in monetary terms the worth of the property. Failure to pay the money or return the property, the Association shall be required to use any legal means to recover the money or the property owed to the Association.

ee) Budget

The following year's budget shall be approved by the executive council at its last executive meeting prior to the Annual General Meeting.

ff) Spending Authority

The spending authority or budget of the association shall be established by the Executives annually after dues consultation with members at the general meeting.

gg) Account Records

The Executives shall cause true accounts to be kept of all receipts, credits, payments, assets and liabilities of ANNS and of all other matters necessary for showing the true state and condition of ANNS, and the accounts shall be kept in such manner as the Executives shall think fit and to the satisfaction of the auditors. The books of account shall be kept at such place as the Executives shall appoint and shall be open to the inspection of members of ANNS.

hh) Property

ANNS may acquire, lease, sell, or otherwise dispose of securities, lands, buildings or other property or any right or interest therein, for such consideration and upon such terms and conditions through a special purpose vehicle as stated in financial matters.

ii) Remuneration

The Executives and Board or members of a Committee will serve their term of office without remuneration except for reimbursement of expenses as approved by the Executive.

jj) Conflict of Interest

1. An Executive, Board member or member of a Committee shall not express an interest, or be perceived as having an interest, in a contract or transaction (products or services) with ANNS as this

would amount to a conflict of interest in view of transparency and accountability to members. This would contravene the association's code of conduct and lead to disciplinary measures or cause for removal from office if discovered by any member.

2. An Executive, Board member or member of a Committee who has an interest, or who may be perceived as having an interest, in a contract or transaction with ANNS will disclose fully the nature and extent of such interest to the Executive, Board or Committee and will refrain from speaking or voting or influencing the decision on such contract or transaction.

3. Such abstention shall not be considered in the determination of quorum for the specific issue in question on which the Executive/Board member would have had to abstain. If the Executive, Board member or committee member did not abstain as outlined above such contract or transaction with ANNS shall be invalid as a result of such interest.

kk) Miscellaneous

1. The Association shall file with the Registrar, its annual Statement, a list of its members of the Executive Committee and of the Board of Trustees, with their addresses, occupations and dates of appointment or election, and notify the Registrar of any change of a member of the Executive Committee or of the Board of Trustees, within fourteen (14) calendar days of such change.

2. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution passed.

3. There shall be a seal of the Association which shall at all times be in the custody of the Secretary, and which may be affixed to any document upon resolution of the Executive Committee or the Board of Trustees or both.

4. The borrowing powers of the Association shall not be exercised, save by special resolutions of the members in a general meeting.

7 Amendments or Repeal of By-laws

II) Proposals for Repeal or Amendments

1. The Association has power to repeal or amend any of these by-laws by a lawful resolution.

2. Any member of ANNS, Executive council or Board of trustees may make a proposal to amend or repeal any part or whole of this By-Law. All proposed amendments and detailed reasons must be received by the Executive Council or General Secretary 1 in writing not less than thirty (30) days prior to the Annual General Meeting or Special Meeting at which such amendments are to be considered.

mm) Notice to Members

Copies of proposed amendments to these By-Laws shall be sent to the Membership not less than fourteen (14) days prior to the Annual General Meeting or Special Meeting at which they are to be considered.

8 Insurance

nn) Insurance

ANNS will always maintain in force executive officer's liability insurance in such amounts as the Executives may determine from time to time.

9 Dissolution

oo) Act of Dissolution

In the event of dissolution of ANNS, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of by the executives to one or more not-for-profit related organizations which align with its values or its successor.

Review in progress