

BYLAWS

OF

**CUMBERLAND AFRICAN
NOVA SCOTIAN ASSOCIATION
(CANSA)**

January 2003, Revised June 2008

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(CANSA)

1) INTERPRETATION

In these Articles, unless there is something in the subject or context inconsistent therewith:

- a. "the Act" means the Societies Act, R.S.N.S. 1989, c. 435, and all amendments thereto;
- b. "the Society" means the society named Cumberland African Nova Scotian Association (CANSA)
- c. "the Office" means the registered office for the time being of the Society;
- d. "the Register" means the registered members;
- e. "the Registrar" means the Registrar of Joint Stock Companies;
- f. "this Bylaw" includes this Bylaw and all amendments thereto;
- g. "the Directors" or "the Board" means the Directors of the Society;
- h. "Secretary" includes any person appointed to perform the duties of the Secretary;
- i. "special resolution" has the meaning assigned by Section 2 (e) of the Act;

2) MEMBERSHIP

- a. Subject to the provisions of this Bylaw, the subscribers to the Memorandum of Association and such other persons shall be admitted into membership in accordance with this Bylaw as members of the Society.
- b. The Secretary of the Society shall maintain the names and addresses of members of the Society.
- c. Membership shall be open to African and non-African residents of Cumberland County, Nova Scotia.
- d. Sixty percent (60%) of the voting members will come from the African Nova Scotian community.
- e. Persons from the community at large who support the objectives of the Society have the right to vote at the Annual General Meeting.
- f. Formal admission into membership shall be required.
- g. Board Membership in the Society shall cease
 - i. Upon the death of the member;
 - ii. Upon receipt by the Secretary or the Chair of a written resignation of the member;
 - iii. Miss more than 3 consecutive meetings without written notice (verbal or written)
- h. Every Voting Member shall be entitled to one vote and not more than one vote:

i. at any Special Meeting or Annual General Meeting, where the member has been a member for not less than One Hundred and Twenty (120) days prior to the:

- (a) Date on which the Annual General Meeting is to commence; or
- (b) Date on which the Special Meeting is convened by the Directors

i. Special Meetings and the Annual General Meetings of the Society shall be open to all members.

j. There shall be no proxy voting.

3) DIRECTORS

a. Unless otherwise determined by a special resolution of the membership, the number of Directors shall be not more than nine (9) voting members.

b. Funding and or non funding Partners who have Memorandums of Understanding and or Partnership Agreements might be invited by the Directors to join the Board of Directors as non-voting Board member.

c. The subscribers to the Memorandum of Association shall act as First Directors of the Society until the close of the First Annual General Meeting.

d. Any member of the Society who is eligible to vote at the meeting, at which he/she is nominated, shall be eligible to be elected as a Director.

e. At the Annual General Meeting the members of the Society shall elect 5 Directors for a of three years and four directors for the term of two years. All Directors can have two executive terms.

f. The Executive team of the Board Directors shall be elected from within by the Directors at the first general meeting of the Board of Directors after the Annual General Meeting.

g. The management and guidance of the Society shall be vested in the Directors.

h. Directors shall have the power:

- i. to take such steps as they think fit to carry out any agreement or contract made by or on behalf of the Society;
- ii. to pay the cost, charges and expenses preliminary and incidental to the promotion, formation, establishment and registration of the Society;
- iii. to purchase or otherwise acquire, for the Society any property, rights or privileges that the Society is authorized to acquire, and at such price and generally on such terms and conditions as they think fit;
- iv. to pay for any property, rights or privileges acquired by the Society at their discretion;
- v. subject to the approval, by special resolution of the Members, to secure fulfillment of any contracts or engagements entered into by the Society by mortgaging or charging all or any of the property of the Society, in such manner as they think fit;
- vi. to appoint, remove or suspend at their discretion such experts, professionals and employees of the Society, determine their powers and duties, and establish their salaries and remuneration;
- vii. to authorize any person or persons to accept and hold in trust for the Society any property belonging to the Society or in which it has an interest;
- viii. to institute any legal proceedings by the Society or its officers concerning the affairs of the Society and also to defend any legal proceeding against the Society or concerning the affairs of the Society and also to allow time for payment or satisfaction of any debts due or any claims or demands made by or against the society;
- ix. to refer any claims or demands by or against the Society to arbitration;
- x. to make and give receipts, releases, and other discharges for money payable to the Society for claims and demands of the Society;
- xx. to remunerate Directors, Officers, and Special Purpose Committee members for such expenses incurred and at such rates as the Board may from time to time decide but in no case shall there be any honorariums paid.

- i. A director who is a party to, or who is a close relative of a person, or is a director of a company or partner with a person who is a party to, a material contract or proposed material contract with the Society, shall disclose to the board the nature and extent of that interest. Any such contract or proposed contract shall be referred to the Board for approval even if the contract is one that, in the ordinary course of the Society's business would not require approval by the Board.
- j. A Director interested in obtaining a contract for services to the Society shall not participate nor vote in the discussion of any resolution to approve the contract. For consideration of the application the Director shall submit request for leave of absence from the Board while the request is in process, the contract is implemented and completed.
- k. If the Chairperson or Vice-Chairperson of the Board of Directors is absent, any director appointed from among those directors present shall act as Chairperson at meetings of the Board.
- l. In extraordinary circumstances, the Chair might appoint a Director so long as the total number of Directors does not exceed the maximum number of Directors (9) permitted. The appointment will not be valid unless two-thirds of the Directors agree. The individual elected shall only retain office as long as the vacating Director would have held office.
- m. A Director may resign from office upon giving to the Society notice in writing of his/her intention to do so.
- n. A Director shall notify regrets to the Secretary for his/her absence to the meetings. Otherwise, Director's absence of three consecutive times will imply separation from the Board of Directors. In such case, the Chair of the Board will notify in writing to the Director regarding the situation.

4) DIRECTORS/OFFICERS

- a. The Officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The Offices of Secretary and Treasurer could be combined or not.
- b. The members of the Board of Directors shall be elected at the Annual General Meeting or in special circumstances by a majority of Directors.
- c. Officers shall be elected by the Board of Directors, immediately following the conclusion of each Annual General Meeting. Officers shall hold office for terms of 2 and three years..
- d. The Chairperson on behalf of the Board of Directors shall provide advice, guidance and direction to the Executive Director regarding the activities of the Society. Consequently, the Executive Director shall report only and solely to the Board of Directors through the Chairperson. The Chairperson might invite the Executive Director to present activity reports at the Board or Membership meetings.
- e. The Vice-chairperson shall, at the request of the Chairperson or the Board, perform the duties of the Chairperson during his/her absence.
- f. The Secretary shall keep the Register and a book containing minutes of all meetings of the Board. The Secretary shall perform other duties as assigned by the Board.
- g. The Treasurer shall submit financial reports. From time to time the Treasurer shall report on finances at regular Directors meetings and an audited financial statement to the members of the Society at the Annual General Meeting. To this end, the Treasurer will obtain all information through the Executive Director of the Society. Receipts, expenditures, contracts, invoices and bank statements should be filed in the Society's Office.
- h. Signing authority Officers of the Society are the Executive (the Executive team consists of Chairperson, Vice Chair, Treasurer and Secretary. The signing of contracts and expenditures shall require two signatures of the designated persons above, unless otherwise authorized by Special Resolution of the Directors.

5) SPECIAL PURPOSE COMMITTEES

- a. The Directors may appoint and establish Special Purpose Committees, consisting of representatives of the Board and/or of advisory groups, community organizations, businesses and individuals who have involvements and interests in the activities of the Society,
 - i. to deal with specific matters as the Board determines from time to time; or
 - ii. to better facilitate the day to day operation of the Society.

6) ORDINARY AND GENERAL MEETINGS

- a. Regular General Meetings might be held from time to time. All other meetings of the Society shall be called Special General Meetings. The Directors may, whenever they think fit, call a Special General Meeting with attendance reaching a quorum of Directors, the meeting shall carry the right to vote and make decisions.
- b. The Regular General Meetings shall have at least seven (7) days' notice to the members of the Society.
- c. Any resolution passed will not be deemed invalid if some of the members of the Society were not informed of the meeting.
- d. The Directors meeting quorum shall have a minimum of fifty (50) plus one (1) percent of the Directors. In absence of this quorum the meeting shall be dissolved.
- e. The Chairperson shall be entitled to take the chair at every general meeting. If the Chairperson is not present or is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-Chairperson shall be entitled to take the chair.

7) ANNUAL GENERAL MEETINGS

- a. An Annual General Meeting of the Society shall be held within three (3) months after the end of each fiscal year of the Society.
- b. A quorum for any annual general meeting shall be fifty (50) plus one (1) percent eligible to vote at such meeting. In absence of this quorum the meeting shall be dissolved.
- c. The Chairperson shall be entitled to take the chair at every general meeting. If the Chairperson is not present or is not present within fifteen minutes after the time appointed for holding the meeting, the Vice-Chairperson shall be entitled to take the chair.

8) EXECUTIVE DIRECTOR (ED)

- a. The Directors shall hire an Executive Director (ED) for the Society, for a fixed term subject to funding.
- b. The ED shall function under the provisions of the contract signed between her/him and the Society. The ED shall report only and solely to the Board of Directors through the Chairperson of the Board. In turn, the ED is accountable and shall report on Staff's activities to the Board. Issues, concerns and adjustments affecting the Society shall be submitted by the ED and approved by the Board.

9) PROCEEDINGS OF DIRECTORS

- a. Meetings of the Board of Directors shall be held monthly.
- b. A reminder of any meeting of the Board, stating the day, hour, and place of meeting, shall be given either orally or in writing to each director not less than seven days before the meeting is to take place.
- c. From time to time the Board might hold additional meetings where Directors quorum will be required for voting on decisions.

- d. Every Director shall have one vote and no more. There is no proxy vote for Directors meetings.
- e. Conference calling will be an acceptable part of the business line for emergency meetings of the Board

10) THE SEAL

- a. The Society shall have a common seal upon which the name of the Society shall be engraved and which shall be adopted and may be changed by resolution of the Directors. The Directors shall arrange for the safe custody of the Common Seal of the Society. The Common Seal of the Society shall not be affixed to any instrument by any other person without authorization by resolution of the Directors appointing that person for such purpose.

11) AUDITORS AND AUDIT

- a. The first auditor of the Society may be appointed by the Directors at any time before the first annual general meeting.
- b. A person is disqualified from being an auditor of the Society if the person is a member of the Board or Employees of the Society.
- c. The remuneration of the auditors shall be fixed by the Directors and delegated to the ED.
- d. The auditors report shall be placed before each Annual General Meeting of the Society and shall be read thereafter and be open for inspection by the members present.

12) FISCAL YEAR

The Fiscal Year End of the Society shall be the 31st day of March in any year.

13) ALTERING AND RESCINDING BY-LAWS

- a. Amendments to these bylaws will be made by the 'Directors only.
- b. Amendments to these By-laws may be made by Special Resolution of the Directors members at any Special Meeting called for the purpose of such amendments or at any Annual General Meeting where notice of such proposed amendment shall be given in writing 30 days prior to remove previous to the meeting.

14) REMINDERS

- a. The Directors shall comply with the following requirements of the Act:
 - i. Keep a register of members and Directors and ensure that it is kept up to date.
 - ii. Call an Annual General Meeting every year within the proper time.
 - iii. Send to the Registrar typed or printed copies of all special resolutions affecting this Bylaws.
 - iv. Give to the Registrar a copy thereof and notify him of all changes of Directors.
 - v. Give to the Registrar notice of the address of the Society's registered office and of all changes in such address.
 - vi. Keep proper minutes of all annual general meetings and Directors' meetings in books/electronic copies reserved for that purpose and kept at the Society's registered office.
 - vii. Send notice of recognized agent to Registrar in compliance with provisions of the Corporations Registration Act.
- b. All terms used in these Articles shall be construed to include the singular as well as the plural and the masculine and/or feminine where the context so requires.