

By-Laws
of the
Coalition for a Smoke-Free Nova Scotia

Amended September 18, 2009

1. In these by-laws unless there be something in the subject or context inconsistent therewith;
 - a) "Society" means Coalition for a Smoke-Free Nova Scotia.
 - b) "Registrar" means the Registrar of Joint Stock companies appointed under the Nova Scotia Companies Act.
 - c) "Special Resolution" means a resolution passed by less than three-fourths of such members entitled to vote as are present in person or by proxy, when proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership:

2. The Coalition consists of the following classes of membership namely:
 - a) Agency Members
 - b) Sponsoring Members
 - c) Associate Members
 - d) Individual Members
 - e) Honorary Members

Agency Members

Agency membership in the Society shall be open to any agency, organization and/or institution supporting the objectives of the Society. Every Agency member of the Society shall be entitled to have a maximum of three representatives attend any meeting of the Society. These members will be recognized on all materials and promotions of the Society when possible. They will also have one vote per agency on all major issues. This membership will pay an annual fee of \$200.

Sponsoring Members

Sponsoring membership in the Society shall be open to any agency, organization and/or institution who wishes to support the objectives of the Society in a monetary manner, but not by providing representatives on a regular basis for meetings or other work related activities. This membership shall have all the benefits of Agency Members except they will not be able to vote. As well they will pay the same annual membership fee of \$200.

Associate Members

Associations/agencies that are in agreement with the objectives of the Society may at the discretion of the Board of Directors become Associate Members for a term of one year

renewable. These members will be recognized when possible. They will receive all updates from the Society and may attend meetings and participate in working groups but at no time be able to vote. They will pay a nominal yearly fee of \$20.

Individual Members

Individuals, not representing any Agency or Association, that are in agreement with the objectives of the Society may at the discretion of the Board of Directors become Individual Members for a term of one year renewable. These members may be listed as deemed appropriate. These members will receive all updates from the Society, may attend meetings and participate in working groups but at no time be able to vote. No fee will be charged.

Honorary Members

Individuals who make outstanding contributions towards the objectives of the Society and who are willing to accept, may at the discretion of the Board of Directors be granted Honorary membership in the Society. These members will receive all updates from the Society, may attend meetings and participate in working groups but at no time be able to vote. No fee will be charged.

3. The subscribers to the Memorandum of Association and such other agencies or individuals as shall be admitted in accordance with these by-laws, and none others shall be members of the Society, and their names shall be entered in the Register of Members accordingly. Membership may only be granted in one class of membership, but can be changed on a yearly basis as decided at the Annual General Meeting.
- 3.1 Membership fees are due thirty days after the Annual General Meeting. Any member who does not pay their membership dues in full within 90 days of the due date forfeits all rights and privileges of membership until they pay their dues.
4. For the purposes of registration the members of the Society is limited.
5. Membership shall not be transferable

Holding Office:

6. Any Agency member representative may hold any of the offices of President, Vice-President, Secretary and Treasurer. Sponsoring, Associate, Individual and Honorary members may attend any meeting of the Society.
7. The Society, as a condition of membership may require payment fee as set at an Annual General Meeting of members.
8. Each Agency member shall designate a representative to the Society and alternate person(s) who may in the absence of the designated representative enjoy the full rights and duties of the representative at meetings of the Society. No formal admission to membership shall be required and the entry in the Registry of members by the Secretary of

the name and address of any organization or individual shall constitute an admission to membership in the Society.

9. The Board may revoke the membership of any representative or member, upon motion, where the Board decides that such a member has conducted him/herself/itself in a manner contrary to the best interest of the Society. A member who has had his/her/its membership so revoked may appeal to a general membership meeting, providing that two-thirds of the Board present and voting at a duly called Board meeting grant leave to appeal to a general membership meeting.

Staff

- 9.5 Individuals hired from time-to-time to perform the work of the Society are responsible to the Board of Directors. They may coordinate the work of the Society, help ensure that policies and programs are implemented, and provide administrative support. No paid staff member shall be a member of the Board of Directors.

Fiscal Year:

10. The fiscal year of the Society shall be the period from April 1 in any year to March 31 in the next year following.

Meetings:

11.
 - a) The Annual General Meeting of the Society shall be held within three months after the end of the fiscal year of the Society,
 - b) Any other meeting of the Society may be called by the President or by the Directors at any time and shall be called by the Directors if requisitioned in writing by at least twenty-five percent(25%) in number of the Agency members of the Society.
12. Two weeks notice of a meeting, specifying the place, date and hour of the meeting and in the case of special business, the nature of such business, shall be given to the members by preferred written communication method identified by them. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
13. At each Annual General Meeting of the Society, the following items of business shall be dwelt with and shall be deemed to be ordinary business:
 - a) Minutes of preceding Annual General Meeting;
 - b) Consideration of the annual Reports of the Directors;
 - c) Consideration of the financial statements, including balance sheet and the auditors report thereon;
 - d) Appointment of Auditors;
 - e) Election of Directors for ensuing year;
 - f) appointment of Nominating Committee.

Any new business shall be approved by the Executive of the Board of Directors prior to the meeting.

14. 1. The President of the Society shall preside as Chairperson at every meeting of the Society;
 2. If there is no President or if at any meeting he is not present at the time of holding the same, the Vice-President shall preside as Chairperson;
 3. If there is no President or Vice-President or if at any meeting neither the President or Vice-President is present at the holding of the same the Agency members shall choose someone of their number to be Chairperson.
15. The President may, with the consent of the meeting, adjourn any meeting from time to time and from place to place but no business shall be transacted at any adjourned meeting, other than business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
 16. At any meeting, unless a poll is demanded by at least three (3) Agency members, a declaration by the Chairperson that a resolution had been carried and an entry to that effect in the book of proceedings (minutes) of the Society shall be sufficient evidence of the fact without proof of the number proportion of the Agency members recorded in favour of or against such resolution
 17. If a Poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meetings.

Board of Directors:

Number of Directors

18. Unless otherwise determined by general meeting, the number of Directors shall not be less than five (5) or more than fifteen (15).
19. [repealed – September 18, 2009]

Election of Directors:

20. The representative of any Agency member of the Society shall be eligible to be elected a Director of the Society. Any Associate/Individual, Sponsoring and Honorary member shall be eligible to be elected a Director of the Society except for the Offices of President, Vice-President and Treasurer.
21. Directors and Officers shall be elected by the Agency members at each ordinary or Annual General Meeting of the Society.

22. At each Annual General Meeting of the Society, all the retiring 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.
23. In the event that a Director resigns his office or ceases to be an Agency member's representative in the Society, whereupon his office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from the eligible Agency, Sponsoring, Associate, Individual and Honorary representative members of the Society.
24. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.

Meeting of the Board Of Directors:

25. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the President or by the majority of the Directors. A meeting of the Directors may be held at the close of every Annual General meeting of the society without notice. Notice of all other meetings, specifying the time and the place thereof, shall be given orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
26. No business shall be transacted at any meeting by the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business.
27. The President, or in his or her absence, the Vice-President or, in the absence of them both, any director appointed from among those Directors present, shall preside as Chairperson at meetings of the Board.

Voting:

28. Each Agency member shall have one vote at any meeting of the Society. Sponsoring, Associate, Individual and Honorary members may not vote. There shall be no proxy voting.
29. The Chairperson shall have no vote except in the case of an equality of votes. In this case the Chairperson shall have a casting vote.

Quorum:

30. No business shall be transacted at any meeting of the Society unless a quorum of Agency members is present at the commencement of such business and such quorum shall consist of four (4) voting members.

31. If within one-half hour from the time appointed for the meeting a quorum of Agency members is not present the meeting if convened upon by the President/Chairperson shall be dissolved. In any other cases, it shall stand adjourned to such time and place as a majority of the Agency members then present shall direct and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

Power of Directors:

32. The management of the activities of the Society shall be vested in the Directors 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 Society and are not hereby or by statute expressly directed or required to be exercised or done by the Society in general meetings.
 - 32.1 No Director shall receive any remuneration from the Society.
33. The Directors shall name standing and special committees as provided for under this Constitution, shall determine the number of members of each committee, shall prepare terms of reference and give direction to these committees.
34. The Chairperson of the Nominating Committee will be the Past-President. The membership of this committee will consist of the Chairperson and two other members appointed by the Board of Directors. If there is no Past-President, the Board of Directors shall appoint an alternative Chairperson.
35. The Directors may appoint an Executive Committee consisting of the officers.
36. The Executive Committee shall be competent to exercise any of the powers of the Board as authorized by resolution of the Board and all acts and proceeding of the Executive Committee shall be subject to review by the Board.

Committees:

37. Committees may be appointed by the Board of Directors, and shall report to the Board of Directors.
38. The objectives of the special committees, except as herein otherwise provided, shall be the initiation and implementation of projects related to the respected fields, under the Directors of the Board.
39. At least one Board member shall be on each committee, in addition to the Chairperson of the Board who is an ex-officio member of all committees except the Nomination Committee.

Officers:

40. The Board of Directors shall, one year prior to the annual meeting of the Society, designate a Nominating Committee to submit the names of persons proposed as officers and Directors for the Board.
41. The Officers of the Society shall be the President, the Past-President, a Vice-President, a Treasurer and Secretary. The offices of Treasurer and Secretary may be combined. In this case a member at large must be second Vice-President.
42. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the Board of Directors from time to time.
43. The Vice-President shall, at the request of the Board and subject to its Directors, perform the duties of the President during the absence, illness or incapacity of the President, or during such period as the President may request him to do so.
44.
 - a) There shall be a Secretary and/or Secretary-Treasurer of the Society who shall keep _____ minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to him by the Board.
 - b) The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose _____ of these by-laws be deemed the Secretary

Audit of Accounts:

The Auditor of the Society shall be appointed annually by the members of the Society at the ordinary or Annual General Meeting and on failure of the members to appoint an auditor the Directors may do so.

The Society shall file with the Registrar with its Annual 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.

The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

The seal of the Society shall file be in the custody of the Secretary and may be affixed to any document upon the resolution of the Board of Directors.

Preparation of minutes, custody of the books and records and custody of the minutes of all meetings of the Society shall be the responsibility of the Secretary.

The books and records of the Society may be inspected by any members at any reasonable time within two (2) days prior to the Annual General Meeting at the registered office of the Society.

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 Secretary or otherwise as prescribed by resolution of the Board of Directors.

The borrowing powers of the Society may be exercised by special resolution of the members.

If discussion at meeting arises which cannot be answered in the constitution, Roberts "Rules of Order" will be followed.