

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

Amended May 18, 2016

ARTICLE I - NAME

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 not less than three fourths of eligible voting members present at a general meeting, for which notice of such proposed resolution has been duly provided.
- d. "Present" means all who answer a roll call.

ARTICLE II - MEMBERSHIP

The Society consists of the following class of membership namely:

- a. Agency Members - Agency membership in the Society will be open to any agency, organization and/or institution supporting the Objectives/Mission/Vision/Values 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 have one vote per agency on all major issues.
 - i. All agencies 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.
 - ii. Membership fees are due thirty days after the beginning of the fiscal year (April 1). 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.
 - iii. A member Agency may be expelled from the Coalition by a two-thirds vote of the Directors present and eligible to vote at the meeting of the Board called to consider expulsion. The member on behalf of the Agency may address the Board before the expulsion vote is taken.
 - iv. Membership shall not be transferable.

- b. Coalition for a Smoke-Free Nova Scotia recognizes that members may apply for special consideration that requires a reduction in membership dues. If a good standing member of the coalition has extenuating circumstances; they may apply for this special consideration for a membership dues adjustment; as determined by the Board of Directors.

ARTICLE III – HOLDING OFFICE – RESPONSIBILITY OF MEMBERS

- a. The Society, as a condition of membership may require payment fee as set at an Annual General Meeting of members.
- b. 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.
- c. Coalition members will support the principles of the Coalition and participate in the decision-making and initiatives of the Coalition to the extent of their ability and resources. Coalition members will communicate Coalition decisions and positions to their provincial and/or local constituents and provide feedback on specific issues based on consultations with their appropriate constituencies. Coalition members are free to express their disagreement with a position taken by the members of the Coalition and to opt out of specific initiatives of the Coalition after expressing their position in a clear, respectful way in writing (electronically or by mail). There is an expectation that Coalition members will be silent and not actively advocate an opposing position. If an opposing view is taken, membership will be withdrawn.
- d. The Board may revoke the membership of any representative or member, upon motion, where the Board decides that such a member has conducted themselves in a manner contrary to the best interest of the Society. A member who has had their 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.

ARTICLE IV – STAFF/CONTRACT PERSONNEL

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, conduct research, engage in communications and provide support. No paid staff member/contract personnel shall be a member of the Board of Directors.

ARTICLE V – FISCAL YEAR

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

ARTICLE VI - MEETINGS

1. 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.
2. 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 the 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.
3. At each Annual General Meeting of the Society, the following items of business shall be dealt 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 auditors report thereon;
 - d. Appointment of Auditors;
 - e. Election of Directors for ensuing year;
 - f. Appointment of Nominating Committee
4. Any new business shall be approved by the Executive of the Board of Directors prior to the meeting.
5. The President of the Society shall preside as Chairperson at every meeting of the Society;
- If there is no President or if at any meeting she/he is not present at the time of holding the same, the Vice-President shall preside as Chairperson;
- 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.
6. The President may, with the consent of the meeting, adjourn any meeting from time to time 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.
7. 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.
 8. 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.

ARTICLE VII – BOARD OF DIRECTORS

1. Number of Directors:
 - a. Unless otherwise determined by general meeting, the number of Directors shall not be less than five (5).
2. Election of Directors:
 - a. One representative of any Agency member of the Society shall be eligible to be elected a Director.
 - b. Directors and Officers shall be elected by the Agency members at each ordinary or Annual General Meeting of the Society.
 - c. 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.
 - d. 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.
 - e. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the Director in whose place she/he is appointed would have held office if she/he had not been removed.
3. Officers/ Executive Committee:
 - a. 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 for the Executive Committee and Directors for the Board.

- b. The Officers of the Society/Executive Committee shall be the President, the Past-President, a Vice-President, a Treasurer and Secretary. The offices of Treasurer and Secretary may be combined, a member at large must be second Vice-President.
- c. The term of office for all elected Table Officers in their current position of the Executive Committee members may be two (2) consecutive two year terms beginning immediately following the swearing in at the Annual General Meeting at which they are elected.
- d. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the Board of Directors from time to time.
- e. The Vice-President(s) 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/her to do so.
- f. 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/her by the Board.
 - i. The Directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws be deemed the Secretary.

ARTICLE VIII – MEETINGS OF THE BOARD OF DIRECTORS

1. 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.
2. No business shall be transacted at any meeting by the Board of Directors unless at least one-third in number of the Directors is present at the commencement of such business.
3. The President, or in his or her absence, the Vice-President or, in the absence of both President and Vice-President, any director appointed from among those Directors present, shall preside as Chairperson at meetings of the Board and Executive Meetings.
4. All meetings will follow Roberts “Rules of Order”.
5. If discussion at meeting arises which cannot be answered in the constitution, Roberts “Rules of Order” will be followed.

ARTICLE IX – VOTING

1. Each Agency member shall have one vote at any meeting of the Society. There shall be no proxy voting.
2. 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.

ARTICLE X – QUORUM

1. 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.
2. If within one-half hour from the appointed time for the meeting a quorum is not present, the meeting, if convened by the Chairperson shall be dissolved. In any other cases, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

ARTICLE XI – POWER OF DIRECTORS

1. 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.
2. No Director shall receive any remuneration from the Society.
3. 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.
4. 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.
5. The Directors may appoint an Executive Committee consisting of the officers.
6. 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.

ARTICLE XII – COMMITTEES

1. Committees may be appointed by the Board of Directors, and shall report to the Board of Directors.
2. 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.
3. 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.

ARTICLE XIII – SIGNING OFFICERS

1. The Board of Directors shall designate the Chartered Bank(s) and/or Trust Companies in which the monies of the Society shall be deposited and in which any securities of the Coalition shall be placed for safekeeping.

ARTICLE XIV – BANKING

1. All contracts, deeds, bills of exchange and other instruments and documents of the Coalition shall be executed on behalf of the Society by the two of the following: President, Vice President, Secretary and Treasurer or otherwise as prescribed by resolution of the Board of Directors.
2. The borrowing powers of the Society may be exercised by special resolution of the members.

ARTICLE XV – BYLAW AMENDMENTS

1. The Society shall have full power to revise, alter or amend these By-Laws at the either the Annual General Meeting, a Semi-Annual Meeting of the Society, or at a Special Meeting of the Society called for the specific purpose of revising, altering or amending these By-Laws through a Special Resolution. No substantial revisions, alterations or amendments of these By-Laws shall be considered unless the members of the Society have had at least thirty (30) days notice of the intended changes prior to the date of the aforementioned meeting(s). This special resolution does not take effect until it is approved at the Registry and filed at the Registry of Joint Stock Companies.
2. These By-Laws shall come into force and take effect from the date of approval by the Nova Scotia Registrar of Joint Stock Companies.

ARTICLE XVI – STANDARD OF CARE

Every director and officer shall exercise the powers and discharge of his office honestly, in good faith, and in the best interests of the Society, and in so doing shall exercise the degree of care, diligence and skill that a reasonable prudent person would exercise in comparable circumstances. Failing to do so may result in expulsion from the Society.

ARTICLE XVII – INSURANCE

The Coalition may purchase and maintain any insurance for the benefit of its directors, officers, employees and agents as the Board may determine.

ARTICLE XVIII – AUDIT OF ACCOUNTS

1. The Auditor of the Society shall be appointed annually by the Directors of the Society at the ordinary or Annual General Meeting.
2. The Society shall file with the Registrar 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.
3. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
4. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon the resolution of the Board of Directors.
5. 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 Executive.
6. The books and records of the Society may be inspected by any members at any reasonable time with two (2) days prior to the Annual General Meeting at the registered office of the Society.