

CLUB INCLUSION BY-LAWS (2021)

Definitions

1. In these by-laws:
 - (a) "Society" means The Club Inclusion
 - (b) "Registrar" means the Nova Scotia Registrar of Joint Stock Companies.
 - (c) "**Special Resolution**" means a resolution passed by at least 75% of the members who are present at a general or special meeting. Members must be given the special resolution ahead of time.

Membership Rights and Responsibilities

2. The Society is accountable to the members of the Society.
3. Members of the Society will be:
 - (a) the **subscribers** to the **Memorandum of Association**,
 - (b) anyone living in Nova Scotia who supports the objectives of the Society and wants to be a member.The Secretary will keep a list of the names and contact information of all members.
4. Every member of the Society can attend any general or special meeting of the Society and vote at any meeting of the Society. Meetings may be held in person or by electronic means. Members who do not attend the meeting either in person or virtually in real time cannot send in their vote. Every member has one vote.
5. Membership in the Society ends:
 - (a) if the member dies, or
 - (b) if the member quits and writes a note to the Society, or
 - (c) if the member no longer meets the rules of members according to these bylaws
 - (d) if most of the members of the society, or most of the Directors of the Society, vote to cancel the membership. They have to call a meeting and tell people ahead of time that there will be a vote to cancel someone's membership.
6. The members may change these by-laws by a **special resolution**. No by-law change shall take effect until the Registrar approves it.
7. None of the Society's money shall be given or loaned to any member for their personal use.

Members' Meetings

8. A general or special meeting of the members may be held at any time and shall be called:
 - (a) if asked for by the **Chairperson**, or
 - (b) if asked for by most of the Board Members, or
 - (c) if asked for in writing by at least 25% of the members.
9. Members have to be told about a general meeting or special meeting at least seven days ahead of time. They must be given:
 - (a) the date, place and time of the meeting,
 - (b) information about what will happen at the meeting, for example they must be told about a **special resolution** if there's going to be one.
 - (c) notice about the meeting can be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax, text and/or other electronic means.
 - (d) the meeting will go ahead and deal with business even if a member does not get the notice.
10. An **annual general meeting** has to be held within six months of the end of the financial year. Members have to be told about an annual general meeting at least fourteen days ahead of time. They must be given:
 - (a) the date, place and time of the meeting,
 - (b) information about what will happen at the meeting, for example they must be told about a **special resolution** if there's going to be one.
 - (c) notice about the meeting can be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax, text and/or other electronic means.
 - (d) the meeting will go ahead and deal with business even if a member does not get the notice
11. This will be the business of the **annual general meeting** of the Society:
 - (a) **minutes** of the last annual general meeting,
 - (b) the annual report of the Directors,
 - (c) the annual report of the Society's finances,
 - (d) choosing the auditors for the following year, and
 - (e) electing members of the Board of Directors

All other business that takes place is special business.

12. There have to be at least twelve members at a general or special meeting (this is called a quorum). Members will wait thirty minutes but if no one else shows up, members will choose a new time and place to have the meeting, except as noted below. A notice of the new meeting will be sent out.

The only time members can go ahead with the annual general meeting with less than twelve members is to wind up and close the Society. This can only be done with a **special resolution**.

If the meeting starts, but then drops below twelve members (if some people leave), the meeting can continue but no votes will take place.

For special meetings that have been called by 25% of the members, if twelve members are not at the meeting thirty minutes after the start time, the meeting will be cancelled.

13. The President will chair the meeting. If the President is not there the Vice-President will chair the meeting and if they are both not there, the Secretary will chair the meeting or the members will choose a chairperson for the meeting.
14. If more than half of the members vote for an ordinary **resolution** (not a special resolution) it will pass. If a vote is a tie, the resolution will not pass.
15. The Chairperson can vote as a member and, in the case of a tie, they will not have an extra vote to break the tie and the resolution will not pass.
16. Members vote by raising their hands or by writing down the vote without showing other members. The Chairperson will decide how the vote will be taken. The Chairperson will tell the Members if the vote passes. Three members or more can ask for a count of the votes.
17. If most people in the meeting agree, the Chairperson can stop the meeting and move it to another time or place. At the continued meeting Members will talk about, and vote, only on things they did not finish at the first meeting. If members want to talk about new business they have to send out a notice ahead of time.
18. Meetings will follow rules called 'Roberts Rules of Order'. If Roberts Rules are different from these by-laws, then we will follow these by-laws.

Directors

19. Any member of the society who is legal age can be chosen to be a Director of the Society. A committee will recommend members to be voted for as Directors at the Annual General Meeting (AGM).
20. The Board will have between five and twelve Directors. The first Directors of the Society are the subscribers to the Memorandum of Association of the Society.
21. Directors are voted in for two-year terms. Directors will retire at the end of each annual general meeting at which their term ends. Retiring Directors can run for re-election twice, for up to three terms (a total of six years). Past Directors can come back after being off the Board for two years.
22. If a Director leaves the Board or stops being a member in the Society, their position may be filled by another member of the Society for the rest of their term. The Board of Directors choose this person. When that term is up, this Director can offer to continue as a Director at the next AGM. They can run for re-election for two more terms.
23. The members can make a **special resolution** to remove any Director and choose another person to complete their term of office. Any Board Member under investigation or charged with a crime will be temporarily removed from the Board until the Board agrees the matter is settled, or a **special resolution** is passed to remove the Director from the Board.
24. If a Director misses three Directors' meetings in a row, their position can be considered vacant, and the rest of their term may be filled by the Board of Directors from among the members of the Society.
25. Managing the Society is the responsibility of the Directors. In particular, the Directors can hire employees or contractors and decide their duties and responsibilities and how much they get paid.

26. The Directors may make committees to help run the Society. Committee members must be Society members, and may include Board members.
27. Directors who have, or might reasonably appear to have, a **conflict of interest** must report this to the Board
 - (a) when they apply to be a Director, or
 - (b) if they are already serving as a Director, they realize that there could be a conflict.
28. A conflict of interest does not prevent a member from serving as a Director but they must not vote on any matters that could benefit them personally. They must leave the meeting during the vote, and this absence will be written in the minutes.

Directors' Meetings

29. The Board of Directors shall meet at least four times each year. Meetings may be held in person or by electronic means.
30. A meeting of Directors may take place after the end of every annual general meeting (AGM) to elect Officers. For all other Board meetings, notice is needed and must:
 - (a) give the date, place and time of the meeting,
 - (b) be given to the Directors seven days before the meeting,
 - (c) notice about the meeting can be given to the Directors by newsletters, newspapers, television, radio, e-mail, telephone, fax, text and/or other electronic means,
 - (d) the meeting will go ahead and deal with business even if a member does not get the notice,
 - (e) The Board can call a meeting without giving notice if all Directors agree.
31. At least four people must be at the meeting, or a third of the Board, whichever is larger (this is called a quorum). This number of people must be at the meeting when it opens and before any vote.
32. The President will chair the meeting. If they are not there the Vice-President will chair. If they are both not there the Secretary can chair the meeting or the Directors will choose a chairperson for the meeting.
33. At Directors' meetings, if there is a tie, the vote will not pass.
34. The Chairperson shall be entitled to vote as a Director and, in the case of a tie, they will not have another vote to break the tie, and the vote will not pass.
35. The Executive Director comes to Board meetings but does not have a vote. Other Society members, staff and/or program participants, may attend Board meetings, but will not have a vote. The Board needs to agree that these people can come to the meeting.
36. Instead of an actual meeting, any resolution approved by all the Directors in writing by signature is the same as if it passed as a Directors meeting.
37. Meetings will follow 'Roberts Rules of Order'. If Roberts Rules are different from these by-laws, then we will follow these by-laws.

Officers

38. The Board members will choose a President, a Vice-President, a Treasurer and a Secretary. Sometimes one person can be the Treasurer and the Secretary.
39. The President will chair the meetings and will make sure the Board does its job well. The President will do other work that the members or the other Directors ask them to do.
40. The Vice-President will chair the meetings if the President is not there, or when the Chairperson asks them to. The Vice-President will do other work that the members or the other Directors ask them to do.
41. The Secretary will:
 - (a) prepare the books and records and keep them safe including:
 1. the minutes of members' meetings,
 2. the minutes of directors' meetings,
 3. the list of members.
 4. look after the Seal, if there is one, and use it when it needs to be.
 - b) know what the **Office of the Registrar** needs every year, including:
 1. a list of all the Directors with their addresses, occupations, and dates that they joined the Board, within fourteen days of any changes to Directors
 2. a copy of every special resolution within fourteen days of the resolution being passed
 - (c) have other duties as asked by the Board.
42. The Directors may also appoint a Recording Secretary
 - (a) who is responsible for taking minutes of all Board and members' meetings, and
 - (b) who need not be a director.
43. One of the officers will be the Treasurer. The Treasurer will look after all financial books and records of the Society, and carry out other duties as asked by the Board.
44. The President and the Treasurer may sign legal and financial documents on behalf of the Society. Other people may sign as agreed by a resolution of the Board of Directors.

Finance

45. The financial year end of the Society is the last day of October.
46. The Directors will present to the members a written report on the finances of the Society every year. The report will show:
 - (a) a balance sheet showing its **assets**, **liabilities** and **equity**, and
 - (b) a statement of its income and expenses in the previous financial year.
47. A copy of the financial report shall be signed by the **auditor** or by two Directors.
48. A signed copy of the financial report will be filed with the Registrar within fourteen days after each annual meeting.

- 49. An auditor of the Society may be appointed by the members at the annual general meeting, but if the members do not appoint an auditor, or if the auditor becomes unavailable or unsuitable, the Directors may choose one.
- 50. The Directors will control how the Society does its banking.
- 51. The Society may only borrow money if approved by a **special resolution** of the members.
- 52. If a member gives a week's notice they may go to the registered office of the Society and read the annual financial statements and the minutes of members meetings and directors meetings. All other books and records of the Society may be looked at by any member at any reasonable time within two days before the annual general meeting at the registered office of the Society.
- 53. Directors and officers will not be paid by the Society and will not receive any profit from their positions. However, a director or officer may be paid back for any reasonable expenses they have because of their position as a director.
- 54. The Society will not make loans or guarantee loans to any Director.