

# **Special Care Emergency Preparedness Association of Nova Scotia By-Laws**

## **Objectives**

- To foster communication between members of the association.
- To provide training and educational programs in Emergency Management Methodology, but not limited to mitigation, preparedness, response or recovery.
- To develop and promote standards for Emergency Management Professionals.
- To recognize individuals who have made or are making a significant contribution to Emergency Preparedness.
- To cooperate and if feasible, affiliate with other associations or incorporated bodies having similar aims and objectives.

## **1.0 Definitions**

1.1 In these By-laws, unless there is something in the subject or context inconsistent therewith:

- a) “Association” means the Special Care Emergency Preparedness Association of Nova Scotia;
- b) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act; and
- c) “Special Resolution” means a resolution passed by not less than 3/4 of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at an annual general meeting (AGM) or which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **2.0 Membership**

2.1 The subscribers to the Memorandum of Association, and such other persons as shall be admitted to membership in accordance to these By-laws and none other, shall be members of the Association and their names shall be entered in the Registry of Members accordingly.

2.2 For the purposes of registration, the number of members of the Association is unlimited.

2.3 The following shall be admitted to membership in the Association: any individual over the age of 18 years residing in Nova Scotia and working in the Special Care or any person associated with the Emergency Management field who upholds the objectives of the Association.

2.4 Every member of the Association shall be entitled to attend any General Meeting of the Association, to vote at any General Meeting of the Association and to hold any office.

2.5 Membership in the Association shall cease upon the death of a member, or if by notice in writing to the Association, s/he resigns their membership, or if s/he ceases to qualify for membership in accordance with these By-laws.

2.6 The Executive Committee, through a majority vote, may expel any member from the Association. Prior to this procedure, the said member shall be notified and shall have the right to appear before the Executive Committee to speak on his/her defense.

### **3.0 Fiscal Year**

3.1 The fiscal year of the Association shall be the period from April 1st to March 31st.

### **4.0 Meetings**

4.1 The Annual General Meeting (AGM) of the Association shall be held within three months after the end of each fiscal year at a place and time to be determined by the Executive Committee.

4.2 Notice of the AGM shall be sent in writing to each member of the Association at least 30 days prior to the date of the meeting.

4.3 Copies of resolutions, amendments to the Memorandum or By-laws and any other material to be voted on shall be mailed to the members at least 30 days prior to the date of the meeting.

4.4 A quorum at an AGM or special meeting of the Association shall be 66% of current members.

4.5 At each AGM of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a) Minutes of preceding AGM
- b) Annual report of the President
- c) Financial statements
- d) Election of Officers for the ensuing year

e) Appointment of Auditor(s)

f) All other businesses transacted at an AGM shall be deemed to be new business.

4.6 Special meetings of the Association may be called by the President or by a majority of the Executive members. A special meeting shall also be called if requisitioned in writing by at least 25 members of the Association. At least 30 days notice in writing shall be forwarded to each member indicating the time and place of the special meeting and the business to be transacted at the meeting. Other business shall not come before the meeting.

4.7 Meetings of the Executive Committee shall be called by the President and shall be held on as frequent a basis as is necessary to provide for the on-going operations of the Association. Seven (7) days notice in writing shall be given by the President to the members of the Executive Committee of the date, time and place of the meeting.

4.8 A special meeting of the Executive Committee may be called by the President and/or may be called upon the request of 1/3 of the members of the Executive. A maximum of seven (7) days notice shall be given in writing to each member for a special meeting of the Executive Committee. The notice shall state the purpose of the meeting. Other business shall not come before the meeting.

4.9 Each member of the Executive Committee, other than the President or delegate, shall be entitled to one vote at any meeting of the Executive, and in the case of a tie vote, the President shall have a casting vote.

4.10 Proceedings of all meetings shall be conducted according to Roberts' Rules of Order (Revised Edition).

## **5.0 Votes of Members**

5.1 Every member shall have one vote and no more at a special meeting and/or an AGM.

5.2 All members in good standing with the Association are entitled to vote by proxy. A proxy vote is a pre-written vote to a member of the Executive Committee.

## **6.0 Executive Committee**

6.1 The Association shall be administered by a core Executive Committee consisting of an elected President, Past President, Vice-President, Secretary and Treasurer. All other Executive members are appointed by the elected members as required.

6.2 Any member of the Association shall be eligible to be elected as an Executive Member of the Association.

6.3 The property and business of the Association shall be managed by the Executive Committee of not less than five (5) and not more than the appointed members. Fifty (50%) percent shall constitute a quorum.

6.4 Executive Committee members shall be elected by the Association members at large at each meeting or AGM of the Association.

6.5 Any officer of the Executive Committee shall automatically be vacated if:

- a) An officer should resign or cease to be a member of the Association.
- b) An officer is declared incompetent or becomes of unsound mind.
- c) The remaining members of the Executive Committee shall elect a replacement member who shall retain this position until the next AGM.
- d) Should a vacancy occurs in the office of the President, the Vice- President shall assume the responsibilities until a new President is elected at the next AGM.

6.6 Terms of office for all Executive Committee members shall not exceed two (2) years. Election shall be held at AGM. Retiring Executive Members shall be eligible for re-election.

6.7 The Executive Committee shall serve without remuneration, but may be reimbursed for reasonable expenses incurred for Executive work.

## **7.0 Duties and Responsibilities of Executive Committee**

7.1 The Past President shall:

- a) maintain the office of the Association until the office of the President changes
- b) assist in the nominations of new Executive members
- c) chair the elections

7.2 The President shall:

- a) preside over all meetings
- b) cast a vote only in the event of a tie
- c) confirm that motions and resolutions of the Executive are carried into effect
- d) perform all acts related to the office of President
- e) exercise general control and supervision of the affairs of the Association and be the official representative of the Association

7.3 The Vice-President shall:

- a) be responsible to the President
- b) carry out all duties as assigned by the President
- c) assist the President whenever possible to ensure the smooth operation of the Association
- d) assume the responsibilities of the President during her/his absence

7.4 The Treasurer shall:

- a) be responsible to the President for the care and custody of all financial matters
- b) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association
- c) deposit all monies, securities and other valuables in the name and the credit of the Association in such institutions as determined by the Executive
- d) present financial statements to the Executive at all meetings of the Executive Committee and during such other times as requested by the President
- e) shall provide and submit a yearly financial statements for review by the Association's auditor(s) and provide and submit an audited financial statement at the AGM.
- f) shall be the custodian of the Seal of the Association and monitor its use in official association business.
- g) financial records of the association shall be available to any current member of the association by submitting a written request to the executive a minimum of two ( 2 ) weeks in advance.

7.5 The Secretary shall:

- a) be responsible to the President for the maintenance and care taking of documents concerning the Association
- b) take minutes at all meetings and provide copies as directed by the President
- c) provide notices and agenda item in preparation for all meetings
- d) carry out such duties as assigned by the President

## **8.0 Financial Management**

8.1 The financial year for the Association shall be from April 1st to March 31st.

8.2 Signing Executive members for the Association's accounts shall be the Treasurer and one of the following:

- a) President
- b) Vice-President

8.3 Membership fees are due April 1st.

8.4 The Executive Committee may negotiate financial transactions on behalf of the membership ( ie. Banking services, investments, grants, etc.)

## **9.0 Miscellaneous**

9.1 The Association has power to repeal or amend any of these By-laws by a special resolution passed in the manner prescribed by law.

9.2 The Association shall file with the Registrar an annual statement showing a list of Executive members with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Executive members, notify the Registrar of the change.

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

9.4 Executive Committee has the authority to confirm all acts, proceedings, contracts, deeds, bills of exchange and other instruments and documents on behalf of the membership.

9.5 The registered office of the Association is:

The Registry of Joint Stock Companies  
PO Box 1529  
Halifax, Nova Scotia  
B3J 2Y4