

By-Laws Students Nova Scotia Association

Definitions

- 1 In these by-laws:
 - a) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - b) “Ordinary Resolution” means a resolution or motion passed by more than 50% of the voting weight present at a regular Board meeting.
 - c) “Special Resolution” means a resolution passed by not less than three-fourths of the voting weight present in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - d) “Member” refers to an official body representative of students at a public post-secondary institution in Nova Scotia, which attains Membership in Students Nova Scotia Association by the terms outlined in these By-Laws.

Membership

- 2 Only official student representative bodies at public post-secondary institutions in Nova Scotia may become Full or Associate Members of Students Nova Scotia Association, provided their students do not participate in elections for another student body represented at the Board.
- 3 An eligible official student representative body at any public post-secondary institution wishing to apply for Full or Associate Membership status in Students Nova Scotia Association must resolve to do so in accordance with its own By-Laws and submit a letter of intent to the Chair of Students Nova Scotia Association.
- 4 An eligible official student representative body at any public post-secondary institution that has applied for Full or Associate Membership status in Students Nova Scotia Association may be admitted by Ordinary Resolution of the Board of Directors.
- 5 The Chair shall forward the Board of Directors’ decision in writing to the applicant within fourteen (14) days of the date when the decision is made.

- 6 Associate Members may retain their membership status for two (2) years. After the two (2) year term they must either become Full Members or revert to non-Member status.
- 7 A Member may disaffiliate or withdraw from Full Membership to Associate Membership status for the subsequent fiscal year by resolving to do so in accordance with its own By-Laws and by informing the Chair in writing no later than March 1st of the current fiscal year.
- 8 Where members do not outline a specific process for disaffiliation or withdrawal from Full Membership to Associate Membership status for the subsequent fiscal year in their own by-laws (or governance policies for member associations that are not independently registered with the Registry of Joint Stocks), a downgrading of a member's membership status (disaffiliation or moving from full to associate membership) must be supported through the same mechanism by which the organization's current membership status (including fee amounts) was approved, with a referendum necessary to fully disaffiliate if a referendum was used to approve a membership status (including fee amounts) at any point. They must inform the Chair of their decision on membership in writing no later than March 1st of the current fiscal year.
- 9 Students Nova Scotia Association must receive notice of a referendum or other motion to disaffiliate or downgrade membership at least 30 days in advance. Members must follow their own policies around pursuing a referendum, if applicable.
- 10 In extraordinary circumstances Students Nova Scotia Association may, by Special Resolution, expel any Member from Membership in Students Nova Scotia Association. Any expelled Member shall not be entitled to commence any action or proceeding to be reinstated in Students Nova Scotia Association and their Membership fee shall be forfeited. Expelled Members can apply for Membership in accordance with these By-Laws after one (1) year from the date of expulsion.
- 11 Member fees shall be levied to all Members on a per student basis, as decided upon by special resolution of the Members. There are different fees for Full and Associate Members.

Rights and Privileges

- 12 Students Nova Scotia Association is ultimately accountable to the Students Nova Scotia Association Membership.
- 13 Every Students Nova Scotia Association Member is entitled to attend any Members' meeting.

- 14 Each Full Member shall be entitled to cast one (1) vote on all Ordinary and Special Resolutions.
- 15 Votes will be weighted based on each Full Member's enrolment, with one weight assigned for each 1,000 full or part-time students enrolled (rounding up or down) and a minimum of one weight assigned per member.
- 16 The same enrolment measures will be used to determine voting weights as considered in determining member fees.
- 17 The voting weight per Full Member may not exceed 20% of the total voting weight at the Board unless membership falls below five, in which case all members' votes will be assigned equal weight.
- 18 Associate Members may move and second motions, but will be prohibited from voting.
- 19 Board Membership consists of two primary delegates to the Board of Directors, appointed in accordance with the Member's Constitution and/or By-Laws, who exercise the Member's vote on both Ordinary and Special Resolutions.
- 20 Votes may be exercised by proxy by another representative of the Member or of a different Full Member for an individual meeting (short-term proxy).
- 21 To issue a short-term proxy vote for an individual meeting, a primary delegate must notify the Chair in writing prior to the commencement of the meeting, listing the specific agenda items for which the proxy vote may be applied.
- 22 A Member may not exercise more than 40% of total voting weight through a combination of their own vote and short-term proxy votes.
- 23 Members may repeal, amend or add to these by-laws by Special Resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves it.
- 24 Members may amend or rescind policy resolutions from published StudentsNS position papers within three years of resolutions' initial approval by Special Resolution.

Board of Directors

- 25 The number of Directors shall be no less than five (5).
- 26 The Management of Students Nova Scotia Association is the responsibility of the Board of Directors. In particular, the Directors may engage or dismiss an

- Executive Director and determine her/his duties, responsibilities and remuneration.
- 27 The Directors may appoint committees as required.
- 28 The term of each Board Member shall be from May 1 to April 30, unless they are appointed to fill a vacant seat.
- 29 Board Members who have or could reasonably be perceived to have a conflict of interest have a duty to declare this conflict. The declaration should be made to the Board upon nomination. A conflict of interest does not prevent a Board Member from serving provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
- 30 If any Board Member is deemed to be in dereliction of his/her duties as stated in the By-Laws, and/or is not meeting the performance expectations of the Board of Directors, he/she may be removed by Special Resolution of the Members.
- 31 Board Members shall serve without remuneration and shall not receive any profit from their positions. However, a Board Member may be paid reasonable expenses incurred in the performance of his/her duties.
- 32 The Students Nova Scotia Association seal shall be in the custody of the Executive Director and may be affixed to any document upon resolution of the Board.

Board Officers

- 33 Any dues-paying student of a Member is eligible to serve as an Officer.
- 34 The term of each Officer shall be from the Annual General Meeting to the subsequent Annual General Meeting, unless the Officer is filling a vacant position or otherwise determined by the Board of Directors.
- 35 The Chair may not be a primary delegate.
- 36 By ordinary resolution, the Officers shall be elected by the Board of Directors and shall be a Chair and a Vice-Chair.
- 37 The Chair shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the Members.
- 38 The Vice-Chair shall perform the duties of the Chair during their absence, illness or incapacity, or when the Chair may request them to do so and shall perform other duties as assigned by the Members.

- 39 The Board of Directors may also appoint a Recording Secretary who shall:
- a) not have the status of an Officer;
 - b) have responsibility for the preparation and custody of all books and records including:
 1. the minutes of Members' meetings,
 2. the register of Members, and
 3. filing the annual requirements with the office of the Registrar, and
 - c) file with the Registrar:
 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election,
 2. a copy of every special resolution within fourteen (14) days after the resolution is passed,
 3. a copy of the annual financial statement (as per clause 52), and
- b) fulfill other duties as assigned by the Board of Directors.
- 40 The Recording Secretary need not be a Director.
- 41 Should any Officer position become vacant, a replacement shall be elected at the next regular meeting of the Board of Directors.

Board of Director Meetings

- 42 The Board of Directors shall meet not less than four times each year.
- 43 A minimum of three (3) days (72 hours) notice of all regular meetings, and the business to be transacted, shall be communicated to all Board Members by the Chair.
- 44 Directors must provide materials for discussion in Board of Directors meetings to the Chair at least three (3) days in advance of all regular meetings.
- 45 When not reasonably possible for the Board to meet, decisions may be made by forwarding a record of vote to the Chair. Decisions made in this manner may be by Ordinary Resolution.
- 46 Quorum shall consist of Directors representing at least four Members and more than 50% of voting weight at the Board, unless membership falls below six members in which case quorum shall consist of Directors representing at least 50% + 1 of Members. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.

- 47 At a Board of Directors meeting, where there is an equality of votes the motion shall be lost.
- 48 All meetings of the Board of Directors shall follow *Robert's Rules of Order, Newly Revised*.

Members Meetings

- 49 A general or special meeting of the Members may be held at any time and shall be called within fourteen days of a:
- a) request by the Chair, or
 - b) request from Directors representing 1/3 of voting weight at the Board, or
 - c) request in writing from 50 Member-Students.
- 50 An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
- a) specify the date, place and time of the meeting,
 - b) be given to Members thirty (30) days prior to the meeting,
 - c) be given to the Members by newsletters, newspapers, television, radio, email, telephone, fax, and/or other electronic means,
 - d) specify the nature of business, such as the intention to propose a special resolution, and
 - e) the non-receipt of notice by any Member shall not invalidate the proceedings.
- 51 At the annual general meeting of Students Nova Scotia Association, the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- a) minutes of the previous annual general meeting
 - b) consideration of the annual report of the Directors,
 - c) consideration of the annual financial report of Students Nova Scotia Association,
 - d) the appointment of auditors for the ensuing year, and
 - e) presentation of the Board of Directors and Officers.
- 52 Quorum shall consist of at least three Members and 50% of voting weight at the Board, unless membership falls below six members in which quorum shall consist of fifty (50) percent of Membership.
- 53 Members present via teleconference shall be considered in attendance and included in the quorum.
- 54 If a meeting is convened as per By-Laws 40a or 40b and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of Members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the

Members present shall constitute quorum only for the purpose of winding up Students Nova Scotia Association.

- 55 If a meeting is convened at the request of the Member-Students as per By-Law 40c and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
- 56 Where there is an equality of votes the motion shall be lost.

Finance

- 57 The end of the fiscal year end of Students Nova Scotia Association shall be the last day of April.
- 58 The Board of Directors shall annually present to the Members a written report on the financial position of Students Nova Scotia Association. The report shall be in the form of:
- a. A balance sheet showing its assets, liabilities and equity, and
 - b. A statement of its income and expenditure in the preceding fiscal year.
- 59 A copy of the financial report shall be signed by the Auditor or by two Directors.
- 60 A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
- 61 An auditor of Students Nova Scotia Association may be appointed by the Members at the annual general meeting.
- 62 If the Members fail to appoint an auditor, the Board of Directors may do so.
- 63 The Members may inspect the annual financial statements and minutes of Membership and directors' meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any Member at any reasonable time within two days prior to the annual general meeting at the registered office of Students Nova Scotia Association.
- 64 A budget for each fiscal year shall be approved by Ordinary Resolution of the Board of Directors before the end of the preceding fiscal year.
- 65 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of Students Nova Scotia Association by the Chair or the Executive Director, or otherwise as prescribed by resolution of the Board of Directors.

- 66 The signing authorities for Students Nova Scotia Association shall be the Chair, the Vice-Chair, and the Executive Director. Other Directors may be assigned signing authority by Special Resolution.
- 67 All Students Nova Scotia Association cheques must be signed by two (2) signing authorities.
- 68 The borrowing powers of Students Nova Scotia Association may be exercised by Special Resolution of the Membership.

Dissolution and Dispersal

- 69 Students Nova Scotia Association may be dissolved by a Special Resolution of the Membership. If, for any reason, the operations of the society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Society.

The Membership approved these By-laws in their current form on August 14th, 2016.