

## BY-LAWS

of

### ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS

1. In these by-laws, unless there is something in the subject or context inconsistent therewith:
  - (a) “Society” means Association of Nova Scotia Educational Administrators ;
  - (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 such members entitled to vote as are present in person or by proxy, where 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 subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Registrar of members accordingly.
3. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
4. Membership in the Society shall not be transferable.
5. (1) Membership in the Society shall consist up to seventy five (75) members  
(2) There shall be three (3) categories of Membership, as follows :
  - (a) Active – membership is open to any Superintendent, Assistant Superintendent, Director, and upon recommendation of the superintendent, a person that is considered senior executive in that board and that person may be approved by the board of directors
  - (b) Associate - membership is open to former members of the Society who have retired;
  - (c) Honorary Life - the Executive Committee may confer Honorary Membership upon a person nominated by an Active member.
6. The entry in the Register of Members by the Secretary of the name and address of an individual shall constitute an admission to membership in the Society.

7. (1) Each member of the board of directors shall hold office for a term of two years from the annual meeting in the year of his or her appointment, and all members shall be eligible for reappointment for two terms.
- (2) In the event of a casual vacancy in membership occurring other than by reason of the expiration of the term of a member thereof, the Society shall appoint a person to fill the vacancy, and the person so appointed shall hold office for the remainder of the term of the member to whose place he or she was appointed.
8. The Society shall annually, at its annual general meeting, establish membership fees by resolution.

The membership of of a member to this society shall be terminated upon leaving the employ of a Nova Scotia school board and upon the annual revision of the members as defined in article 5, 2(a). This revision to be completed by October 31st of each year by the superintendent and filed with the secretary of the society

9. The Society shall have the right to discipline any member.

#### FISCAL YEAR

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

#### MEETINGS

11. (1) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;

(2) An extraordinary general 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 three (3) members of the Society;

(3) The Society shall have at least three (3) meetings in each fiscal year, one of which shall be the annual general meeting.

12. At least (5) days' notice of a meeting specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, addressed to each member at his or her last known address. Any such notice shall be deemed to have been given at the time when the letter or email containing the same would be delivered in the ordinary course of post, email or delivery, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office or electronic records showing a proper email address by sender of notice. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

13. (1) At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business :

Minutes of preceding general meeting ;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;

Appointment of auditors;

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

(2) Any resolutions pertaining to ordinary or special business shall be passed by vote of a simple majority of those present, except the following business which may only be passed by a special resolution which is defined in article 1(c):

- (a) resolutions which would change the name of the Society or alter its objects so as to add to or restrict or abandon any to its objects or the locality in which its activities are chiefly carried on ;
- (b) resolutions which would authorize the Society to subscribe to or become a member of any other society or association whether incorporated or not whose objects are in whole or in part similar to its own objects ;
- (c) resolutions which would make, amend or repeal by-laws not inconsistent with the Societies Act or with its memorandum for the conduct and management of its activities and affairs ;
- (d) a resolution dissolving the Society pursuant to Section 24 of the Societies Act.
- (e) a resolution to borrow money
- (f) a resolution to remove any director and appoint another member to complete the term of office.”

14. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of twelve (12) members.

15. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved.

In any other case, 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 of members is not present , it shall be adjourned *sine die*.

16. (1) The President of the Society shall preside at every general meeting of the

Society.

- (2) If there is no President or if at any meeting he or she is not present at the time of holding the same, the Vice-President shall preside.
  - (3) If there is no President or Vice-President or if at any meeting neither is present at the holding of the same, the members present shall chose some one of their number to preside at the meeting.
17. The President shall have not vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
  18. 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 the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
  19. At any general meeting, unless a poll is demanded by at least three(3) members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof fo the number or proportion of the members recorded in favor of or against such resolution.
  20. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the President may prescribe, and the result shall be deemed to be the resolution of the Society in general meeting.

### **VOTES FOR MEMBERS**

21. Every member shall have one (1) vote and no more.

### **DIRECTORS**

22. The number of directors shall be eight (8); unless the offices of Secretary and Treasurer are separate, in which case there shall be seven (7). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society after which the directors will be elected at the annual meeting of the society.
23. The directors of the society shall be: the past president, president, vice president, secretary, treasurer and up to four others to maintain a geographical representation by school board as well as by sector.
24. 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 Secretary at the request of the president. A meeting of the directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, by email 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

25. No business shall be transacted at any meeting of the Board of Directors unless at least three(3) of the directors are present at the commencement of such business.
26. The President or, in his or her absence, the Vice-President or, in the absence of both of them, any director appointed from among those directors present shall preside at meetings of the Board.
27. The President shall not be entitled to vote as a director, except in the case of an equality of votes, where he or she shall have a casting vote.
28. The members may, by special resolution, remove any director and appoint another member to complete the term of office.
29. In the event of a casual vacancy in membership occurring other than by reason of the expiration of the term of a member thereof, the Society shall appoint a person to fill the vacancy, and the person so appointed shall hold office for the remainder of the term of the member to whose place he or she was appointed.

### **POWERS OF DIRECTORS**

30. (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 Society in general meeting. The executive of the Society shall be Past President, President, Vice President, Secretary and Treasurer.
- (2) In particular, the directors shall have power to :
  - (a) engage staff and to determine their duties, responsibilities and remuneration;
  - (b) appoint ad hoc committees consisting of such officers and other persons as the directors decide, and having such duties and responsibilities as the directors may determine with respect to the attainment of the Society's objectives;
  - (c) appoint signing officers;
  - (d) appoint the Nominating Committee; and
  - (e) appoint a member to the Board of Directors to fill any vacancy which may occur between annual general meeting.

### **OFFICERS**

31. The executive of the Society shall be Past President, President, Vice President, Secretary and Treasurer

32. The Society shall elect one of their members to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him or her by the Board of Directors.
33. The Society shall also elect from their number a Vice-President. The Vice-President shall, at the request of the Board and subject to its directions, perform the duties of the President, or during such period as the President may request him or her so to do.
34.
  - (1) There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned by the Board. The Society shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Board may assign. If the Society thinks fit, the same person may hold both offices of Secretary and Treasurer;
  - (2) The Society may appoint a temporary substitute for the Secretary, who shall, for the purpose of these by-laws, be deemed to be the Secretary.

#### **STANDING COMMITTEES**

35. There shall be a Nominating Committee, chaired by the Past President and consisting, in addition, of two (2) members who shall be representative of the majority of the membership.
36.
  - (1) There shall be an In-Service Committee, chaired by the Vice-President, who has the authority to add to the Committee two (2) members who shall be representative of the membership;
  - (2) The Committee shall plan and execute in-service activities in accordance with objectives established for the year by the Society or as requested by the Board of Directors.
37. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operation account. The auditors shall make a written report to the members upon the balance sheet and operating account and, in every such report, he or she shall state whether, in his or her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the annual meeting in each year, as required by law.

#### **REPEAL AND AMENDMENT OF BY-LAWS**

38. The Society has power to repeal or amend any of these by-laws by special resolution.

## MISCELLANEOUS

39. 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 (14) days of a change of directors, notify the Registrar of the change.
40. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
41. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
42. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
43. The books and records of the Society may be inspected by any member of the Society at any reasonable time at the registered office of the Society.
44. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

**Approved at the May 11th, 2012 AGM**