

## 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. For the purposes of registration, the number of members of the Society is limited to five (5).
4. 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.
5. Membership in the Society shall not be transferable.
6. (1) Membership in the Society shall consist of seventy four (74) members :*(amended from 52 to 74 by special resolution 9, Sept., 1994)*
  - (2) There shall be three (3) categories of Membership, as follows :
    - (a) Active - membership is open to any Superintendent or Assistant Superintendent or Chief Financial Officer; *(adds CFO by special resolution, 9 Sept., 1994)*
    - (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.

7. 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.
8. (1) Each member of the Society shall hold office for a term of one (1) year from April 1st in the year of his or her appointment, and all members shall be eligible for re-appointment from year to year. The subscribers to the Memorandum of the Society shall hold office from the date of incorporation until March 31st of the year succeeding such incorporation,  
  
(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.
9. The Society shall annually, at its annual general meeting, establish membership fees by resolution.
10. The Society shall have the right to discipline any member.

#### FISCAL YEAR

11. 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

12. (1) The ordinary or annual general meeting of the Society shall be held within three (3) 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 four (4) meetings in each fiscal year, one of which shall be the annual general meeting.
13. At least five (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 containing the same would be delivered in the ordinary course of post, 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. The non-

receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

14. (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 :

(a) resolutions which would change the name of the Society or alter its objects so as to add to or restrict or abandon any of 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 of Section 24 of the Societies Act.

15. 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.

16. 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*.

17. (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 choose some one of their number to preside at the meeting.
18. The President shall have no 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.
  19. 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.
  20. 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 of the number or proportion of the members recorded in favour of or against such resolution.
  21. 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**

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

#### **DIRECTORS**

23. The number of directors shall be seven (7); unless the offices of Secretary and Treasurer are separate, in which case there shall be eight (8). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
24. The officers of the Society and four (4) members appointed by the officers, to be representative of the membership and to maintain geographical representation, shall be the directors of the Society.
25. 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. 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 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.

26. 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.
27. 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.
28. 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.

### **POWERS OF DIRECTORS**

29. (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.
- (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**

30. The officers of the Society shall be a President, Vice-President, a Treasurer and Secretary may be combined.
31. The Society shall elect one of their number 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.
32. 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.
33.
  - (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.
34. The officers shall serve for a two-year term.
35. No officer shall hold the same office for two consecutive terms.

### **STANDING COMMITTEES**

36. 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 make-up of the membership.
37.
  - (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.
38. 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**

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

### **MISCELLANEOUS**

41. 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.
42. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
43. 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.
44. 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.
45. 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.
46. 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.
47. The borrowing powers of the Society may be exercised by special resolution of the members.

**LIST OF FIRST DIRECTORS  
OF  
ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS**

The following are to serve as first Directors from the date of incorporation until the first annual meeting of the Association :

<b><u>Name</u></b>	<b><u>Address</u></b>	<b><u>Occupation</u></b>
Elmer MacDonald	P.O. Box 911, Westville, NS B0K 2A0	CEO
John Daley	P.O. Box 4, South Ohio, Yarmouth NS B0W 3E0	CEO
Norman Johnston	P.O. Box 380, Bridgewater, NS B4V 2W9	CEO
Dr. John Oss	P.O. Box 452, Barrington Passage, Shelburne B0W 1G0	CEO
Reid Harrison	95 Victoria Road, Dartmouth, NS B3A 1V2	Sup't





**MEMORANDUM OF ASSOCIATION**  
**of**  
**ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS**

**MEMORANDUM OF ASSOCIATION  
of  
ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS**

1. The name of the Society is ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS.
2. The objects of the Society are :
  - a) to provide an effective organization of Nova Scotia education administrators independent of all other organizations;
  - b) to promote the welfare of the members individually and collectively;
  - c) to provide a forum for the discussion of policies affecting education in order that the association will assume an appropriate leadership role;
  - d) to provide leadership in developing progressive business strategies which ensure effective and efficient use of resources; *(added by special resolution, 9, Sept. 1194)*
  - e) to prepare position papers on educational policy so that views of A.N.S.E.A. will be reflected and made known;
  - f) to provide inter-communication among educational administration;
  - g) to promote and provide for the professional development of its members through appropriate in-service;
  - h) to liaise with appropriate interest groups.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry or business, and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purpose of the Society and the promotion of its objects.

PROVIDED FURTHER that 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.

3. The activities of the Society are to be carried on throughout Nova Scotia.

4. The registered office of the Society is P. O. Box 380, Bridgewater B?V 2W7

WE, the several persons whose names, addresses and occupations are subscribed, desire to be formed into a Society, in pursuant of this Memorandum of Association.

DATED at \_\_\_\_\_ Nova Scotia, this \_\_\_\_\_ day of \_\_\_\_\_ A.D. \_\_\_\_\_

NAMES

ADDRESSES AND OCCUPATIONS

_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____
_____	_____

Witness to the above signatures :

\_\_\_\_\_

of \_\_\_\_\_ in te County of \_\_\_\_\_  
Province of Nova Scotia

\_\_\_\_\_  
Occupation

WE, the undersigned, the subscribers to the Memorandum of Association of Association of Nova Scotia Educational Administrators, do hereby agree upon the attached By-Laws as being the By-Laws for the administration of the Society.

DATED, at \_\_\_\_\_ Nova Scotia, this \_\_\_\_\_  
day of \_\_\_\_\_, A.D. \_\_\_\_\_

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\_\_\_\_\_

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**The Association of Nova Scotia Educational Administrators**

***SPECIAL RESOLUTION OF***

***ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS***

At a meeting held on April 6, 1994, at Halifax, Nova Scotia, a resolution was passed by three-quarters of the members present and entitled to vote at the meeting to amend the Memorandum of Association of the Society and in particular to amend paragraph 2 as follows :

a) by adding as clause (d) following :

(D) to provide leadership in developing progressive business strategies which ensure effective and efficient use of resources;

and

b) by re-lettering clauses (d), (e), (f), and (g) as (e), (f), (g) and (h) respectively.

DATED at Yarmouth, Nova Scotia, this 9<sup>th</sup> day of September 1994.

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Secretary

**The Association of Nova Scotia Educational Administrators**

***SPECIAL RESOLUTION OF  
ASSOCIATION OF NOVA SCOTIA EDUCATIONAL ADMINISTRATORS***

At a meeting held on April 6, 1994, at Halifax, Nova Scotia, a resolution was passed by three-quarters of the members present and entitled to vote at the meeting to amend the By-Laws of the Society and in particular to amend paragraph 6 as follows :

- a) to delete the number "52" in sub-paragraph (1) and to substitute the number "74"; and
- b) to amend sub-paragraph (2) (a) by adding the words "or Chief Financial Officer" at the end thereof.

DATED AT Yarmouth, Nova Scotia, this 9<sup>th</sup> day of September 1994.

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Secretary

**ASSOCIATION OF NOVA SCOTIA  
EDUCATIONAL ADMINISTRATORS**

**CONSTITUTION**

**ARTICLE 1 :        NAME**

The organization shall be an association of school administrators and shall be known as “Association of Nova Scotia Educational Administrators” [A.N.S.E.A.].

**ARTICLE II :        OBJECTIVES**

The objectives of the Association shall be :

1. To provide an effective organization of Nova Scotia educational administrators independent of all other organizations.
2. To promote the welfare of the members individually and collectively.
3. To provide a forum for the discussion of policies affecting education in order that the association will assume an appropriate leadership role.
4. To prepare position papers on educational policy so that views of A.N.S.E.A. will be reflected and made known.
5. To provide inter-communication among educational administration.
6. To promote and provide for the professional development of its members through appropriate in-service.
7. To liaise with appropriate stakeholders.

**ARTICLE III :        MEMBERSHIP**

1. **ACTIVE** Membership shall be open to Superintendent(s) and Assistant Superintendent(s).
2. **ASSOCIATE** Membership shall be open to former members of A.N.S.E.A. who have retired from the profession.
3. **HONORARY LIFE** Membership may be conferred by decision of the Executive

Committee, providing the person to be honoured has been nominated by an active member.

**ARTICLE IV :**                    **OFFICERS**

1.     The officers of the Association shall be President, Vice-President, Past-President & Secretary-Treasurer. They shall be elected for a term of two years of the annual meeting of the association.
2.     Officers shall not hold the same office for two consecutive terms.

**ARTICLE V :**                    **STANDING COMMITTEES**

1.     The Executive Committee shall consist of the four officers of the Association and four members at large appointed by the officers to maintain geographical representation and representative of the membership.
2.     A Nominating Committee, chaired by the Past President and including two other members, who shall be representative of the makeup of the membership.
3.     An in-service Committee chaired by the Vice-President who has authority to select two other committee members who shall be representative of the membership. They shall plan and execute in-service activities in accordance with the objectives established for the year, or as further requested by the Executive Committee.
4.     Other standing committees may be appointed as necessary to best reflect the mandate of A.N.S.E.A.

**ARTICLE VI :**                    **FEES**

1.     Membership fees shall be established by resolution at the annual meeting of the Association.

**ARTICLE VII :**                    **MEETINGS**

1.     The annual meeting of the Association shall be held during the period April 1<sup>st</sup> to May 31<sup>st</sup> at a location selected by the Executive Committee.
2.     Other meetings deemed necessary by the Executive Committee shall be called provided



due notification of the meeting is forwarded to the members.

A special meeting may be called when requested in writing by at least twenty paid up members.

3. There shall be a minimum of four meeting yearly, one of which will be an annual meeting.
4. A quorum for the transaction of business during a meeting of the Association shall be twelve (12) members.
5. Except for a constitutional change, a motion shall pass if supported by one more than fifty per cent of the members presents.

**ARTICLE VIII :**

**REVISIONS OF THE CONSTITUTION**

1. This constitution may be amended at a duly constituted meeting of the Association by a two-thirds majority vote of the members present, provided that notice of any proposed revision has been forwarded to the members in writing at least one month prior to the date of the annual meeting.

