

BY-LAWS
of the
AIDS COALITION OF NOVA SCOTIA

(As amended at the AGM held on June 24, 2021)

Definitions

1. In these By-laws:
 - a) 'Society' means the AIDS Coalition of Nova Scotia.
 - 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 (3/4) of such members entitled to vote as are 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) "HIV" stands for Human Immunodeficiency Virus.
 - e) "AIDS" stands for Acquired Immune Deficiency Syndrome.
 - f) "PHA" stands for Person Living with HIV/AIDS.
 - g) "HCV" stands for the Hepatitis C Virus
 - h) "STI" stands for Sexually Transmitted Infection.
 - i) "STBBI" stands for Sexually Transmitted & Blood Borne Infections

Membership

2. 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 Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any general meeting of the Society and to vote at any general meeting of the Society and to hold any office.
5. Membership in the Society shall not be transferable.
6. Any individual nineteen (19) years of age or older shall be admitted to the membership in the society who:
 - a) signs a statement of commitment to the Mission, vision and values of the Society; and
 - b) Supports the philosophy and work of the society; and
 - c) Resides in the geographic area of Nova Scotia.
7. Youths between the ages of fifteen (15) and eighteen (18) years who meet the criteria for membership set out in 6(a) and (b) above may be admitted as non-voting members.
8. Formal admission to membership shall only require a signed statement of commitment to the mission, vision, and values of the society.
9. Membership of ACNS will be automatically renewed from year to year for four (4) years unless the member resigns his/her membership in writing to the secretary or the member ceases to be eligible
10. The Society may by a vote of 75% by the Board of Directors, remove a member of the society after consultation with the member.

Member Groups

11. Member groups are those organizations and projects in Nova Scotia which hold a partnership agreement with the society and have also been accepted by a vote of the membership at an Annual General Meeting. Organizations and projects must agree to the mission statement and guiding principles as outlined in the memorandum of Association.
12. Member group information forms will be kept on file at the ACNS office.
13. Member groups shall have the right to:
 - a) Have their members or volunteers become members of the Society;
 - b) Submit to the Board for funds, or for sponsorship and/or endorsement of fund submission to external funders.

14. The Society may by a vote of 75% by the Board of Directors, remove a Member Group of the society after consultation with the Member Group.
15. Although these members are also members of the Member Group, they function as an individual member of the Society with the overall interests of the Society and the Mission Statement and the Governing Principles as outlined in the Memorandum of Association as her/his focus and not as a member of that member group.

Fiscal Year

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

Member Meetings

17. (a) the annual general meeting of the Society shall be held within three (3) months after the end of each fiscal year. Members shall be notified by email, newsletter, telephone or other electronic means.

(b) A special general meeting of the Society may be called by the Chair or the Board at any time, and shall be called by the Board if requisitioned in writing by at least twenty-five percent (25%) of the members of the Society.

(c) Annual General Meetings, Special General Meetings and ordinary General Meetings of the Society may be held in-person, virtually, or a hybrid of a virtual and in-person meeting. The virtual component of any meeting may include by telephone or digital-based communications, including video-based media. The choice of meeting format, and acceptable media, will be determined by the board of directors or their designated agent.

18. Members shall receive thirty 30 days notice of the meeting and in the case of special business, the nature of the business. Members shall be notified by email, newsletter, telephone or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any ordinary, special general meeting or annual general meeting.

The executive committee of the society will oversee and approve the information that is distributed to members.

19. No business shall be transacted at any Annual or Special General Meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen (15) members.

20. No business shall be transacted at any General Meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen (15) members.
21. If a vote is deemed necessary, the chair will prescribe the method. The result of such vote shall be deemed to be the resolution of the Society.

The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes the Chair shall have the casting vote.

At any General Meeting, a declaration by the Chair that a resolution has been carried shall stand unless a vote is demanded by at least three (3) members.
22. If a poll is deemed necessary, the Chair will prescribe the method and the result of such poll shall be deemed to be the resolution of the Society.

Vote of Members

23. Every member shall have one vote.
24. A member may give his/her voting rights to another member by signing a proxy form, with a duplicate to be given to the Secretary at least fifteen (15) minutes prior to the start of any general meeting. The proxy form is to be approved by the Board and may be obtained on request from the Secretary.
25. No member shall hold more than five (5) proxy votes. Proxy votes need not be exercised in the same manner as that of the member holding the proxies, nor of the other proxies held by the member.

Directors

26. Unless otherwise determined by general meeting, the number of directors shall not exceed seventeen (17).
27. Any member of the Society shall be eligible to be elected a director of the Society. No person receiving a salary or on contract with the Society, its associated projects, or any member group shall serve as a director as she/he would be in conflict of interest.
28. Directors shall be elected by members at the Annual General Meeting of the Society.
29. In accordance with the principles of the Greater Involvement of Persons Living with HIV/AIDS our board composition will be guided by the following;
 - a) 51% board representation from Persons Living with HIV/AIDS.

- b) Should PHA representation fall below 51%, the board may elect 'Acting Board Members' to serve on the board until the next Annual General Meeting.
 - c) When 51% PHA representation is not achieved, the board will proceed with the business of the society.
30. The society will present a slate of candidates to the membership for consideration at the Annual General Meeting each year;
- a) Two (2) regional representatives for each region geographically representative of the Nova Scotia Health Authority Zones.
 - b) Up to nine (7) directors who would fulfill the role of member at large position.
31. The election of directors shall be done in two parts: the regional representatives and the members at large. The election shall be conducted by three scrutineers and they must declare that the provisions of By-law 33 has been fulfilled based on the slate of nominees presented, the self-disclosure by nominees from the floor, and the actual election results.
32. Directors elected to represent a region or project or other groups of interested persons shall have the responsibility to report back to that group and to gather input from that group on a regular basis.
33. Although the directors are elected as representatives, each director shall serve on the Board as an individual member of the Society with the overall interests of the Society and the Mission Statement and the Governing Principles as outlined in the Memorandum of Association as his/her focus.
34. a) The term of office for a director shall normally be two years. If a director misses three (3) board meetings within a 12-month period for any reason other than medical, the Board has the discretion to remove that director.
- b) At the annual general meeting the slate of directors shall consist of directors with one year terms (i.e. those serving during the preceding year) and of directors with full two year terms (i.e. new directors).
35. All directors shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.
36. Each director shall participate in Society and Board business. The Board shall have a duty to accommodate the health needs of directors in its scheduling and conduct of business.
37. Each director has a duty to disclose to the Board any situation where he/she is in real or perceived conflict of interest.

38. In the event a director resigns his/her office or ceases to be a member in the Society, whereupon his/her office as director shall be deemed to be vacated, the vacancy thereby created may be filled for the uncompleted portion of the term by the Board of Directors from among the members of the Society.
39. A Director must resign if they wish to become a staff member of the Society. If a Director resigns for the reason of becoming a staff member of the Society, they must not reoffer as a Board Member until two years after completing their staff position.
40. The Society may by a vote of 75% by the Board of Directors, remove a Director of the society after consultation with the Director.
41. The Executive Director shall be a non-voting member of the Board. The Executive Director shall have the right and responsibility to place any relevant topic on the agenda or to speak for a portion of the meeting.

Nominations

42. All persons interested in joining the board of directors of the society will contact the board chairperson directly to receive a board information kit.
 - a) All forms must be submitted to the Chairperson no later than the Board meeting prior to the Annual General Meeting.
 - b) Candidacy of future society directors is reviewed in the May board meeting each year. Candidates are reviewed and accepted by the board vote. If chosen, your name will be presented as a member of the slate put forth by the board for membership consideration.
 - c) Society members vote on the slate each year at the Annual General Meeting.
 - d) Any organization or project that wishes to become a member group of the society, must submit a request in writing to the Board chairperson no later than the Board meeting prior to the annual general meeting for consideration. The Board of directors will make a decision to bring forth a recommendation to the membership as per By-Law 11.
43. Member Groups may nominate persons for consideration to be appointed to the Board of directors of the society. Member Groups must submit all nominations for consideration to the Board chairperson no later than the Board meeting prior to the annual general meeting in writing.

44. Individuals associated with a member group who wish to become a member of ACNS for the purposes of voting must contact the board secretary one (1) month prior to the annual general meeting to ensure the appropriate documentation is submitted.
45. The Board Human Resource and Governance committee shall attempt to fill a complete slate of nominees for presentation at the annual general meeting as listed in By-Law 31.
46. Nomination may be made from the floor at the annual general meeting. This can only be done if the candidate has: 1) received a nomination from a member of ACNS; and 2) expressed their intentions to the chairperson no less than seventy- two (72) hours prior to the annual general meeting; and 3) has filled out an ACNS volunteer form and board commitment form.

Board Meetings

47.
 - a) 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.
 - b) A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice.
 - a) If the first meeting of the new Board of Directors is not held at the time of the annual general meeting, it shall be called within thirty (30) days of the annual general meeting.
 - b) 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 Board of Directors.
48. No business shall be transacted at any meeting of the Board of Directors unless at least fifty percent (50%) of the directors are present at the commencement of such business.
49. The Chair, or in his/her absence the Vice-Chair, or in the absence of both of them any director appointed from among those directors present shall preside as Chair at meetings of the Board.
50. The Chair shall be entitled to vote as a director and, in the case of an equality of votes, he/she shall have the casting vote in addition to the vote he/she is entitled as a director.

51. a) Board meetings shall be open to any member or staff to attend. While directors may raise any matter according to the rules of procedure, others in attendance may only speak to matters identified on the agenda.
- b) Upon the discretion of the Chair or a majority of the Board, a portion of a board meeting may be declared in-camera, wherein no minutes will be taken and non-board members will be asked to leave. The Executive Director may stay at the request of the Chair or a majority of the Board. In-camera proceedings may be used for, but not limited to personnel issues and conflicts of interest. Decisions reached in in-camera proceedings will be recorded in the minutes of the Board meeting.
- c) If the subject of the in-camera proceeding is the Executive Director, the Chair or a board member, that person may be excluded from the proceedings at the request of the Chair or a majority of the Board.

Powers of Directors

52. 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 not hereby or by statute expressly directed or required to be exercised or done by the Society in general meeting.

Officers

53. The officers of the Society shall be a Chair, a Vice-Chair, a Treasurer, and a Secretary, and they shall all be elected directors of the Society.
54. The directors at their first meeting after the annual general meeting shall elect the officers of the Society as their first item of business. Until this election, the previous officers shall continue in their responsibilities.
55. The Chair shall oversee the strategic activities of the Society, which do not interfere with the duties and responsibilities of the Executive Director. The Chair shall also perform such duties as may be assigned to him/her by the members of the Society or the Board of Directors, from time to time.
56. The Vice-Chair shall, at the request of the members or directors and subject to their directions, perform the duties of the Chair during the absence, illness, or incapacity of the Chair or during such period the Chair may request him/her to do so.
57. a) The Secretary shall keep the minutes of the meetings of members and directors and shall keep the Registry of Members. The Secretary shall also

perform such other duties as may be assigned to him/her by the members or directors.

b) The directors may appoint a temporary substitute for the Secretary during the absence, illness, or incapacity of the Secretary, who shall, for the purpose of these By-laws, be deemed to be the Secretary.

58. a) The Treasurer shall oversee the financial books and the financial stability of the Society and shall report on their status to the members or directors in meeting. The Treasurer shall also perform such other duties as may be assigned to him/her by the members or directors.

b) The directors may appoint a temporary substitute for the Treasurer during the absence, illness, or incapacity of the Treasurer, who shall, for the purpose of these By-laws, be deemed to be the Treasurer.

c) While the Treasurer has full access to the financial records of the Society, the Treasurer shall not interfere with the daily financial management of the Society which is the responsibility of the Executive Director. However, the Treasurer shall report any concern or irregularity to the Executive Committee and the Board.

Standing Committees

59. The Board shall have the following Standing Committees, the Chair of each committee must be a Director or Member:

1. Executive Committee
2. Human Resource and Governance Committee
3. Any Ad-Hoc Committee as defined by the Board of Directors.

60. a) The Executive Committee shall consist of the Chair, the Vice-Chair, the Secretary and the Treasurer of the Board. At the discretion of the Board, the Board shall appoint up to either two (2) additional at large positions or one (1) at large position and the Past Chair. At all times the quorum for the Executive Committee shall be four (4) of the above named persons.

b) In accordance with the principles of the Greater Involvement of Persons Living with HIV/AIDS (PHA), the Board will be guided by the following:

- i) The Board shall strive to have at least two (2) members who are Persons Living with HIV/AIDS on the Executive Committee.

ii) The Board shall also strive to have one of the PHAs as the Chair or Vice-Chair of the Board.

iii) However, in situations where this not achievable, the Board will proceed with the business of the society.

61. The Executive Committee shall have the authority to direct and advise the Executive Director between Board meetings, but only within the directions and boundaries established by the strategic plan and/or the Board. The main purpose of the Executive Committee is to provide expertise, experience, and advice to the Executive Director. Its role is not to replace or usurp the authority or responsibility of the Executive Director and/or of the Board.
62. The Executive Committee may also make policy decisions or take 'executive' action in an emergency situation but this must be reported back to and confirmed by the Board at the earliest opportunity.

Executive Director

63. The Board shall appoint, determine the remuneration for the position of Executive Director, who will be responsible for the day to day operational and financial management of the society.
64. The board shall determine the process for review and evaluation of the Executive Director.

Audit of Accounts

65. The Auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
66. 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 an operating account. The auditors shall make a written report to the members which shall contain a balance sheet and operating account, and in every such report, the auditors shall state whether, in their 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.

By-laws

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

Miscellaneous

68. 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.
69. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
70. If the Society has a seal it shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
71. The books and records of the society will be kept on the premises of the Society and overseen by the society secretary.
72. Except for the personnel and client files, the books and records of the Society may be inspected by any member no later than two (2) days prior to the annual general meeting at the registered office of the Society.
73. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the Chair, or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
74. There shall be no salary or fees paid to any member of the Board of Directors and no director shall directly or indirectly receive any profit from their position. Compensation to individual directors for expenses incurred in discharging their duties as a member of the board will be at the discretion of the Board.
75. The borrowing powers of ACNS may be exercised only as approved by the Board of Directors.