



**BY-LAWS  
OF  
BRAIN INJURY ASSOCIATION OF NOVA SCOTIA**

## **1. PREAMBLE**

As the only organized voice for Nova Scotians affected by brain injury, we are committed to providing education, programs, recovery support and advocacy. Brain injury survivors, their families and caregivers look to us every day as a resource and touchstone of support across the spectrum of brain injury. We are a registered charity and adhere to a compassionate, collaborative approach for the betterment of those affected by brain injury in Nova Scotia.

In these by-laws unless there be something in the subject or context inconsistent therewith:

- a. "Society" means Brain Injury Association 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 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.
- d. In all by-laws of the Society, the singular shall include the plural and the plural the singular; the masculine shall include the feminine and the feminine the masculine.
- e. The Society may be otherwise named in documents of and for the Society as Brain Injury NS.

## **2. MEMBERSHIP**

### **2.01 MEMBERS**

Membership in the Society shall consist of:

- a. those who uphold the objects of the society;
- b. those who contribute to the support of the society;
- c. those who complete a Brain Injury NS membership registration form; and
- d. those who pay the yearly fee for membership registration, if applicable.
- e. Any member over 18 is entitled to a vote.
- f. For children and youth under 18 (not entitled to a vote), a family member/guardian over 18 must be included in membership registration.

### **2.02 MEMBERSHIP FEE**

The Board of Directors may, at their discretion, apply a yearly fee for member registration.

### **2.03 NUMBER OF MEMBERS**

For the purpose of registration, the number of members of the Society is unlimited.

## **2.04 TRANSFER OF MEMBERSHIP**

Membership in the Society shall not be transferable.

## **2.05 WITHDRAWAL FROM MEMBERSHIP**

Membership in the Society shall cease:

- a. upon the death of a member, or
- b. if the member resigns by written notice to the society, or
- c. if the member ceases to qualify for membership in accordance with these by-laws and policies of the society.

## **2.06 RIGHTS OF MEMBERS**

Members have the right to attend all Annual General and Special meetings as permitted by these by-laws and subject to specified restrictions:

- a. to vote at Annual General Meetings and Special General Meetings. No proxy voting is allowed.
- b. to stand for election or appointment to governing bodies of the Society.

## **2.07 DUTIES OF MEMBERS**

Members have the duty to:

- a. uphold the objects of the Brain Injury Association of Nova Scotia;
- b. promote and support the work of the Society; and
- c. abide by the Society's by-laws, policies and practices.

## **2.08 RECORD OF MEMBERSHIP**

A record of all members shall be kept by the Society's Administrator and Secretary of the Board.

## **2.09 PLACING MATTERS ON AGENDA**

Any member wishing to have any matter connected with the affairs of the Society brought or discussed at any General Meeting shall notify the Secretary of such matter at least 14 days before the General Meeting; upon receipt of such notification, the Secretary shall place the matter on the agenda of the General Meeting.

## **2.10 POWERS OF MEMBERS**

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar's approval is secured.

### **3. GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS**

#### **3.01 GENERAL MEETING**

A general meeting of the members may be held at any time and shall be called:

- a. if requested by the Chair, or
- b. if requested by a majority of the directors, or
- c. if requested in writing by 25% of the members.

#### **3.02 NOTICE OF GENERAL MEETING**

Notice to members is required for general meeting. The notice must:

- a. specify the date, place and time of the meeting;
- b. be given to the members thirty (30) days prior to an annual meeting or 14 days prior to a special meeting;
- c. be given to the members in writing via post in a prepaid letter addressed to each member at their last known address or by their preferred method of contact (i.e. email or telephone);
- 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.

#### **3.03 ANNUAL GENERAL MEETING (AGM) NOTICE**

An annual general meeting shall be held within six months after every fiscal year end. Notice is required which must:

- a. specify the date, place and time of the meeting;
- b. be given to the members thirty (30) days prior to the meeting;
- c. be given to the members by newsletters, newspapers, television, radio,
- d. e-mail, telephone, fax and/or other electronic means;
- e. specify the intention to propose a special resolution; and
- f. the non-receipt of notice by any member shall not invalidate the proceedings.

#### **3.04 ANNUAL GENERAL MEETING FUNCTIONS**

At each Annual General meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a. minutes of preceding general meeting;
- b. consideration of the annual report of the Directors;
- c. consideration of the financial statements;
- d. election of the Directors for the ensuing year;
- e. new by-laws and amendments to or revocations of existing by-laws;
- f. other such business as the Board of Directors may deem appropriate or of interest to the members;
- g. members agenda items of which the Secretary has received due notice as per these by-laws; and
- h. all other business transactions at an Annual General Meeting shall be deemed to be special business.

#### **3.05 QUORUM**

Quorum shall consist of a minimum of 25 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting.

### **3.06 QUORUM NOT MET**

If a meeting is convened 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 the 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 adjourning.

### **3.07 CHAIRPERSON**

The President/Chair of the Society shall preside as Chair at every General Meeting, Special Meeting or AGM of the Society. In the absence of the President/Chair, a Vice-President/Chair shall preside. In the absence of a Vice-President/Chair, the members present at the meeting shall choose one of themselves as chairperson. The Chair shall have no vote at any General Meeting except in the case of an equality of votes. In the case of equality of votes, the Chair shall have a casting vote.

## **4. DIRECTORS**

### **4.01 CONSTITUTION OF THE BOARD**

The Board of Directors shall consist of:

- a. a President/Chair or Co-Chairs
- b. a Vice-President/Chair
- c. the Past President/Chair
- d. a Treasurer,
- e. a Secretary;
- f. a Provincial Survivor Representative.
- g. Directors elected by the general membership based on recommendations from nomination committee at the Annual General Meeting;
- h. Ex-officio Board Members; and
- i. any Advisory Director (s) selected at the Directors' discretion.

### **4.02 ELIGIBILITY OF DIRECTORS**

Directors shall be elected by the members at each Annual General Meeting of the Society. Any member of the Society shall be eligible to be elected a Director of the Society and a director of the society shall become a member upon election if not already a member.

### **4.03 NUMBER OF DIRECTORS**

The number of Directors shall include the officers, no less than 10 and no more than fifteen at the discretion of the Nominating Committee.

### **4.04 TERM OF OFFICE**

Directors shall serve a term of office of a minimum of two years with an option to stand for re-election of up to three terms (six years) at the discretion of the Board and Nominating Committee. If a Director offers a specific skill that a board requires a further term can be granted.

#### **4.05 BRAIN INJURY NS SURVIVOR REPRESENTATIVE**

A Brain Injury NS member who is a brain injury survivor shall be appointed as Survivor representative who will sit on the Board. Nomination Committee/Board shall nominate an individual. Appointment shall take place at Annual General Meeting by a general membership vote.

#### **4.06 EX-OFFICIO BOARD MEMBERS**

Ex-Officio Board Members are not elected to the board they automatically serve by virtue of holding another office in the Society. The Executive Director and Chapter Leads will automatically serve as Ex-Officio Board Members. The Ex-Officio Board members have no rank and no voting privileges.

#### **4.07 ADVISORY DIRECTORS**

The Board may select an Advisory Director (s) at their discretion, provided the following conditions are met:

- a. Notice of this selection of Advisory Director(s) has been identified as an agenda item for the next normal Board of Directors meeting;
- b. That this notice has been given to all current Directors in the manner outlined for giving notice to Directors for any normal Board meeting.
- c. That a simple majority of the Directors present at the aforementioned next normal Board of Directors meeting agree with the selection;
- d. That the selected Advisory Director(s) understand that their position in the society is advisory in nature;
- e. That the Advisory Director has no rank and no voting privileges

#### **4.08 CESSATION OF DIRECTORSHIP**

The office of a Director shall cease:

- a. if the Director resigns from office by delivering a written resignation to the Secretary; or
- b. if the Director vacates or is deemed to have vacated the office by missing three successive meetings without just cause; or
- c. the Director withdraws from membership, or membership of the Director in the Society is withdrawn; or
- d. The Society may, by special resolution, remove any Director before the expiration of his/her period of office and the Board may appoint another person in his stead. The person so appointed shall hold office during such time as the Director in whose place he is appointed would have held office if he had not been removed.

#### **4.09 NOMINATING COMMITTEE**

The Board of Directors will appoint a Nominating Committee to nominate candidates for election to the Board. All appointments will go through the nomination committee. The Nominating Committee shall take regional representation into consideration as well as balanced representation from brain injury survivors, caregivers/family members and professionals.

#### **4.10 FILLING OF VACANCIES**

A quorum of Directors may fill a vacancy among the Directors.

#### **4.11 REMUNERATION**

Directors shall serve without remuneration and no Director shall indirectly or directly receive any profit in his position as such; provided that a Director may be reimbursed for reasonable expenses incurred by him in the performance of his duties.

#### **4.12 CONFLICT OF INTEREST**

A Director shall declare any possible conflict of interest in an issue being discussed and abstain from voting on that issue.

#### **4.13 POWERS OF DIRECTORS**

Directors' powers include, but are not limited to:

- a. engage an Executive Director and to determine his/her responsibilities and remuneration;
- b. appoint committees, consisting of Officers, Directors or such other persons as the Directors may decide; and
- c. prescribe the duties and authority of such committees.

#### **4.14 MEETINGS**

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 President/Chair. No business shall be transacted at any meeting of the Board of Directors unless a simple majority of Directors are present at the commencement of such business.

#### **4.15 NOTICE OF MEETINGS**

A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- a. specify the date, place and time of the meeting, be given to the directors within reasonable time before the meeting is to take place;
- b. be given to the directors orally or in writing to each director;
- c. the non-receipt of notice by any director shall not invalidate the proceedings; and
- d. notice can be waived for board meetings with the unanimous approval of the Board.

#### **4.16 CHAIR OF DIRECTOR MEETINGS**

The President/Chair, or in his absence, the Vice-President/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.

#### **4.17 VOTING OF CHAIR**

The Chair shall have no vote at any meeting except in the case of an equality of votes. In the case of equality of votes, the Chair shall have a casting vote.

## **5. OFFICERS**

### **5.01 OFFICERS**

The Officers of the Society shall be:

- a. a President/Chair or Co-Chairs;
- b. a Vice-President/Chair;
- c. the Past President/Chair;
- d. a Treasurer;
- e. a Secretary; and
- f. the Provincial Survivor Representative.

### **5.02 ROLE OF THE PRESIDENT/CHAIR**

The President/Chair shall have general supervision of the activities of the Society. The President/Chair shall be responsible for effective functioning of the Board of Directors of the Society and shall perform such duties as may be assigned to him by the general membership and/or the Directors.

### **5.03 ELECTION OF THE PRESIDENT/CHAIR**

At the first meeting of the Board of Directors after the Annual General Meeting the Directors shall elect one of their number to be President/Chair of the Society for a two-year term.

### **5.04 ELECTION OF THE VICE-PRESIDENT/CHAIR**

The Directors shall elect one of their number to be a Vice-President/Chair. The Vice-President/Chair shall, at the request of the members and subject to its directions, perform the duties of the President/Chair during the absence, illness, or incapacity of the President/Chair, or during such period as the President/Chair may request. It is an expectation that the Vice President/Chair will be the successor to the President/Chair.

### **5.05 PAST PRESIDENT/CHAIR**

The Past President/Chair shall serve on the Board of Directors until the next Annual General meeting in which a successor to the President/Chair of the Society is elected.

### **5.06 ELECTION OF SECRETARY**

The Directors shall elect the Secretary of the Society to carry out such duties and responsibilities as the Directors may assign. These duties and responsibilities shall include but are not limited to the keeping and preparation of the minutes of all meetings of the Society and the Board of Directors.

### **5.07 ELECTION OF TREASURER**

The Directors shall elect a Treasurer of the Society to carry out such duties and responsibilities as the Directors may assign. These duties and responsibilities shall include but are not limited to the submitting of a financial report at each Annual General Meeting.

## **6. FINANCIAL**

### **6.01 FISCAL YEAR END**

The fiscal year end of the Society shall be the last day of March.

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## **6.02 OUTSIDE AUDIT**

The Board of Directors has the authority to determine whether an outside audit of the financial report is required.

- a. if appointed, the Auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his 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; and
- b. 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 days after the Annual General Meeting in each year, as required by law.

## **6.03 DIRECTOR'S FINANCIAL REPORT**

The directors shall annually present to the members a written report on the financial position of the Society.

The report shall be in the form of:

- a. a balance sheet; and
- b. operating account.

## **6.04 BORROWING**

The borrowing powers of the Society may be exercised by special resolution of the members.

## **7. AMENDMENT**

### **7.01 AMENDMENT**

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. No by-law or amendment to by-laws shall take effect until the Registrar's approval is secured.

## **8. CORPORATE RECORDS**

### **8.01 GENERAL**

The Secretary shall see that all necessary books and records of the Society required by these by-laws or by any applicable statute or law are regularly and properly kept. In addition, the Board of Directors may establish policies for record keeping throughout the governance structure of the Society and for access by members.

### **8.02 FILE WITH REGISTRAR**

- a. the Society shall file with the Registrar, along with an annual statement, a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change; and
- b. the Society shall file with the Registrar's office a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

### **8.03 SEAL OF SOCIETY**

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.



#### **8.04 BOOKS AND RECORDS INSPECTION**

The 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 the Society.

### **9. EXECUTION AND CERTIFICATION OF INSTRUMENTS**

#### **9.01 INSTRUMENTS**

Chair, Vice Chair, Treasurer of the Board and Executive Director or persons authorized by the Board, have authority to sign in the name and on behalf of the Society all instruments in writing. Any instruments in writing signed accordingly shall be binding upon the Society without further authorization or formality. Copies of the by-laws, resolutions of any AGM or Special General Meeting or of the Board of Directors, or other documents issued by the Society, shall, when certified by any one of the above officers under the corporate seal of the Society, be evidence of the validity of such documents. The term "instruments in writing" means all documents, instruments and writings of any kind including, without limit, contracts, documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers and assignments of property (real or immovable, personal or movable), agreements, tenders, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities.

#### **9.02 DELEGATION OF SIGNING AUTHORITY**

Despite any other provision of these by-laws, the Board of Directors may authorize any person or persons to sign any instruments in writing on behalf of the Society for general or specific purposes as determined by the Board of Directors, and may establish policies and executive limitations in respect of this delegation of authority.