

BY-LAWS FOR TESL Nova Scotia Association

Definitions

1. In these by-laws:

(a) "Society" means TESL Nova Scotia Association.

(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 Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.

3. Every member is entitled to attend any members' meeting of the Society.

4. Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.

5. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

6. Membership in the Society shall consist of:

(a) those who support the objectives of the Society,

(b) those whose name and address is written in the Register of Members by the secretary,

(c) those who pay an annual fee in an amount to be determined by the Society, and

(d) those who reside in the geographic area of Nova Scotia.

7. Membership in the Society is not transferable.

8. Membership in the Society shall cease:

(a) upon death, 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, or
- (d) if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

9. 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 approves of it.

10. No funds of the society shall be paid to or be available for the personal benefit of any member.

Members' Meetings

11. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting.

12. A general or special 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 50% of the members.

13. Notice to members is required for general or special meetings. The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members seven (7) days prior to the meeting,
- (c) be given to the members by newsletters, newspapers, television, radio, e-mail, 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.

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

15. At the annual general meeting of the Society 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 the Society,
- (d) the appointment of auditors for the ensuing year, and
- (e) election of directors

16. Quorum shall consist of 50 % of members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

17. (a) If a meeting is convened as per by-law 12(a) or 12(b) 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 winding up the Society.

(b) If a meeting is convened at the request of the members as per by-law 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

18. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

19. Where there is an equality of votes the motion shall be lost.

20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

22. Any member of the society shall be eligible to be elected a director of the Society and a director of the society shall be a member.

23. The number of directors shall be 16 (*not less than 5*). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

24. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two-year terms, with one-half of the directors elected each year.

25. If a director resigns his/her office or ceases to be a member in the Society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

26. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

27. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.

28. The directors may appoint an executive committee and other committees as they see fit.

29. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members

(a) upon nomination, and

(b) if serving as a director, when the possibility of a conflict is realized.

30. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Directors' Meetings

31. The board of directors shall meet no less than 9 times each year.

32. 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,

(b) be given to the directors seven (7) days prior to the meeting,

(c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,

(d) the non-receipt of notice by any director shall not invalidate the proceedings.

(e) Notice can be waived for board meetings with the unanimous approval of the Board.

33. Quorum shall consist of 50 % of the directors. 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.

34. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.

35. At directors' meetings, where there is an equality of votes the motion shall be lost.

Officers

36. There are 16 elected officers and 3 non-voting appointed positions.

37. Elected Officers

a) President

The President shall be the presiding officer of the Association, the Chairperson of the Board, and a member, ex-officio, of all committees appointed by the Board. The President shall have general supervision of all matters and affairs of the Association.

b) Vice-president

The Vice-president shall generally assist the President in his/her duties. In the absence of the President, or in the event that the President is unable to complete his/her term of office, the President's duties shall be performed by the Vice-president.

c) Recording and Corresponding Secretary

The Recording and Corresponding Secretary shall have charge of all archives of the Association, shall prepare or cause to be prepared and preserved a record of all meetings of the Association and the Board. The Recording and Corresponding Secretary shall write and sign general correspondence in the name of the Association when authorized to do so by the Board.

d) Membership Secretary

The Membership Secretary shall process memberships, keep appropriate records, and manage the membership related activities of the Association.

e) Treasurer

The Treasurer shall have the care and custody of all moneys of the Association, and shall deposit the same in such bank as shall be designated by the Board. The Treasurer shall keep, or cause to be kept, a proper set of books of account of the Association, and shall exhibit the same to the Board when required. At the Annual General Meeting the Treasurer shall submit a report of the financial position of the Association which may be subject to audit when requested by the membership.

f) Communications Coordinator

The Communications Coordinator shall have charge of the internal and external communications of TESL Nova Scotia at such times and in such a manner as meets with the approval of the Executive Committee.

g) Members at Large

The Members at Large shall be responsible for carrying out special assignments as called upon by the Board as determined by the needs of the Association for that current year. They may be called upon to act for any other Executive Officer except the President, in the event of that officer's absence or inability to fulfill his/her term of office. The Members at Large shall assume that position until the next Annual General Meeting of the Association, when elections shall be held. There will be up to 10 Members at Large at any given time.

38. Non-Voting Appointed Positions

a) TESL Canada Representative

The Representative to TESL Canada shall represent the interests of the Association at the national level. S/he shall serve as liaison between the two bodies and shall keep the Board informed of all relevant activities at the national level. The TESL Canada representative must attend Board meetings.

b) Publication Editor

The Editor of the Association publication shall have charge of the publishing of the publication of TESL Nova Scotia at such times and in such a manner as meets with the approval of the Board. The Publication Editor is not obliged to attend Board meetings.

c) Webmaster

The webmaster shall have charge of the TESL Nova Scotia website and related digital infrastructure at such times and in such a manner as meets with the approval of the Board. The Webmaster is not obliged to attend Board meetings.

Finance

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

40. 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 showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure in the preceding fiscal year.

41. A copy of the financial report shall be signed by the auditor or by two directors.

42. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

43. An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

44. The Society may only borrow money as approved by a special resolution of the members.

45. 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 the Society.

46. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

47. The Society shall not make loans, guarantee loans or advance funds to any director.