

## **Memorandum OF Association**

The name of the Society is: Nova Scotia League for Equal Opportunities (NSLEO)

On a volunteer and non-profit basis the objectives of the society are:

- To bring together organizations and individuals on issues affecting persons with disabilities.
- To act in matters pertinent to the lives of persons with disabilities.
- To act in an advisory capacity and promote necessary changes both in government and private sectors in areas affecting the lives of persons with disabilities.
- To raise funds to further the objectives of the League.
- To acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property and to use and apply such property to the realization of the objectives of the League.
- To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the League.

Provided that:

- The society shall not carry on any trade, industry, or business;
- All funds shall be used solely for the purposes of the Society and the promotion of its objects;

Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a non-profit organization in Canada having objects similar to those of the society.

The activities of the Society are to be carried on in the Province of Nova Scotia.

The registered office of the Society is 218 Club Road, Hatchet Lake NS B3T 1R2.

## **BY-LAWS FOR NOVA SCOTIA LEAGUE FOR EQUAL OPPORTUNITIES (NSLEO)**

### **Definitions**

1. In these by-laws:
  - (a) "Society" means Nova Scotia League for Equal Opportunities (NSLEO)
  - (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 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. NSLEO is ultimately accountable to the members of NSLEO.
3. Every member is entitled to attend any members' meeting of NSLEO.
4. Every member may vote at any members' meeting of NSLEO after being confirmed as a member by the Board of Directors.
5. Any member of legal age is entitled to hold office within the provisions listed under "Officers".
6. Membership in NSLEO:
  - a) Is open to any persons who reside in the geographic area of Nova Scotia; whose written application is approved in a manner prescribed by the NSLEO Board; who have paid an annual fee as determined from time to time by the NSLEO Board; and whose name and addresses is recorded in the Register of Members.
  - b) Consists of a minimum of five subscribers to the Memorandum of Association and an unlimited number of persons who support the objects of NSLEO, promote its mission, and reflect a diversity of persons with disabilities and other interested persons.
7. Membership in NSLEO is not transferable.
8. Membership in NSLEO shall cease:
  - (a) upon death, or
  - (b) if the member resigns by written notice to NSLEO, 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 NSLEO 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 person's membership in NSLEO 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 NSLEO 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 a majority 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 mail, 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 mail, 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 NSLEO,
  - (d) the appointment of auditors for the ensuing year, and
  - (e) election of directors,
16. Quorum shall consist of 20 persons or 25 percent of members, whichever is less. 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 NSLEO.
  - (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 Chairperson, or in his/her absence, the Vice-Chairperson, 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 on a motion, the Chairperson will cast the deciding vote.

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 not less than 5 and no more than 12 and sixty percent of the directors will be constituted by persons with disabilities. 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 applicants.
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. The directors may engage staff members, and determine their 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 two 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 mail, 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 fifty percent 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 Chair or, in his/her absence, the Vice-Chairperson 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 Chairperson will cast the deciding vote.

### **Officers**

36. The officers shall be elected by the directors and shall be a Chairperson, a Vice-Chairperson, a Treasurer and an Executive Secretary. The offices of Treasurer and Executive Secretary may be combined. The election of the Vice-Chairperson, Treasurer and Executive Secretary will take place after each annual meeting. The Chairperson shall be elected every two years, as will the Council of Canadians with Disabilities (CCD) delegate.
- (a) to qualify for election to the executive, a member must serve for a minimum of one year as a NSLEO Director.
  - (b) the Chairperson must be a person with a disability or a family member of a person with a disability.
  - (c) A Chairperson is eligible for only one two-year term of office; consecutive terms are not permitted.
  - (d) the immediate Past-Chairperson shall serve as a voting member of the Executive and Board of Directors and be entitled to all the privileges of a voting member.
  - (e) After completion of the two year position of Past-Chairperson, the said person shall not be eligible for any term of office for one year.
  - (f) The delegate to CCD shall be elected from the Board of NSLEO for a two (2) year term to coincide with CCD's term of office.
  - (g) The CCD delegate may re-offer for (1 only) two year term.
37. One of the officers shall be the Chair. The Chair shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
38. One of the officers shall be the Vice-Chairperson. The Vice-Chairperson shall perform the duties of the Chair during the absence, illness or incapacity of the Chairperson, or when the Chair may request him/her to do so.
39. One of the officers shall be the Executive Secretary. The Executive Secretary shall:
- (a) have responsibility for the preparation and custody of all books and records including:
    - 1. the minutes of members' meetings,
    - 2. the minutes of directors' meetings,
    - 3. the register of members, and
    - 4. filing the annual requirements with the office of the Registrar, and
  - (b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
  - (c) file with the Registrar:
    - 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
    - 2. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
  - (d) have other duties as assigned by the board.
40. The directors may also appoint a Recording Secretary
- (a) who is responsible for taking minutes of all board and members' meetings, and
  - (b) who need not be a director.
41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of NSLEO, and carry out all other duties as assigned by the board.

42. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the Executive Secretary, or otherwise as prescribed by resolution of the Board of Directors.

### **Finance**

43. The fiscal year end of NSLEO shall be the last day of March.
44. 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.
45. A copy of the financial report shall be signed by the auditor or by two directors.
46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
47. An auditor of NSLEO 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.
48. NSLEO may only borrow money as approved by a special resolution of the members.
49. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of NSLEO with one week's notice. All other books and records of NSLEO may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of NSLEO.
50. 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.
51. NSLEO shall not make loans, guarantee loans or advance funds to any director.