

SCHEDULE B

BY-LAWS (15 June 2022)

HALIFAX & REGION MILITARY FAMILY RESOURCE CENTRE

ARTICLE 1 – Halifax & Region Military Family Resource Centre

1.1 The name of the Society is the Halifax & Region Military Family Resource Centre.

ARTICLE 2 – Location of the Centre

2.1 The Halifax & Region Military Family Resource Centre, hereinafter referred to as the H&R MFRC, is located in the Piers Community Centre in Windsor Park, Halifax, NS and the Hampton Gray Memorial Building in 12 Wing Shearwater, Shearwater, NS. A satellite office is located in Sydney, NS.

ARTICLE 3 – Purpose of the Society

3.1 The purpose of the Society is to strive to improve the quality of life of all military members, medically released veterans, and their families living in the MARLANT and surrounding area through listening, developing and providing meaningful and relevant Programs.

ARTICLE 4 - Definitions

4.1 In the Memorandum of Association and these by-laws of the Society, the following definitions will apply:

- a. "Annual General Meeting" means the annual general meeting of the members of the Society;
- b. "Board" means the Board of Directors, the individuals who form the governing body responsible for the Society;
- c. "Board Member(s)" means a person or persons serving on the Board of Directors;
- d. "CAF" means Canadian Armed Forces;
- e. "CAF Community" includes all CAF personnel, including medically released veterans, and their families as outlined in Article 5;
- f. "Ex-Officio" means by virtue of their position. Ex-Officio does not imply voting status;

- g. "Executive Director" means the staff member with the central responsibility for the day to day administrative and operational functions of the H&R MFRC and who is an employee of the Board;
- h. "Family Member" means:
 - i. in the context of use of services provided, whoever the member identifies as their family; and/or
 - ii. in the context of eligibility to serve on the Board, family member means the Partner of a military member, parent of a single serving member, or Partner of a medically released veteran;
- i. "H&R" means Halifax and Region;
- j. "MARLANT" means Maritime Forces Atlantic Formation;
- k. "Partner" means by marriage, registered domestic partnership, or common law by virtue of cohabitating for no less than one year;
- l. "Program(s)" means a community based support offered by the H&R MFRC;
- m. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- n. "Regular Board Meeting" means a meeting occurring as scheduled by the Board to transact regular business where the general public cannot vote;
- o. "Society" means the Halifax & Region Military Family Resource Centre;
- p. "Special Board Meeting" means a meeting that is called by the Board for urgent business that cannot wait until the next regular meeting;
- q. "Special Meeting" means a meeting of the membership that cannot wait until the next Annual General Meeting;
- r. "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.

ARTICLE 5 - Membership

5.1 Eligibility – Membership in the Society will consist of:

- a. the minimum of 5 subscribers to the Memorandum of Association;
- b. CAF members and their families;
- c. Medically released veterans and their families; and
- d. DND civilian personnel on deployment and their families.

And the Programs and services offered by the H&R MFRC will be available to the members of the Society.

5.2 **Membership Fees** – There are no membership fees. There may be fees applicable to individual Programs or services.

5.3 **Voting** – All members of the Society over the age of nineteen (19) are eligible to vote at any members' meeting of the Society.

5.4 **Liability of Users** – Any persons eligible to use or whom use the H&R MFRC will not, as such, be held answerable or responsible for any act, default, obligation, or liability of the Board, Staff or for any claim, payment, loss, expiry, transaction, or situation relating to the Board or the staff of the H&R MFRC.

5.5 **Transferability** – Membership in the Society is not transferable.

Termination – Membership in the Society will cease:

- a. upon death;
- b. if a member ceases to qualify for membership in accordance with these by-laws; or
- c. if, by a vote of a 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.

ARTICLE 6 – Meetings

6.1 The following terms apply to all meetings:

- a. **Calling of Meetings** – A general or Special Meeting of the members or the Board may be held at any time and will be called:
 - i. if requested by the Chair;
 - ii. if requested by a majority of the directors; or
 - iii. if requested in writing by 10 members of the Society.

- b. **Acceptance of Decision** – Every question submitted to any meeting will be decided by a 66% majority vote. Whether a show of hands or secret ballot is required as evidence will be decided upon by the Chairperson. Any attendee with voting rights can propose the use of secret ballots. Each person eligible to vote will have one vote. At any meeting, unless a poll is requested, a declaration by the Chairperson that a resolution has been carried or lost by a particular majority and an entry to that effect in the minutes of the meeting will be conclusive evidence of that fact.
- c. **Chairperson** – The Chairperson of the Board will act as the Chairperson for all meetings. If unable to fulfill this task, the Vice-Chairperson will conduct the meeting. In the absence of the Chairperson and the Vice-Chairperson, the members entitled to vote will choose another member of the Board to act as Chairperson. If all Board members present are unable to accept the task, then the members entitled to vote will choose one of the members to be the Chairperson.
- d. **Quorum** – A quorum for the transaction of business at Annual General Meetings or Special Meetings will consist of not less than nine (9) voting members of the Board; and
 - i. if quorum is not present within one half hour of the time appointed for the meeting, it will be adjourned to such time and place as the majority of the members present will decide;
 - ii. notice of the new meeting will be given at this meeting; and
 - iii. at the rescheduled meeting, the members present will constitute quorum if the purpose is to wind up the society.
- e. **Proxy Voting** – Any Board Member may vote by proxy at any meeting of the Board. Any Board Member may hold the proxy of another Board Member who is not able to attend a Board meeting, provided that the proxy is designated in writing to the Chair in advance of the meeting. No Board Member will hold more than one proxy vote per meeting.

- f. **Rules of Order** – All meetings including General, Special, Board, Executive and Committee Meeting will follow Roberts Rules of Order to ensure that business is conducted in an organized and professional fashion.

6.2 **Annual General Meeting** – The Board will call an in person Annual General Meeting. The place, date, and time of the meeting will be determined by the Board but will be held within 90 days of the end of the previous fiscal year, and no later than July. The Annual General Meeting has as its principal purposes:

- a. reviewing and approving the minutes of the previous Annual General Meeting;
- b. hearing and receiving of the reports and statements on the financial management and committees of the Society;
- c. election of members to the Board of Directors;
- d. appointing of an auditor to audit accounts of the Society. The auditor appointed will hold office until the next Annual General Meeting. In the case of the auditor resigning, the Board may appoint an interim auditor until the next Annual General Meeting; and
- e. transaction of any other business properly brought before the meeting.

6.3 **Notice of Annual General Meeting** – Notice of the time, place and date of the Annual General Meeting and the general nature of the business to be transacted will be given to the members by mail, newsletter, newspaper, television, radio, e-mail, telephone, fax or other electronic means at least thirty (30) calendar days in advance.

6.4 **Special Meetings** – The Board, at any time, may call a Special Meeting of the Society for the transaction of any business of concerns, the general nature of which is specified in the notice of calling the meeting.

6.5 **Notice of Special Meetings** – Notice of the time, place and date of the meeting for the Society and the general nature of the business to be transacted will be given to the members by mail, newsletter, newspaper, television, radio, e-mail, telephone, fax and/or other electronic means at least seven (7) calendar days in advance.

Non-Receipt of Notice – The non-receipt of notice by any member for any meeting will not invalidate the proceedings.

ARTICLE 7 – Board Composition

- 7.1 The Board of Directors will be a volunteer board of no less than nine (9) voting directors and no more than nineteen (19) total directors responsible to the H&R CAF Community for the overall governance of the Society.
- 7.2 Any person over the age of nineteen (19) who is a member of the H&R CAF Community at large will be eligible to hold office on the Board unless the person is a staff member of the H&R MFRC.
- 7.3 The Board will consist of at least fifty-one (51%) Family Members.
- 7.4 Given the unique needs of the H&R CAF Community, the Base Chief Petty Officer, Wing Chief Warrant Officer for 12 Wing Shearwater, 5th Division Chief Warrant Officer and the Fleet Chief Petty Officer, will be voting ex-officio Directors of the Board.
- 7.5 The MARLANT Chief Petty Officer may be a non-voting ex-officio member of the Board.
- 7.6 The Base Commander may appoint an Officer of Primary Interest (OPI) as a non-voting ex-officio member of the Board.
- 7.7 The Board may include one voting member from the veteran community at large.
- 7.8 The Board may also include one voting member from the community at large.
- 7.9 The Executive Director of the H&R MFRC will be a non-voting member of the Board.
- 7.10 Effort should be made to ensure diverse representation in the composition of the Board, including, but not limited to:
- a. partner of currently serving CAF Member;
 - b. partner of Medically-Released Veteran;
 - c. parent of single serving CAF Member;
 - d. representation from all elements of the CAF; and
 - e. parent of a child(ren) enrolled in one of the H&R MFRC licensed child care centres.

ARTICLE 8 – Responsibilities of the Board

- 8.1 Responsibilities of the Board will include, but are not limited to, the following:
- a. Ensure the goals of the Society are attained as outlined in the H&R MFRC Strategic Plan;
 - b. Hire, supervise, and evaluate annually the performance of the Executive Director;

- c. Ensure that the social and community needs of the H&R CAF Community are identified, addressed and appropriately prioritized;
- d. Review and approve the annual operating and capital budget;
- e. Monitor the budget through review of the financial statements;
- f. Ensure responsible expenditures of all funds held by the Society;
- g. Ensure that operational reports and audited financial statements are available annually for the information of the members and forwarded as information to the Base Commander;
- h. Initiate, as required, trust agreements with a trust company for the purpose of creating a trust fund in which capital and interest will be available for use in the Center's operation; and
- i. Ensure that liability insurance coverage has been obtained for all Board Members, staff members and volunteers.

ARTICLE 9 – Election of Board Members

9.1 **Election of Board Members** – Board members will be elected by the members at the Annual General Meeting.

9.2 **Slate of Officers** – The slate of officers will be put forward by the Recruiting Committee. There will be no nominations entertained that have not been previously considered by this committee.

9.3 **Conflict of Interest** – Directors who have or could reasonably be perceived to have a conflict of interest have a duty to declare the conflict. The declaration should be made to the members upon nomination or, if serving as director, when the possibility of a conflict is realized. A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision making on the matters pertaining to that perceived conflict. The withdrawal will be noted in the minutes.

9.4 **Term of office** – Directors will be elected for a two-year term. Retiring Directors will be eligible to offer re-election.

9.5 **Change in Eligibility** – Should a director no longer meet the requirements as outlined in Article 7, the Board may decide to allow the director to remain until the next AGM.

9.6 **Vacancies** – If the terms of Board Composition, as outlined in Article 7 herein, are not met then the position will be filled by co-opting to ensure those terms are met.

9.7 **Co-opting New Board Members** – The Board of Directors may co-opt a new director to the Board when deemed appropriate until such time as they can be elected at the next Annual General Meeting.

9.8 **Removal of Board Members** – At a meeting of the Board, and through a resolution, the voting attendees will remove any Board Member, only by a vote of at least 75% of the votes cast in favour of removal, before the expiration of their term of office. Failure to attend three Board meetings, without sufficient reason accepted by the Board, will be cause for the Board to propose the removal of the Board member in question. Compensatory activity on Board committees or other Board functions should be considered when determining whether to remove a Board Member.

9.9 **Remuneration** – The members of the Board of Directors will serve without remuneration but may be reimbursed for reasonable expenses incurred for Board work. Approval for these expenses must be given by the Chairperson and the Treasurer.

9.10 **Meetings** – Meetings of the Board and of the Executive Committee (as outlined in Article 10) will be held a minimum of 9 times per year except as otherwise agreed to by the Board. Notice specifying the date, time and place for such meetings will be delivered by email to each applicable member of the Board at least two (2) business days before the meeting or will be mailed to the applicable member not less than seven (7) business days before the meeting is to take place. Voting Board members will receive a reminder of their right to use a proxy in advance of any Board meeting. The non-receipt of notice by any Director will not invalidate the proceedings. Notice can be waived for Board meetings with the unanimous approval of the Board.

9.11 **Quorum** – A quorum for the transaction of business at Board meetings will consist of not less than fifty (50%) plus one of the elected members of the Board, including their proxy votes.

9.12 **Voting** – Questions arising at any Board meeting will ordinarily be decided by the majority of the votes cast and in the case of an equality of votes, the Chairperson will have the deciding vote. The Chairperson does not normally have a vote.

ARTICLE 10 – Executive Committee

10.1 The Executive Board Members will be the officers of the Society, and will include a Chairperson, Vice-Chairperson, Advisor to the Chair, Secretary, and Treasurer. These Executive Board Members will normally be elected to their positions at the Annual General Meeting. The Executive Board Members, with the addition of the Executive Director, will form the Executive Committee. The Executive Committee will exercise such powers as are authorized by the Board of Directors and serve as a permanent Standing Committee.

10.2 The duties of the Executive Members are as follows:

a. The Chairperson will:

- i. when present, preside at all meetings (Annual General, Special, Board, Executive);
- ii. cast a vote only in the case of a tie;
- iii. supervise the affairs and operations of the Board;
- iv. confirm that all orders and resolutions of the Board are carried into effect;
- v. sign contracts and other documents which require a signature in conjunction with the Secretary, Treasurer, or Executive Director's signing of the document, as the situation warrants; and
- vi. have other duties and powers from time to time as assigned by the Board;

b. The Vice-Chairperson will:

- i. in the absence of the Chairperson, perform the duties of the Chairperson and other duties as assigned from time to time by the Board; and
- ii. in the event that the Chairperson is required to resign from their duties, the Vice-Chairperson will assume this duty;

c. The Advisor to the Chair will:

- i. support the Chairperson in the performance of their duties;
- ii. provide historical continuity about the Board's activities; and

- iii. may have other duties and powers from time to time as assigned by the Board;
- d. The Treasurer will:
- i. be responsible for the care and custody for all funds and securities of the Society;
 - ii. keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Society in such chartered bank, as designated by the Board;
 - iii. ensure deposit of all monies, securities and other valuable effects in the name and credit of the Society in such chartered as designated by the Board;
 - iv. present financial statements to the Board and Executive monthly and upon request at other times;
 - v. submit yearly financial statements for review by the attendees at the Annual General Meeting;
 - vi. sign financial documents in conjunction with the Chairperson, Secretary, or Executive Director as the situation warrants. If the Treasurer is not available the Executive Director and any two other members of the Executive Committee can sign applicable documentation; and
 - vii. preference for this position should be provided to a Board member that has a background in finance, either professional experience or equivalent education;
- e. The Secretary will:
- i. when present, record all motions of General, Board and Executive Committee proceedings and meetings and distribute these to the appropriate individuals for approval at the subsequent meeting;
 - ii. provide notice of all meetings to the appropriate individuals;
 - iii. be responsible for all books, documents, records, and correspondence belonging to the Board;
 - iv. file with the Registrar:
 - v. within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election;

- vi. a copy of every Special Resolution within fourteen (14) days after the resolution is passed; and
- vii. perform other duties from time to time as prescribed by the Board or Executive Committee or incident to their office.

10.3 Quorum for the Executive Committee Meetings: The presence of four of the six members of the Executive Committee is required for a quorum. No business may be decided upon by the Executive Committee except at a meeting with a quorum.

10.4 Powers: During the intervals between meetings of the Board, the Executive Committee has the authority to exercise all powers of the Board, unless specified otherwise by the Board, in the management of the H&R MFRC.

ARTICLE 11 – Committees

11.1 The Board may, as the need arises, constitute standing and Ad Hoc committees to investigate, plan, or conduct activities on a particular matter.

11.2 Each committee will be comprised of at least one (1) Board member who serves as committee chair, and volunteers from various groups such as other Board Members, including those from the CAF, H&R MFRC staff, the civilian Partners and other members of the military family community.

11.3 The Board will elect the Chairperson of each committee.

ARTICLE 12 – Executive Director

12.1 The Board will hire an Executive Director to carry out the day-to-day management and administration of the society, and other duties that will from time to time be prescribed by the Board.

12.2 Duties of the Executive Director will be contained in the Terms of Reference approved by the Board.

12.3 The Executive Director will attend Annual General, Special, Board, and Committee Meetings, as required by the Board or Committee; and

12.4 The point of contact for the Executive Director will be the Chairperson.

ARTICLE 13 – Financial Management

13.1 The fiscal year for the Society will be April 1 to March 31.

13.2 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the H&R MFRC by the Executive Director and any two of the following: Chairperson, Vice-Chairperson, Treasurer, or Secretary. Signing authority may also be granted to no more than five (5) staff members, including Business Manager and Program Manager, as designated by Executive Director. Exceptions to this are as follows:

- a. the Executive Director has signing authority for expenditure of funds totaling less than \$1000 per incident outside of the approved total budget;
- b. the Executive or Deputy Director, Business Manager, or Program Manager plus one designated staff member can sign for staff pay cheques except that of the Executive Director; and
- c. one signing officer of the Board of Directors and a staff designate must sign for any cheque payable to the Executive Director.

13.3 The Directors will present to the members a written report on the financial position of the Society at the Annual General Meeting. The report will include: a balance sheet showing its assets, liabilities and equity; and

- a. a statement of its income and expenditure in the preceding fiscal year.
- b. a copy of the financial report will be filed with the Registrar within fourteen (14) days after presentation at the Annual General Meeting, and will be signed by the auditor, or if there is no auditor, by two directors.

13.4 Any member may inspect the books and records of the Society at any reasonable time within two (2) business days prior to the Annual General Meeting and thereafter at the registered office of the Society.

13.5 The borrowing powers of the Society may be exercised by Special Resolution of the members.

ARTICLE 14 – Auditors

14.1 The voting members at each Annual General Meeting will appoint an auditor to audit the accounts of the Society. This auditor will hold office until the next Annual General Meeting. If the office of auditor becomes vacant before the term is complete, the vacancy will be filled by an appointment made by the Board. The Board will fix the remuneration of the auditor.

ARTICLE 15 – Indemnity

15.1 Every Board member, officer, staff or volunteer member of the Society and their heirs, executors and administrators, and estate and effects, respectively, will at all times be indemnified and saved harmless out of the funds of the H&R MFRC, from and against:

- a. all costs, charges and expenses whatsoever which the Board, officer, staff or volunteer sustains or incurs in or about any action, or proceedings which are brought, commenced, or prosecuted against him / her for or in respect any act, deed, matter or thing whatsoever made, done or permitted by him / her in or about the execution of the duties of his office; and
- b. all other costs, charges, and expenses which he / she sustains or incurs in or about or in relation to the affair thereof, except the costs, charges or expense occasioned by his / her own willful neglect or default;

Provided that the Board member, officer, staff or volunteer member acted honestly and in good faith with a view to the best interests of the Society, and in the case of a criminal or administrative act or proceeding enforced by a monetary penalty, they had reasonable grounds for believing their conduct was lawful. The member seeking indemnification must give the Society prompt written notice of any such claim, lawsuit or action, and cooperate in a reasonable manner with the Society and its agents in defence of the claim, lawsuit or action.

ARTICLE 16 – Protection of the Board, Staff and Volunteers

16.1 Provided that any loss, damage or expense does not result from wilful neglect or default, no member of the Board, officer, staff, or volunteer of the H&R MFRC will be liable for:

- a. the acts, receipts or defaults of any other Board member, staff or volunteer;
- b. joining in any receipts or act of conformity;
- c. any loss, damage to expense happening to the H&R MFRC insufficiently of security towards money of the H&R MFRC;
- d. loss or damage to funds arising from bankruptcy, insolvency or factious act of any person or firm with whom monies or effects were deposited; and
- e. for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust in relation thereto unless the

same will happen by or through his / her own wrongful and willful act or through his / her own wrongful and willful neglect or default.

16.2 Release of information to the public concerning any aspect of the operations or business of the H&R MFRC must be authorized by the Executive Director or the Chairperson of the Board.

ARTICLE 17 – Seal of the Society

17.1 The seal of the Society will be in the custody of the Executive Director and may be affixed to any document as required upon approval of the Secretary and one other signing authority.

ARTICLE 18 – Amendments

18.1 Subject to approval by the Registrar, amendments to the by-laws may be made in accordance with the following:

- a. notice of proposed amendments, additions, or deletions will be presented to the Secretary not less than thirty calendar days prior to the date of the Annual General Meeting or Special Meeting called for that purpose after a resolution was passed by the Board;
- b. copies of the changes will be made public at least fourteen calendar (14) days before the meeting at which time they will be voted upon to enable the membership community to be informed of the proposals; and
- c. a Special Resolution of the members is required for the changes to be adopted.

ARTICLE 19 – Miscellaneous

19.1 Masculine includes the feminine and vice-versa and the singular will include the plural.

Effective Date:

This By-Law will come into force following the Annual General Meeting on June 12, 2019, following the approval of the members by special resolution, and subsequent approval by the Registrar and filing at the Registry of Joint Stock Companies.