

North Woodside Community Association

Mission Statement

The North Woodside Community Association is a volunteer-led, non-profit organization that exists to serve the residents of North Woodside and the surrounding community.

The mission of the North Woodside Community Association is to aid in focusing the energy and skills of citizens in building a stronger community in which to live, work, and play.

Specifically the Association focuses on:

1. Providing a meeting place for people to discuss and take action on issues of common concern and interest.
2. Encouraging the development of social, recreational, and educational opportunities.
3. Hosting special events that promote meaningful interaction among residents.

The Association will express, in its actions, its commitment to community accountability, fiscal responsibility, accessibility and diversity.

North Woodside Community Association

Memorandum of Association

(As registered under the Societies Act of Nova Scotia)

- 1. The name of the Society is: The North Woodside Community Association*
- 2. The purposes of the Society are:*
 - a. To ensure that a facility is available to serve the recreational and social needs of the residents of the North Woodside Community.
 - b. To communicate with and liaise between the general public and the various levels of government and their agencies about the provision for recreational and social opportunities in response to public demand.
 - c. To acquire by way of grant, gift, purchase, bequest, devise, or otherwise real and personal property to realize the goals of the Society.
 - d. 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 goals of the Society.

Provided that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretion of the Society shall be used solely for the purposes of the Society and the promotion of its purposes.

If for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Dartmouth, Nova Scotia, having purposes similar to those of the Society.

- 3. The activities of the Society are to be carried on at North Woodside Community Centre, 230 Pleasant St., Dartmouth, Nova Scotia. B2Y 3R8*
- 4. The registered office of the Society is at 230 Pleasant Street, Dartmouth, Nova Scotia, B2Y 3R8*
- 5. The Registered Charitable Tax Number under the Federal Income Tax Act is 1036854~56*

North Woodside Community Association

Society By-Laws

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - a. "Society," means the North Woodside Community Association.
 - b. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c. "Special Resolution" means an amendment to the bylaws that occurs at AGMs passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person, at an annual general meeting of which a 30 day notice specifying the intention to propose the resolutions as a special resolution has been duly given.

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 others, shall be members of the Society, and their names shall be entered in their Register of Members accordingly.
3. For the purposes of registration, the numbers of members of the Society is unlimited.
4. The following shall be admitted to membership in the Society:
 - a. Must fill out an application for membership which includes name, address, phone number, and email address.
 - b. Must be 19 years of age or older.
 - c. Must pay a \$5.00 membership fee due yearly.
 - d. Must live within HRM.
5. Every member of the Society shall be entitled to attend and participate in the annual general meeting of the Society, and if of the age of majority, to hold any office.
6. Membership in the Society shall not be transferable.
7. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society he or she resigns his or her membership or if he or she ceases to qualify for membership in accordance with these by-laws.

Fiscal Year

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

General Meetings

9. a. The annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;

b. An extraordinary general meeting of the Society may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five percent (25%) in number of the members of the Society

10. Seven (7) days notice of an annual general meeting, specifying the place, day, and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and posted in public view at the North Woodside Community Centre. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. Any member of the Society, within seven (7) days of receipt of notice of the meeting may contact the Chairperson to add an agenda item.

11. 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 and committees;
- c. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- d. Election of the approved directors for the ensuing year;* please see board membership policy.
- e. Special Business
- f. Adjournment

All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

12. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist fifty (50%) plus one member of the Board.

13. If within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved and rescheduled.

14. a. The Chairperson of the Society shall preside as Chairperson at every meeting and annual general meeting of the Society.

b. If there is no Chairperson or if at any meeting he or she is not present at the time of the holding of the same, the Vice-Chairperson shall preside as Chairperson;

c. If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the time of the holding of the same, the members present shall choose someone of their number to be Chairperson for that meeting.

15. The Chairperson shall have a vote at each meeting. In event of an equality of votes, the negative shall prevail.

16. The Chairperson may, with the consent of the membership of the meeting, adjourn any meeting from time-to-time and from place-to-place, any business left unfinished at the meeting from which the adjournment took place that unfinished business must be tabled to the next meeting.

17. At any board meeting or annual general meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact.

18. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society.

Board Meetings

19. Meetings of the Board of Directors shall be held at least ten (10) times a year and shall be called by the Secretary. A meeting of the directors may be held at the close of every annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any directors shall not invalidate the proceedings at any meeting of the Board of Directors.

20. The Executive of the Board will meet prior to each meeting to set the agenda. Any person may request to speak on an agenda item at a regular meeting of the Board of Directors by contacting the Chairperson at least seven (7) days prior to the meeting. The Chairperson has the discretion to set a time and place on the agenda.

Vote of Members

21. a. Every member of the board shall have one vote and no more. No proxy voting.

b. The full-time tenants of the North Woodside Community Centre may name one person as a voting representative at the annual general meeting. The representative shall declare themselves in a conflict of interest, or the Chair shall request that the representative declare a conflict, and recuse themselves, should issues pertaining to full-time tenant matters (including but not limited to rent and renovations) arise.

c. A Board member who is affiliated with an organization that is a regular booking must declare a conflict of interest when matters concerning said organization or matters concerning regular bookings come to a vote and then that member must refrain from discussion and vote.

Board of Directors

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five (5) or more than twelve (12). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

23. Any member of the Society shall be eligible to be elected a director of the Society if of the age of 19.

24. Directors shall be elected by the members at the annual general meeting of the Society. The Board of Directors may appoint interim Directors as needed between annual general meetings to fill vacancies on the Board. A board member must be a member of the NWCC; must be 19 years of age; must be a resident of HRM; and must fill out a director's application. The application must be received, the references checked, and the Board must approve all new applications.

25. Application for new directors can be accepted at the AGM, and the process of reviewing the applications and checking references will be completed within 30 days. At this time, applications will be reviewed and nominations of approved new members will take place.

26. At the first annual general meeting of the Society and at every succeeding annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.

27. At each annual general meeting at least 2/3 of the Board positions will be retained from the preceding Board, and 1/3 of the Board positions will be available to new members.

28. In the event that a director resigns his or her office or ceases to be a member in the Society, whereupon his or her office as director shall ipso facto be vacated.

29. The Society may by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead.

a. The Society may remove any elected Director before the expiration of their period of office if such director is absent for more than three (3) of the (10) regularly scheduled meetings per year. All directors are required to send regrets when not able to attend a meeting. A Director may apply for an extended leave of absence.

b. Grounds for removal from the Board would include missing or not participating in three (3) Society planned events per year, without cause.

c. Inappropriate behaviour of a Board member as determined by a decision of the Board.

d. Returning Board Members who have been absent for more than one (1) full term must go through the Board application process.

The vacancy created by resignation or removal may be filled for the unexpired portion of the term by the Board of Directors from among the numbers of the Society.

30. The following shall be appointed as Ex-officio members of the Board of Directors:

- a. A representative of the Halifax Regional Municipality Community Development Department, or department designated by Halifax Regional Municipality.
- b. The municipal councillor for the North Woodside area

The following may be invited to participate as Ex-officio members of the Board of Directors:

- a. The Centre Manager of the NWCC
- b. A representative from any organization that rents space from the Association and displays an interest in promoting and maintaining the Centre as per its Mission Statement.
- c. Past Directors may also be ex-officio members at the discretion of the Board.

Ex-officio members are non-voting members of the Board of Directors.

Authority of Directors

31. The management of the activities of the Society shall be vested in the directors who, in addition to the responsibilities and authorities of these by-laws or otherwise expressly conferred upon them, may exercise such powers and do such acts as may be exercised or done by the majority consent of the Society.

Officers

32. The Officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. These officers shall be known as the Executive of the Board. In the event of a tie vote at a meeting of the Executive, the motion shall be considered defeated and the issue must be returned to the board for further discussion. Individuals wishing to stand for an Officer position must serve on the Board for at least one(1) year prior to their appointment.

33. At the first meeting of the Board of Directors after the Annual Meeting they shall elect one of their number to be the Chairperson of the Society. The Chairperson shall oversee by direction such duties as may be assigned by the Board of Directors.

Refer to Appendix B for role descriptions of the Officers for the Board and for Board Members.

Financial

35. The Society shall file with the Registrar of Joint Stocks its annual financial statement, a list of the Board of Directors, including their addresses, occupations and dates of appointment. If there is a change in the Board of Directors the Registrar is to be notified within fourteen (14) days of the change.

36. The Society shall file with the Registrar of Joint Stocks a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

37. The books and records may be inspected by any members at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Society.

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

Audit of Accounts

39. The Treasurer must present a financial statement at the annual general meeting. The report must include a balance sheet showing the particulars of the Society's assets and liabilities and a statement of income and expenditure for the most recent fiscal year.

40. The Board of Directors or the membership at a general meeting, may request, at any time, an independent audit of accounts. Such a report shall include a balance sheet showing the particulars of the Society's assets and liabilities and a statement of income and expenditure for the most recent fiscal year.

41. The Society must file a financial statement, audited or unaudited, signed on behalf of the Board by at least two Directors, with the Registrar within fourteen days after the annual general meeting in each year as required by law.

42. The auditor of the Society shall be appointed by the Executive members of the Board of Directors at the June meeting .

43. The auditors shall make a written report to the members upon the balance sheet and operating account, in the written account he or she will state clearly in his or her opinion, that the balance sheet is a full and fair representation, and exhibits a correct and true view of the Society's business.

Miscellaneous

44. The Society has power to repeal or amend any of these by-laws by a special resolution passed at an annual general meeting or an extraordinary general meeting of the members of the Society.

45. 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.

46. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary and must be maintained in the NWCC office.

47. The borrowing powers of the Society may be exercised by a resolution approved by two-thirds majority of the Board of Directors.

48. "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.

Appendix A

North Woodside Boundaries: The North Woodside area, for the purposes of the Association, is bounded on the east of Portland Street, on the west by Halifax Harbour, on the north by Old Ferry Road, and on the south by the Circumferential highway.

Appendix B

At the first meeting of the Board of Directors after the Annual Meeting they shall elect one of their number to be the Chairperson of the Society. The Chairperson shall oversee by direction such duties as may be assigned by the Board of Directors.

Board Member's Role and Responsibilities

Authority

The Board, as a whole, has authority to make all decisions for the Association except where it has expressly delegated responsibility to the Office Coordinator or Committees. Individual board members have no decision-making authority.

Accountability

The Board is accountable to the community and will endeavor to report to the community and membership on a regular basis on its activities, governing processes and structures and stewardship of resources.

The Board is also responsible to Halifax Regional Municipality, as owner of the building, used for the North Woodside Community Centre, for proper, maintenance and upkeep and use.

Board Member's Responsibilities

Each Board Member is responsible for:

- Understanding the Association's Mission.
- Being aware of issues and trends affecting the community
- Ensuring that the Association's legal and financial affairs are in order at all times
- Understanding the financial implications of Board decisions
- Understanding and applying the current governing policies as contained in the Board Member's Manual
- Keeping Board discussions confidential
- Attending and participating in Board meetings or notifying the Chair or Secretary in the event one is unable to attend
- Participating on at least one Operational or Board Committee if applicable
- Representing the Board and the Association in the community
- Participating in special community events organized by the Association
- Hiring and evaluating the chief administrative staff person
- Other duties decided by the Board of Directors

Evaluation

Individual board member effectiveness will be assessed (self –assessment or peer assessment) on the carrying out of the above responsibilities. The Board as a whole will be evaluated on the realization of the mission of the Association as reflected in its annual objectives.

Qualifications and Skills

The principal qualifications for the position of are an interest in the welfare of the community and an appreciation of the role of the Association.

It is expected that Board members will bring a range of skills with them, skills acquired through formal education, and work experience gained in the home, through their volunteer activities or otherwise obtained.

Board members are expected to upgrade their qualifications and skills through participation in community events and further training.

Term of Office

Board members are elected annually. Individuals serve on a year to year basis although it is expected that individuals will make a commitment to serve for three years.

Board Meetings

Board meetings are held at least ten times a year or more often if required. Meetings are usually held on weeknights in the evening. The Board does not usually meet during the summer.

Board Officers Roles and Responsibilities

Chairperson

The Chair of the Board is responsible for the integrity of Board processes including the effectiveness of meetings and the Board's adherence to its own rules.

Vice Chair-Person

The Vice-Chair of the Board is responsible, in the absence of the Chair, for the integrity of Board processes, including the effectiveness of meetings and the board's adherence to its own rules.

Secretary

The Secretary is responsible for the integrity of board documents including the taking of minutes, the recording of board policies, board correspondence and submission of legal documents.

Treasurer

The Treasurer, with the advice of the auditors, is responsible for ensuring that the Board understands the financial affairs and resources of the organization, particularly as they affect Board decisions. The Treasurer's role does not add or reduce the accountability of the Centre Manager or Operational Committees for adherence to budget.

Executive Committee

The role of the Executive Committee shall be to ensure the effectiveness of the Board as a whole particularly with respect to the Board's work in developing overall policies sufficient to guide its own activities and those of staff. It shall not, except where authority is expressly delegated to it by the Board, make decisions in lieu of the Board. The Executive Committee may, at any time, add to its number, other board members who have special responsibility for particular Association activities.