

**BY-LAWS of
Virtues Connection Nova Scotia**

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - a) “Society” means Virtues Connection 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) Virtues Connection meeting means a meeting of the members for the purpose of information sharing, training and development, and networking. Non-members are welcome to attend Virtues Connection meetings.
 - e) Board meeting means a meeting of the Board of Directors.
 - f) General meeting means a meeting of the members of the Society, according to the Society registry.

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 other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society: any individual residing in Nova Scotia who upholds the objects of the Society, has reached the age of 16, and contributes to the support of the Society an amount to be determined at the General Meeting.

7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any individual shall constitute an admission to membership in the Society.

8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, s/he resigns his membership, or if s/he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from January 01 to December 31.

10. (a) The ordinary or 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 Chair or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least five members of the Society.

11. Seven days' notice of a 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 by email. Members who do not have an email address will be matched with a member who does, and must take responsibility to secure notices from that person. Any notice shall be deemed to have been given by e-mail when transmitted. A record of transmission shall be sufficient to prove that notice was properly sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

12. At each ordinary or annual 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, including balance sheet and operating statement and the report of the auditors thereon;
- d) Election of directors for the ensuing year;
- e) Election of officers;
- f) Appointment of Auditors.

All other business transacted at an ordinary or 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.

13. 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 of five members.

14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

15. (a) The chair of each general meeting of the Society shall be appointed from those present at the previous meeting ;

(b) If there is no Chair or if at any meeting he is not present at the time of holding the same, a present member at the meeting may be appointed by those present.

16. The Chair shall vote and in the event of a tie the motion is considered defeated.

17. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

19. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Every member who has reached the age of 16 shall have one vote and no more.

DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall be no more than 10 and no less than four.

22. Any member of the Society who has reached the age of 16 shall be eligible to be elected a director of the Society.

23. Directors shall be elected by members at each ordinary or annual general meeting of the Society.

24. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or 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 and retiring directors shall be eligible for re-election.

25. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the un-expired portion of the term by the Board of Directors from among the members of the Society.

26. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

27. 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 Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

28. No business shall be transacted at any meeting of the Board of Directors unless a majority of the directors are present at the commencement of such business.

29. The Chair position shall rotate among the members of the Board, being decided at each preceding board meeting. In the absence of the pre-appointed Chair, any director appointed from among those directors present shall preside as Chair at meetings of the Board.

POWERS OF DIRECTORS

30. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a coordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

OFFICERS

31. The officers of the Society shall be the designated signing authorities of the Society. The Board of Directors has the authority to set alternate and/or additional signing authorities if necessary.

32. The Board of Directors may from time to time appoint, with a consensus vote, one of their number to act in the capacity of Chairperson of the Society for the purposes of

representing the Society for a defined period of time. The Board of Directors has the authority to assign to the Chairperson specific duties and delegate responsibility for the oversight of special activities on behalf of the Society.

33. The Board of Directors shall appoint a member of the Board to act in the capacity of Secretary for the Association. The duties of the Secretary shall be to forward notices for meetings, maintain the data base of the Association, and act as the official office for the Registry of Joint Stock. General secretarial responsibilities for recording meetings at General or Board of Directors meetings shall be assigned to a member present at the preceding meeting for the upcoming meeting.

34. The Board of Directors shall appoint a member of the Board to act in the capacity of Treasurer for the Association. The duties of the Treasurer shall generally, include the making of all deposits, issuing of all checks, maintaining of all receipts, and working with the external auditor in the preparation of financial reports and annual financial statements.

AUDIT OF ACCOUNTS

35. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

36. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. 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. 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 meeting in each year as required by law.

37. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

38. The Society shall file with the Registrar with its 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.

39. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

40. The seal (if acquired) 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.

41. 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.

42. 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.

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

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

45. 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.

46. 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.

47. 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.