

## ASSOCIATION OF DALHOUSIE RETIREES AND PENSIONERS

By-Laws Revised 5 December 2002, 23 April 2008, 10 December 2008, and 23 April 2009.

### ARTICLE I - GENERAL

1. **NAME.** The name of the Association is set forth in its Memorandum of Association.
2. **OBJECTS.** The name, objects and registered office of the Association are set forth in its Memorandum of Association.
3. **GENERAL POWERS.** The Association may exercise all powers vested by law in a corporation, including but not limited to those specified in the Societies Act [RSNS 1989, ch. 435].
4. **SPECIFIC POWERS.** The Association may borrow, purchase, hold and sell real property and securities, and may execute contracts, deeds, and other instruments and documents in accordance with the provisions of the Societies Act [s. 10]. However, exercise of these specific powers requires the prior authorization by a majority vote of the members at a General Meeting or a Special Meeting called to consider such exercise.
5. **ADOPTION OF POLICIES.** The Association may adopt policies in furtherance of its objects.
6. **SPECIAL RESOLUTIONS.** By a vote of not less than three fourths of such members entitled to vote as are present in person at a meeting, the Association may adopt a Special Resolution, provided the text of the Special Resolution and the intention to propose it have been circulated in advance to the membership with notice of the meeting. Any Special Resolution shall be filed with the Registrar of Joint Stock Companies within fourteen days after adoption by the membership. [Societies Act, s. 21].
7. **SPECIAL RESOLUTION REQUIRED BY STATUTE.** Subject to the Societies Act [s. 10 (f), (g), s.13, s. 21, s. 24], including the provision that “No by-law or amendment to by-laws shall take effect until the Registrar approves of it”, and due notice of 14 days, the Association may, by Special Resolution at a General Meeting only: (a) change its name and alter its objects; (b) make, amend, or repeal its by-Laws; (c) subscribe to, or become a member of, another society with similar objects; or (d) dissolve itself.
8. **PROPOSALS REGARDING BY-LAWS.** Proposals to introduce new by-laws, or to amend, replace, revise, or repeal existing by-laws, may be made in writing to the President by any Member of the Association. The Board may, upon consideration of such proposal, and by motion duly passed, refer the matter to a committee appointed for the purpose of further study and formal drafting.
9. **FISCAL YEAR.** The fiscal year of the Association shall be the calendar year.

10. INSPECTION OF RECORDS. Any Member may inspect the books and records of the Association at any reasonable time at the registered office of the Association. The officer charged with maintaining such books and records may require one week's notice prior to inspection, except in the two weeks immediately preceding the Annual General Meeting.
11. AUDITOR. The auditor of the Association shall be appointed annually by the Members of the Association at the Annual General Meeting to serve until the next Annual General Meeting and, on failure of the Members to appoint an auditor, two of the Directors other than the Signing Officers may act as auditors.
12. INDIVIDUAL LIABILITY. No Member of the Association shall, in her or his individual capacity, be liable for any debt or liability of the Association.
13. COPIES OF BY-LAWS. The Secretary shall furnish free of charge to any Member, on request, a copy of the Memorandum of Association and By-Laws of the Association.
14. NON-PROFIT. The affairs of the Association are to be carried on without seeking any direct gain for its officers and directors.

## ARTICLE II - MEMBERSHIP, DUES, AND VOTING

1. CLASSES OF MEMBERS. There are three classes of membership in the Association: Individual Members, Associate Members and Honorary Members.
2. ELIGIBILITY FOR INDIVIDUAL MEMBERSHIP. Any person who has retired from Dalhousie University, the spouse of a deceased retiree from Dalhousie University, any person receiving a pension from Dalhousie University, and any other person who, in the opinion of the Board, enjoys a similar status may become an Individual Member of the Association on payment of the applicable dues and subscription to the Objects of the Association.
3. ELIGIBILITY FOR ASSOCIATE MEMBERSHIP. Any person who is an employee of Dalhousie University and is eligible for early retirement may become an Associate Member of the Association on payment of the applicable annual dues and subscription to the Objects of the Association.
4. HONORARY MEMBERS. If two-thirds of all Directors of the Board so agree, a person who has performed outstanding services in pursuit of the objects of the Association may be designated as an Honorary Member. Currently serving Board members are not eligible for Honorary Membership.
5. MEMBERSHIP DUES. Honorary Members are not required to pay dues. Individual and Associate Members of the Association shall pay to the Treasurer at the beginning of each fiscal year such annual dues as may be recommended by resolution of the Board and approved by majority vote at the Annual General Meeting. Subject to ratification by

majority vote at the Annual General Meeting, the Board may from time to time propose discounts of the annual dues for classes of low-income individuals who are eligible to join the Association.

6. SPECIAL LEVIES. A special levy may be introduced only by passing a Special Resolution.
7. VOTING RIGHTS. Each member of the Association shall have one vote. There shall be no proxy voting.
8. TERMINATION OF MEMBERSHIP. Membership in the Association shall cease upon resignation of a member, or if a member fails to pay the annual membership dues by March 31 of the current fiscal year, or if the member is expelled. On the death of a member, the benefits of membership for the remainder of the calendar year are conferred on the spouse of the deceased member at the time of death, without any further fee. On retirement, an Associate Member will become an Individual Member without paying further dues for the year of retirement.
9. EXPULSION. Any member may be expelled from the Association on recommendation of the Board and by duly passed Special Resolution.
10. APPEAL OF EXPULSION. Any member who has been expelled may appeal the expulsion to a Review Committee consisting of five persons in no way connected with the Association, two being nominated by the Board, two by the person expelled, with the fifth member appointed by the four so chosen and acting to chair the Review Committee. After due consideration of the Special Resolution of expulsion and the attending circumstances, and in keeping with the principles of natural justice, the Review Committee shall file a report to be tabled at a Special Meeting of the Association. After due consideration, and by a simple majority, the recommendations of this committee shall be accepted, accepted with modifications, or rejected. This decision shall be binding for a period of two years.
11. NUMBER OF MEMBERS. The number of Members shall not be limited.

### ARTICLE III – MEETINGS

1. TYPES OF MEETINGS. There shall be three types of meetings of the Association: Special Meetings, General Meetings and Annual General Meetings.
2. SPECIAL MEETINGS. A Special Meeting of the Association to consider pressing items of business may be called at any time with 7 days' notice by email, telephone or in writing by the President, by a majority of the Board or by at least ten of the members of the Association.

3. GENERAL MEETINGS. General Meetings are called by the Board from time to time to report to the membership the activities of the Board and of the Standing Committees and to consider such business as may arise.
4. ANNUAL GENERAL MEETING. The Annual General Meeting (AGM), which is normally held in April - and in any event within 120 days after the end of the fiscal year at a time and place determined by the Board - is a General Meeting with a mandatory agenda.
5. THE AGENDA OF THE AGM. The agenda of the Annual General Meeting shall include:
  - a. The Annual Report of the President;
  - b. The Treasurer's Report, including financial statements in a form suitable for submission to the Registrar of Joint Stock Companies as required by the Societies Act [s. 19];
  - c. The proposed budgets of the Board and of each Standing Committee;
  - d. Setting of membership dues;
  - e. Election of Officers and Directors;
  - f. Appointment of the auditor;
  - g. Reports from such other Directors and committees as may be desired by the members;
  - h. Authorization of administrative actions by the Board and other business deemed necessary by the Board; and
  - i. Such other business as may arise from the floor in the course of the meeting.
6. NOTICE OF MEETING. Notice of a General Meeting or of the Annual General Meeting shall be circulated to the members by email or regular post at least two weeks in advance of the meeting and shall specify the place, day and hour of the meeting and the nature of such business. One week's notice is sufficient for a Special Meeting.
7. QUORUM. No business shall be transacted at any regularly called meeting unless a quorum of ten members is present.
8. QUORUM AT AN EXTRAORDINARY GENERAL MEETING. Should it be impossible to transact business at any regularly called General Meeting, the Board may call within 30 days an Extraordinary General Meeting to deal with the same business only. At such an Extraordinary General Meeting, any number of members shall be sufficient to transact business.

#### ARTICLE IV - ELECTION, REMOVAL, AND DUTIES OF OFFICERS AND DIRECTORS

1. DIRECTORS. The Directors of the Association and members of its Board of Directors shall be the officers: i.e., President, Vice-Presidents, Immediate Past President, Secretary, Treasurer, and the Directors-at-Large. In addition to up to four elected Directors-at-Large, any person chairing a Standing Committee shall be a Director-at-Large.

2. **TERM OF OFFICE.** Each Director shall normally serve one year, but may be re-elected. However, the President shall not normally hold office for more than three consecutive terms. Each Director shall serve until the end of the AGM at which new officers and directors are elected. Should a position on the Board be vacated through resignation of the incumbent or other cause, the Board may fill the vacancy for the term.
3. **NOMINATIONS.** At least four weeks prior to the Annual General Meeting, the Board shall appoint a Nominating Committee who shall canvass the membership of the Association for nominees and try to ensure that at least one person is nominated for each vacancy. Any member of the Association, including a person already serving on the Board, is eligible for nomination. There shall be no barrier to the same individual being elected to serve concurrently as Secretary and as Treasurer. The nominees proposed by the Committee shall be circulated to the membership with the notice of the Annual General Meeting and said notice shall include the address, occupation and status of each nominee. At or prior to the Annual General Meeting any member of the Association may make additional nominations.
4. **ELECTION PROCEDURE.** Election of Officers and Directors-at-Large shall take place at the Annual General Meeting. Voting shall be by secret ballot for contested positions. Those newly elected shall take office immediately after the AGM.
5. **REMOVAL FROM OFFICE.** At a Special Meeting called to consider removal from office of one or more Directors, a two-thirds majority vote of the members present and voting shall suffice to effect the removal. Notwithstanding any other provisions of these by-laws, a position becoming vacant in this manner may be filled by nomination and election at the same meeting. (*Mutatis mutandis*, paragraph 4 of this Article IV applies in the event of such an election).
6. **PRESIDENT.** The President shall preside at meetings of the Association and of the Board, but may request a Vice-President or another member of the Board to act in his or her stead. The President shall generally co-ordinate the activities of the Association and shall represent the Association, obeying its direction and declaring its will. He or she shall perform or delegate such duties as the Board may assign from time to time. The President is *ex officio* a member of all the Association's committees and study groups.
7. **VICE-PRESIDENTS.** Up to four vice-presidents, in a designated order of precedence, may be elected by the Association. In the absence or inability of the President, the First Vice-President shall act in his or her stead. Should he or she also be absent or unable, the Second Vice President - *mutatis mutandis*, the Third Vice-President, or the Fourth Vice President - shall act. The Vice-Presidents shall perform such duties as the Board may assign from time to time.
8. **SECRETARY.** The Secretary shall maintain the membership register including the full name, address and dates of admission and termination of membership for each member. Within fourteen days of the Annual General Meeting (or where appropriate, Special Meeting) the Secretary shall, in accordance with the provisions of the Societies Act [s.22, s.21, s. 23], file with the Registrar of Joint Stock Companies an authenticated copy of:

- (a) The annual financial statements of the Association,
- (b) The list of members of the Board of Directors;
- (c) Any Special Resolution that has been duly passed in accordance with these by-laws.

The Secretary shall have responsibility for the preparation and custody of all non-financial books and records, including the minutes of General Meetings, Special Meetings and the Annual General Meetings of the Association and the minutes of meetings of the Board, and shall maintain custody of these minutes and other correspondence and records of the Association, as required by law, these by-laws, and custom, and shall keep and use the Association's official seal. The Secretary shall, at the direction of the Board, attend to correspondence and perform such other duties as ordinarily pertain to the Secretary's office.

- 9. **TREASURER.** The Treasurer shall maintain the financial records of the Association; shall receive, hold in safekeeping, and disburse monies on behalf of the Association; shall prepare an annual financial statement and a budget for the year following in accordance with these by-laws and the Societies Act [s.19] and shall carry out such other duties as normally pertain to the Treasurer's office. However, the Board may from time to time limit the maximum disbursement of the Association. The disbursement of any sum shall require the signatures of both President and Treasurer, or of either of them and anyone of the other officers.

#### ARTICLE V - PROCEDURES AND POWERS OF THE BOARD OF DIRECTORS

- 1. **MEETINGS.** Meetings of the Board shall be held as often as the business of the Association requires, at such places and times as the Board shall from time to time determine.
- 2. **NOTICE.** A Board meeting may be held at the end of the Annual General Meeting without notice. Notice of other meetings of the Board shall be given to each Board member orally or in writing a reasonable time before the meeting is to take place.
- 3. **QUORUM.** No business shall be transacted at a Board meeting unless a majority of the Board is present.
- 4. **VOTING.** Each member of Board including the President shall be entitled to one vote.
- 5. **REMUNERATION.** Members of the Board receive no remuneration for their services, nor any reimbursement for the cost of attending meetings in the city of Halifax, but they may be indemnified from the treasury for other costs and expenses incurred in relation to the affairs of the Association, as authorized by the Board of Directors.
- 6. **HOLDING OF THE ASSOCIATION'S FUNDS.** The Board shall determine in which Chartered Bank or banks or Credit Union or unions doing business in the Province of Nova Scotia the funds of the Association are to be kept and the Treasurer shall promptly deposit in the selected institution or institutions monies received in the name of the Association.

7. **BORROWING AND CONTRACTING.** By a three-fourths majority vote, the Board may specifically authorize the Treasurer and the President, acting jointly, to enter into contracts, to execute deeds, bills of exchange, and other instruments and documents, and to borrow on behalf of the Association; however, no borrowing or contract may be entered into by these signing officers for a sum in excess of the amount determined from time to time by the Board, unless this has been approved in accordance with Article I.4 of these by-laws.
8. **GENERAL POWERS.** In accordance with the Societies Act [s 16.2], the Board may exercise any powers of the Association not required by the Act or by these by-laws to be exercised by the members of the Association at a General or Special Meeting.

#### ARTICLE VI - COMMITTEES

1. **ESTABLISHMENT & DISSOLUTION.** In furtherance of its activities, the Association - or the Board acting on behalf of the Association - may establish or dissolve Standing Committees and Ad Hoc Committees. If not set by the Association, terms of reference for these committees are established by the Board. The Board shall report actions it takes to establish or dissolve committees to the next General Meeting of the Association.
2. **REPORTING.** Standing Committees shall report annually to the Annual General Meeting, and also to the Board when requested. Ad Hoc Committees shall report as required by their terms of reference and to the Board when requested.
3. **LIAISON TO THE BOARD.** The Chair of each Standing Committee shall ex officio be a member of the Board. In the absence of the Committee Chair, a designated alternate member may represent the Committee.

#### ARTICLE VII – PARLIAMENTARY AUTHORITY

1. The rules contained in the current edition of “Robert’s Rules of Order Newly Revised” shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with the Memorandum of Association or these by-laws and any special rules of order the Association may adopt.