

NOVA West Island Bylaws

May 2021



NOVA West Island / NOVA l'Ouest de l'Île

(Hereinafter called the “Corporation”)

BYLAWS

1. REGISTERED OFFICE

The Registered Office of the Corporation shall be in Beaconsfield, in the Province of Quebec, or at such other place within the area being served as the Board of Directors may decide. The Territory in which services are carried out extends from 32nd Avenue in Lachine in the East and includes Dorval, Pointe-Claire, Beaconsfield, Kirkland, Pierrefonds, Roxboro, Dollard-Des-Ormeaux, Ste. Genevieve, Baie D'Urfé, Sainte-Anne-de-Bellevue, Senneville, L'Île-Perrot in the West, and such other areas as the Board may from time to time authorize to be served.

2. SEAL

The Seal of the Corporation shall be kept in the offices of the Corporation and all writings and documents required to be sealed on behalf of the Corporation shall be sealed in the presence of the President, the Vice-President and Secretary, or otherwise as may be authorized by a Board of Directors' resolution.

3. MEMBERSHIP

3.01 The Members of the Corporation shall consist of:

Officers: Officers of the Corporation (President, Past-president, Vice-president, Secretary, Treasurer,). Each officer shall have one vote at all meetings of the Corporation.

Directors: Directors of the Corporation during their term of office. Each director shall have one vote at all meetings of the Corporation. The medical advisor is considered a Director of the Corporation.

Ordinary Members: Any person, upon application and acceptance by the Executive Director or the Board of Directors, shall be a Member of the Corporation. Each ordinary Member shall have one vote at annual general meetings.

Honorary Members: Honorary Members may be appointed by the Board of Directors as a mark of appreciation for service rendered to the Corporation. An Honorary Member shall have one vote at annual general meetings.

3.02 Withdrawal: Any Member may withdraw from the Corporation by delivering to the Corporation a written resignation and lodging a copy of same with the secretary of the Corporation.

3.03 Suspension and Removal: The Board of Directors may, by resolution, suspend for a period which it determines or permanently remove any Member who commits an act which is considered disgraceful, or contrary or harmful to the objects pursued by the Corporation. In this regard, the decision of the Board of Directors will be final and without recourse, and the Board of Directors is authorized to adopt and follow any procedure which it may determine from time to time.

4. BOARD OF DIRECTORS:

4.01 The Board of Directors, subject to direction given at a general meeting, shall control the affairs of the Corporation.

4.02 The Board of Directors shall consist of not less than twelve (12) or more than twenty (20) Members including the officers of the Corporation. A Board Member absent from three (3) consecutive meetings without cause will be automatically removed. Where a Board Member has a conflict of interest, that conflict shall be declared, and the Member shall refrain from voting on the issue.

4.03 The Board of Directors shall be elected by the Members at the Annual General Meeting following the report of the Nominating Committee.

5. TERM OF OFFICE OF BOARD

The Officers of the Board of Directors, elected annually, shall hold office for two (2) years and shall be eligible for re-election to that office.

6. BOARD MEETINGS AND QUORUM

6.01 The Board of Directors shall meet not less than seven (7) times during each year at such times and places as it may determine or at the direction of the President or, in his or her absence, the Vice-President or Past President. A quorum of the board shall be one-third of the total Membership thereof. The Executive Director shall attend all meetings of the Board, except where his/her own employment is under discussion.

6.02 Notice: Notice shall be given seven (7) days prior to meeting date. No errors or omissions in giving notice of any meeting of the Board of Directors or any adjourned meetings of the Board of Directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

6.03 Participation by electronic communication:

If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the Board or of a committee of the Board of Directors by means of such telephone conference or virtual meeting which permits everyone participating to hear each other. A director participating in such a meeting by such means is deemed to be present at the meeting.

7. VACANCIES

Any vacancy occurring on the Board of Directors between annual general meetings of the Corporation may be filled by the remaining Members of the Board, and any Members so appointed shall hold office until the next annual general meeting of the Corporation.

8. OFFICERS

8.01 The Officers of the Corporation shall be: President, Past President, Vice-President, Secretary, and Treasurer, who shall be elected at the Annual General Meeting.

8.02 Resignation and Removal: Any officer may resign at any time by notice in writing given to the President or the Secretary or during a meeting of the Board of Directors. Any officer shall be subject to removal with or without cause by the majority of the directors unless there exists a written agreement to the contrary.

9. JOB DESCRIPTIONS AND DUTIES

9.01 President

- Is a Member of the Board.
- Chairs Board and Executive Meetings.
- Provides leadership to the Board of Directors in achieving the Organization's mission in conjunction with the Executive Director.
- Encourages the Board's role in strategic planning.
- Appoints the chairpersons of committees, in consultation with the Board.
- Serves ex officio as a Member of all committees.
- Works with the Executive Director in all matters concerning the organization.
- Helps guide and mediate Board actions with respect to organizational priorities, transparency and governance concerns.
- Monitors financial planning and financial reports in conjunction with the Treasurer.
- Acts as signing officer with another officer or the Executive Director for cheques and other documents.
- Plays a leading role in fundraising activities.
- Formally evaluates the performance of the Executive Director and informally evaluates the effectiveness of the Board Members.
- Evaluates annually the performance of the Organization in achieving its mission.
- Performs other responsibilities assigned by the Board.

9.02 Vice-president

- Is a Member of the Board.
- Is a Member of the Executive Committee.
- Shall assist the President in the performance of his/her duties.
- Acts in the absence of the President, and in the event of a vacancy, shall take the place of the President until the next election of officers.
- Carries out the obligations of a Board Member.

9.03 Past-president

- Is a Member of the Board.
- Is a Member of the Executive Committee.
- Shall assist the President in the performance of his/her duties.
- Acts in the absence of the President and Vice-president, and in the event of a vacancy in both positions, shall take his/her place until the next election of officers.
- Serves as Chairperson of the Nominating Committee.
- Carries out the obligations of a Board Member.

9.04 Secretary

- Is a Member of the Board.
- Is a Member of the Executive Committee.
- In conjunction with the Executive Director, maintains and circulates, when necessary, all records of the Board, including minutes, corrections, notifications, and all other pertinent matters.
- Carries out the obligations of a Board Member.

9.05 Treasurer

- Is a Member of the Board.
- Is a Member of the Executive Committee.
- Manages finances of the organization and keeps an accurate account of all monies received and disbursed by or on behalf of the Corporation.
- Prepares and presents the monthly financial statement to the Board for discussion and approval.
- Gives regular reports to the Board on the financial state of the Organization.
- Submits an annual budget to the Board for Members' approval.
- Presents, or delegates to External Auditor, at each Annual General Meeting, audited financial statements for the preceding fiscal year, fully setting out the financial position of the Corporation.
- Keeps financial reports on file.
- Acts as signing officer with another officer or Executive Director for cheques and other documents.
- Serves as Chairperson of the Finance Committee.
- In conjunction with the Executive Committee, manages the investments of the Corporation.
- Carries out the obligations of a Board Member.

9.06 Board Members

- Have a commitment to the work of NOVA West Island
- Understand the roles and responsibilities of being a Board Member
- Act in the best interest of NOVA West Island.
- Are familiar with the Organization’s bylaws, policies and procedures, strategic plan, mission, etc. all as described in The Board of Directors Information Booklet.
- Sign Conflict of Interest and Confidentiality policies of NOVA. Complete police security check and volunteer paperwork.
- Attend Board meetings regularly and arrive prepared for meetings.
- Actively participate in Board meetings.
- Support Board decisions.
- Have a willingness to serve on committees, support special events, and participate in fundraising activities and community outreach initiatives.
- Keep informed about the organization’s activities and obligations.
- Attend the Annual General Meeting.

9.07 Medical Advisor

- Shall keep the Board of Directors apprised of changes in the health system both locally and in the wider region.
- He/she shall be present for “rounds” with the nursing staff and shall advise and assist them in all ways.
- He/she shall be available in an on-call capacity 24/7 or in the event of unavailability he/she shall arrange for a replacement and notify the Executive Director thereof.

10. ANNUAL MEETING

The Annual Meeting (AGM) of the Corporation shall take place on or before June 30th in each year, at such time and place as the Board of Directors may determine. Notice of such meeting shall be given by a notice to that effect published in the local press and in such other manner as may be deemed appropriate.

The typical Agenda for the Annual Meeting shall be:

1. Welcome & Introduction
2. Approval of Agenda
3. Adoption of minutes of the last AGM
4. Matters arising out of the minutes
5. President' Report
6. Treasurer's Report
7. Appointment of the Auditor
8. Executive Director's Report
9. Nominating Committee Report
10. New Business
11. Meeting adjournment

11. SPECIAL MEETINGS

The Board of Directors shall have power to call, at any time, a special general meeting of the Members of the Corporation or on written requisition of not less than 1/10 of the voting Members. In every such requisition, and the notice of the meeting called thereon, a statement shall be made of the definite purpose for which such meeting is called and should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken. Only those questions listed in the aforesaid notice can be dealt with at any meeting where special business will be transacted unless by unanimous vote of those present.

12. COMMITTEES

The **Executive Committee** shall consist of the President, the Past-president, the Vice-president, the Treasurer and the Secretary. It shall submit recommendations to the Board of Directors on questions and problems that may arise and perform such administrative acts as may be considered necessary, subject, however, to the confirmation of the Board.

The **Finance Committee** (should there be a necessity to have one) shall be headed by the Treasurer, and not fewer than two other members. It shall recommend to the Board of Directors ways and means for the collection, disbursement and control of all funds of the Corporation. It shall be responsible for the administration of financial matters as directed by the Board of Directors.

The **Publicity Committee** (should there be a necessity to have one) shall consist of a Chairman and not fewer than two members. It shall recommend to the board of Directors a program of publicity for the Corporation and shall be responsible for the development and direction of such work as approved by the Board of Directors.

The **Fundraising Committee** (should there be a necessity to have one) shall consist of a Chairman and not less than two members. It shall recommend to the Board of Directors a program of fundraising for the Corporation and shall be responsible for the development and direction of such work as approved by the Board of Directors.

The **Nominating Committee** shall be headed by the Past-president and shall consist of not fewer than one other member. It shall recommend names of persons for election as Officers of the Corporation and members of the Board of Directors.

The quorum of any committee shall be one-third of the total membership thereof, provided the total membership is five or more. If fewer, a quorum shall be not fewer than two members.

The President of the Corporation shall be an ex-officio member of all committees.

At any meeting the Chairman shall have an additional casting vote, if necessary.

Board Members are expected to help with the work of these committees, based on their own background and expertise.

13. BANKING

All monies received from time to time by the Corporation shall forthwith on their receipt be deposited to the credit of the corporation in such bank as may be designated by the Board of Directors, and payments required to be made by the Corporation shall be by cheque, credit card or electronic transfer.

14. BORROWING

The Board of Directors may, from time to time:

1. borrow money upon the credit of the Corporation
2. limit or increase the amount to be borrowed
3. issue debentures or other securities of the Corporation
4. pledge or sell such debentures or other securities for such sums and such prices as may be deemed expedient, and
5. secure any such debentures, or other securities, or any other present or future borrowing or liability of the Corporation , by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, moveable, and immovable property of the corporation, and the undertaking and rights thereto.

15. FISCAL YEAR

The financial year of the Corporation shall end on the 31st day of March in each year.

16. SIGNING OFFICERS

All cheques issued by the Corporation shall be signed by two persons as may be designated by the Board of Directors.

17. AMENDMENTS

No alterations in the bylaws shall be made except by a vote of at least two-thirds in number of the Members present at an Annual or Special General Meeting, the notice of which has specified the proposed alterations.

18. DISSOLUTION

Upon dissolution of the Corporation and after payment of all debts and liabilities, the remaining assets of the Corporation may be distributed or disposed of to other registered charitable organizations which carry on their work in the Province of Quebec.

19. INDEMNIFICATION OF THE OFFICERS AND OTHERS

Every officer and Member of the Board of Directors of the Corporation, and their heirs, executors, and administrators, and estate and effects, respectively, shall, from time to time, and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against

- A) all costs, charges, and expenses whatsoever that they sustain or incur in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against them for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them on or about the execution of the duties of their office, and

- B) all other costs, charges, expenses that they sustain or incur in or about or in relation to the affairs thereto, except such costs, charges and expenses as are occasioned by their own willful neglect or default.

The Officers and Members of the Board of Directors and of Committees and each of them and each of their heirs, executors and administrators shall be indemnified and saved harmless out of the assets and profits of the Corporation from and against all actions, costs, charges, losses, damages and expenses which they or any of them or any of their heirs, executors, or administrators shall or may incur or sustain by or by reason of the performance of their duty or supposed duty in their respective offices, except such (if any) as they shall incur or sustain by or through their own willful neglect or default respectively.

The foregoing rights to indemnification contained in these by-laws shall not be exclusive of, but shall be in addition to, other rights to which such Officer and Members of the Board of Directors and of all committees may be entitled as a matter of law.



President

June 16th, 2021

Date