

CANADIAN HEMOPHILIA SOCIETY

Nova Scotia Chapter



By-Laws

Approved September 2014
by
CHS-NS membership

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132 **BY-LAWS, CANADIAN HEMOPHILIA SOCIETY**
133 **NOVA SCOTIA CHAPTER**

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136 **SECTION I – Name, Mission, Goals, Head Office, Jurisdiction and Fiscal Year**
137

138 Article I.1 NAME
139

140 The name of the organization shall be THE NOVA SCOTIA CHAPTER OF THE CANADIAN
141 HEMOPHILIA SOCIETY (hereinafter called the “Chapter”).
142

143 Article I.2 MISSION
144

145 The Chapter's mission is “to improve the health and quality of life of all people with inherited
146 bleeding disorders and ultimately to find a cure”.
147

148 Article I.3 GOALS
149

150 The Chapter's goals are as follows:

- 151 • Achieve/maintain an optimal relationship with our comprehensive care clinics to ensure the
152 best care for those with inherited bleeding disorders;
- 153 • Raise awareness among people with inherited bleeding disorders, their immediate
154 communities, health care providers and the public as much as possible;
- 155 • Increase and maintain a strong membership;
- 156 • Provide as much education and support through delivery of information to patients and their
157 families across Nova Scotia; and
- 158 • Be ever aware and pro-active as an advocate for access to a secure supply of the safest and
159 most efficacious therapies for the treatment of inherited bleeding disorders.

160
161 Article I.4 HEAD OFFICE
162

163 The head office of the Chapter shall be in the city where the elected president resides, in the province
164 of Nova Scotia and at such place therein as the directors of the corporation may from time to time
165 determine.
166

167 Article I.5 TERRITORIAL JURISDICTION
168

169 The area serviced by this chapter shall be limited to the province of Nova Scotia.
170

171 Article I.6 FISCAL YEAR
172

173 The fiscal year of the Chapter shall begin on the 1st day of January and end on the 31st day of
174 December of the same year. An annual comprehensive financial report showing income,
175 disbursements, assets and liabilities shall be published and a copy made available to any member
176 requesting it. The T3010 (Registered Charity Return) must be filed in return no later than 6 months
177 after the end of the fiscal year.
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SECTION II – Affairs of the Chapter

Article II.1 EXECUTION OF INSTRUMENTS

Deeds, transfers, assignments, contracts, obligations, certificates, cheques, and other instruments may be signed on behalf of the Chapter by two (2) persons holding the office of president, vice-president, secretary and treasurer, or any other officer position created by by-law or by the board.

Article II.2 BANKING ARRANGEMENTS

The banking business of the Chapter shall be transacted with such banks, trust companies or other bodies corporate or organizations as may from time to time be designated by or under the authority of the board.

Article II.3 SIGNING AUTHORITY

The signing authority of the CHS NS Chapter shall be any two officers that have been approved by the Board. Two signatures shall be required on each cheque at all times to ensure cheques are signed in a timely but also prudent manner. One of the two signing officers must be the Treasurer.

Article II.4 CHAPTER BY-LAWS AND AMENDMENTS TO BY-LAWS

The by-laws of the Nova Scotia Chapter shall not contravene the by-laws of the Canadian Hemophilia Society and the Chapter shall act in respect of policies adopted by the Canadian Hemophilia Society. In addition to the present by-laws, the Board may make further by-laws for the regulation and management of the business and affairs of the Chapter and may also repeal or amend the present Constitution and by-laws, subject to at least a two-third (2/3) affirmative vote of the membership present at an annual or special meeting called for this purpose. The Secretary shall have given notice of the proposed changes to the membership thirty (30) days prior to the meeting.

Article II.5 RULES AND REGULATIONS

The board may establish rules and regulations consistent with the by-laws relating to the management and operation of the Chapter.

SECTION III – Membership

Article III.1 MEMBERSHIP – ELIGIBILITY

All persons interested in the above stated mission of the Chapter shall be deemed eligible to be a member, however, to be able to vote you must be at 18 years of age.

Article III.2 MEMBERSHIP – CATEGORIES

- a) REGULAR MEMBERS - Persons diagnosed with an inherited bleeding disorder and/or immediate family members of those diagnosed;

- 229
230 b) ASSOCIATE MEMBERS - Individuals desiring to support the chapter, and whose names
231 appear on the membership list thirty days prior to the Annual General Meeting;
232
233 c) HEALTH CARE PROVIDER MEMBERS - Health care providers treating persons with an
234 inherited bleeding disorder; and
235
236 d) HONORARY MEMBERS - Individuals, who have made an outstanding achievement
237 towards furthering the mission of the chapter, and are voted into such status.
238

239 Article III.3 MEMBERSHIP – GENERAL OR ANNUAL MEETING – VOTING
240

241 All members over the age of 18 shall have one vote.
242

243 Article III.4 MEMBERSHIP – PROXIES
244

245 Every member entitled to vote at meetings of members may, by means of a proxy, appoint a proxy
246 holder to attend and act at the meeting in the manner and to the extent authorized by the proxy and
247 with the authority conferred by the proxy. A proxy is valid only at the meeting in respect of which it
248 is given or any adjournment thereof. A proxy form will accompany the meeting notice sent out to
249 the membership. The directors may specify in a notice calling a meeting of members, a time not
250 exceeding 48 hours preceding the meeting, which time proxies to be used at the meeting must be
251 deposited with the Secretary of the Chapter. No member shall hold more than three proxies.
252

253 Article III.5 MEMBERSHIP – DUES
254

255 The Chapter reserves the right to solicit donations or a membership fee from members from time to
256 time as need arises. The Board of Directors sets the fees.
257

258 Article III.6 MEMBERSHIP – MEETINGS
259

- 260 a) Annual General Meeting (AGM): The Annual General Meeting shall be held each year. The
261 meeting shall be held for the purpose of presenting the annual report and financial statements,
262 electing a new slate of directors, appointing an auditor for the ensuing year or any other
263 person who will conduct a financial review for the chapter, and to consider, and act upon
264 such other business as may come before the meeting. Notice shall be given to the
265 membership thirty (30) days prior to the meeting.
266
267 b) Special Meeting: A special meeting of the Society may be called at any time by the
268 President, by a written request coming from the majority of the Board or from a group of at
269 least ten (10) members. The notice and agenda for such a meeting should be sent no less than
270 seven (7) days prior to such a meeting. Members shall be given the right to submit and
271 discuss proposals at any meeting of members.
272

273 The president may call a special meeting but must give a minimum 48 hours notice prior to,
274 at which time any proxies to be used must be deposited with the Secretary of the Chapter.
275

- 276 c) Quorum: At any general or special meeting the presence of not less than twelve (12)
277 members shall constitute a quorum. A majority vote of the above quorum will be necessary

278 and sufficient to pass any motion with the exception of by-law changes which require
279 approval by two-thirds of the members present.
280

281
282 **SECTION IV – Board of Directors**

283
284
285 Article IV.1 ELIGIBILITY AND ELECTION
286

287 The Board of Directors shall be composed of members elected from the membership at the annual
288 general meeting. The nomination process shall be publicized to all members in writing thirty (30)
289 days in advance of the annual general meeting. Nominations shall be provided in writing to the
290 Secretary.
291

292 Article IV.2 COMPOSITION OF THE BOARD
293

294 There shall be at least five (5) and at most nine (9) persons forming the Board. A number of
295 Directors at Large that does not surpass one-third the numbers of elected directors may be named to
296 the Board by the elected directors. At all times, 50% plus one (1) of the Board members shall have
297 an inherited bleeding disorder or be an immediate family member. The Past-President is an ex-
298 officio member of the Board without the right to vote.
299

300 Article IV.3 TERM OF OFFICE
301

302 50% of the directors shall be elected to two-year terms on even numbered voting years and the
303 remaining 50% shall be elected to two-year terms on odd numbered voting years.
304

305 Article IV.4 REMOVAL AND FILLING VACANCIES
306

307 The office of a director shall be vacated if for any reasons s/he becomes unwilling or unable to act.
308 The office of a director shall be vacated if by notice in writing to the Chapter, he/she resigns from
309 office. The office of a director shall be vacated should any Board member be removed with cause by
310 a majority vote of the Board provided the director in question is given notice and an opportunity to
311 be heard. A director not attending, without cause, more than three consecutive meetings shall be
312 removed from his/her position and a director-at-large shall be named until the following Annual
313 General Meeting.
314

315 Article IV.5 RESPONSIBILITIES
316

317 The Board of Directors shall have the responsibilities as set out in the Corporation Act of the
318 province of Nova Scotia, as well as the following:
319

- 320 • The Board of Directors shall administer and manage the affairs of the Chapter in all matters,
321 including contractual affairs and the distribution of funds, upon such terms as they think
322 advisable. When required, professional advice shall be sought;
- 323 • The Board of Directors shall oversee the raising of funds using CHS National guidelines;

- The Board of Directors shall appoint standing committees, including a Nominations Committee, and such other committees as it may deem necessary for carrying out the objectives of the Chapter, and may assign duties and responsibilities to members;
- The Board of Directors may amend these by-laws, and adopt such other by-laws, policies and procedures for the operation of the chapter as may be consistent with the Corporations Act of the province of Nova Scotia;
- The Board of Directors is required to approve annual financial statements and present the financial statements, any report by the auditor or other person who conducted a review engagement and any other information respecting the Chapter's financial position to the members of the Chapter at the AGM.

Article IV.6 MEETINGS

Meetings shall be called at such time and place as designated by the President. A quorum shall consist of not less than 50% plus one (1) of board positions filled, one of whom must be an officer. If agreed by all directors of the Board, a director may participate in a meeting of the directors or of a committee of the Chapter by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

Article IV.7 REMUNERATION AND CONFLICT OF INTEREST

The directors shall serve without remuneration and no directors shall directly or indirectly receive any profit from a position as a director. Directors may be paid reasonable expenses incurred in the performance of their duties.

A conflict of interest is any situation in which a board member or a member acting on behalf of the Chapter whose personal interests, or those of a close friend, family member, business associate, corporation or partnership in which one holds a significant interest could influence decisions and impair their ability to act in the Chapter's best interests, or represent the Chapter fairly, impartially and without bias. A conflict of interest disclosure form should be signed yearly by all board members.

Article IV.8 FAMILY MEMBERS ON THE SAME BOARD

To avoid unbalanced or biased decision-making, all attempts to find board members from as many different backgrounds/families should be taken. Due to the limited size of our membership this may not be feasible; therefore the following precautionary steps shall be taken:

- Committee Members are to sign annually a conflict of interest disclosure form; and
No signing authority will be given to two members of a same family.

SECTION V – Officers

Article V.1 ELIGIBILITY AND ELECTION

371 Any director is eligible to be elected into an officer's position. The officers of the Chapter shall
372 consist of the President, Vice-President, Secretary and Treasurer. The officers shall be elected by the
373 Board of Directors at the first meeting following the annual general meeting.
374

375

376 Article V.2 TERM OF OFFICE

377

378 The officers shall be elected for two-year terms. The term of office for the President, Vice-President,
379 Secretary and Treasurer shall be for two years from the meeting at which the person is elected. The
380 appointments are renewable. No Officer shall serve more than 8 years in the same position. In the
381 event that an Officer should resign or become unwilling or unable to act, the Board may designate
382 another director to fill this position until the next Annual General Meeting. Any position can be
383 extended beyond the maximum years on approval of the membership.
384

385 Article V.3 REMOVAL AND FILLING VACANCIES

386

387 With respect to the President, Vice-President, Secretary and Treasurer, the officer shall be vacated if
388 for any reasons he/she becomes unwilling or unable to act. Also, the office of an officer shall be
389 vacated, if by notice in writing to the Chapter, he/she resigns from office. An office of an officer
390 shall be vacated he/she be removed with just cause by a majority vote of the Board provided the
391 officer in question is given notice and an opportunity to be heard. An officer not attending, without
392 cause, more than three consecutive meetings shall be removed from his/her position and a designated
393 officer shall be named until the following Annual General Meeting. The office of a vacated officer
394 may be filled by designation from the Board with such designation to remain in effect until the next
395 Annual General Meeting. All Board members must be in good standing.
396

397 Article V.4 RESPONSIBILITIES

398

399 a) President: The President shall exercise such powers and authority and perform such other
400 duties as may from time to time be prescribed by the Board.
401

402

The President shall:

403

- 404 • preside at meetings of the Board and AGM;
- 405 • be responsible for directing the affairs of the Chapter in accordance with the by-laws;
- 406 • report to the Board all significant actions performed between all meetings;
- 407 • be an ex-officio member of the committees or commissions

408

409 The president shall not vote at any meeting at which he or she is acting as Chairperson,
410 except in the case of a tie vote, and then will cast the deciding vote.
411

412

413 b) Vice-President: The Vice-President shall perform the duties of the President in the absence
414 or inability of the President to act for any cause whatsoever. He/she shall exercise such other
415 powers and authority and perform such other duties as may from time to time be prescribed
416 by the Board. The President is normally succeeded by the Vice-President.

417

The Vice-President shall:

418

- 419 • assist the president in his or her duties and represent the president when necessary;
420 • assist the President in the general correspondence of the Association; and
421 • assume the position of president for the duration of the term if the office of the president
422 becomes vacant prior to the expiration of the term, at which time, the Board may appoint
423 an interim vice-president from the general membership.
424

- 425 c) Secretary: The Secretary shall act as Secretary at all Chapter Board of Directors and the
426 Executive Committee meetings. He/she shall exercise such other powers and authority and
427 perform such other duties as may from time to time be prescribed by the Board.
428

429 The Secretary shall:

- 430
- 431 • record all votes and record accurate minutes of all meetings of the Board and Executive
432 Committees;
 - 433 • send minutes to Executive Committee or Board members no later than 3 weeks after the
434 meeting;
 - 435 • arrange to send out notices of all meetings according to the by-laws;
 - 436 • notify the membership of newly elected officers;
 - 437 • collect records, reports and any correspondence of the Society; and
 - 438 • regularly submit an updated list of all the members to the Board.
439

- 440 d) Treasurer: The Treasurer shall have general charge of the finances of the Chapter. As well,
441 proper books of account must be kept, in which all receipts and disbursements of the Chapter
442 shall be recorded. He/she shall exercise such other powers and authority and perform such
443 other duties as may from time to time be prescribed by the Board.
444

445 The Treasurer shall:

- 446
- 447 • render advice and assistance to the Board on all financial matters;
 - 448 • keep proper records showing the source and disposition of all income;
 - 449 • be responsible for the payment of all invoiced expenses as approved by the Board;
 - 450 • deposit the funds in a financial institution approved by the Board;
 - 451 • prepare a projected budget and present it to the Board and at the AGM;
 - 452 • submit financial statements to the Board and present an annual report at AGM.
453

- 454 e) Past President: The Past President shall hold this post until his/her successor is replaced.
455 He/she shall exercise such other powers and authority and perform such other duties as may
456 from time to time be prescribed by the Board.
457

458 The Past President shall:

- 459
- 460 • The past president shall act as an advisor when required by the Board.
 - 461 • Chair the Nomination Committee if there is one
462

463 **SECTION VI – Committees**

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465 Article VI.1 APPOINTMENT AND TERM GENERAL
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The Board may form any Committee as deemed necessary. The committee chairpersons shall be appointed by the board annually and be renewable. Terms of Reference for each committee shall be developed and approved by the Board. Committee members shall receive no remuneration for serving as such but are entitled to reasonable expenses incurred in the performance of duties.

Article VI.2 DESIGNATED DIRECTOR FOR NATIONAL CHS BOARD

The Nova Scotia Designated Director on the Canadian Hemophilia Society (CHS) Board defaults to the President of the Nova Scotia Chapter unless otherwise indicated. This is a 2 year term and this Board member must be in good standing. If the President chooses not to be the Designated Director, than the Nova Scotia Board of Directors will elect a Designated Director from within the NS Board of Directors.

SECTION VII – Amendment of By-laws

Article VII.1 AMENDMENT OF BY-LAWS

Any existing by-law of the CHS NS Chapter may be repealed or amended by a by-law passed by at least two-thirds of the directors and confirmed by a vote of two-thirds of the members at a meeting called for the purpose or by resolution in writing signed by all the members, provided that the repeal or amendment of such existing by-law shall not be enforced or acted upon until the approval has been obtained. The Secretary of the Corporation will notify members in writing no less than 30 days prior to the date of such meeting, of the proposed amendments to the by-laws.

SECTION VIII - Privacy Act and Access to Information

Article VIII.1 PRIVACY ACT

The Privacy Act is Canadian federal legislation that sets out rules for how institutions of the federal government must deal with personal information of individuals. This chapter shall comply with both The Privacy ACT and The Personal Information Protection and Electronic Documents Acts (PIPEDA).

Article VIII.2 ACCESS TO INFORMATION

Directors and Executive Officers are to have access to the entire chapter’s records; members and creditors are allowed access following the same guidelines as CHS. Members are entitled to receive a copy of the articles and by-laws free of charge. Members are entitled to examine the register of members and to receive a list of the current members of the Chapter, but only if they agree not to use the list for any purpose unrelated to the Chapter’s affairs.

SECTION IX – Protection of Directors, Officers and Others

516 Article IX.1 GENERAL

517

518 Every director and officer of the Chapter, every consultant and every member appointed to a
519 committee of the board or who has been appointed a representative, delegate or agent of the
520 Chapter by the board (the “Officials”) in exercising the powers and discharging the duties of an
521 Official shall act honestly and in good faith with a view to the best interests of the Chapter and
522 exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable
523 circumstances.

524

525 Article IX.2 Subject to the foregoing, no Official shall be liable for the acts, receipts, neglects or
526 defaults of any other Official, or for joining in any receipt or other act for conformity, or for any loss,
527 damage or expense happening to the Chapter through the insufficiency or deficiency of title to any
528 property acquired for or on behalf of the Chapter, or for the insufficiency or deficiency of any
529 security in or upon which any of the moneys of the Chapter shall be invested, or for any loss or
530 damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the
531 moneys, securities or effects of the Chapter shall be deposited, or for any loss occasioned by any
532 error of judgment or oversight on the part of the Official, or for any other loss, damage or misfortune
533 which shall happen in the execution of the duties of such office or in relation thereto; provided that
534 nothing herein shall relieve any Official from the duty to act in accordance with the Act and the
535 regulations there under or from liability for any breach thereof.

536

537 Article IX.3 Subject to the Act, the Chapter shall indemnify an Official, a former Official, or a
538 person who acts or acted at the Chapter’s request as an Official of a body corporate of which the
539 Chapter is or was a shareholder or creditor, and such person’s heirs and legal representatives, against
540 all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment,
541 reasonably incurred in respect of any civil, criminal or administrative action or proceeding to which
542 such person is made a party by reason of being or having been an Official of the Chapter or such
543 body corporate, if such person (a) acted honestly and in good faith with a view to the best interests of
544 the Chapter; and (b) in the case of a civil, criminal or administrative action or proceeding that is
545 enforced by a monetary penalty, had reasonable grounds for believing that such conduct was lawful.
546 The Chapter shall also indemnify such person in such other circumstances as the Act or law permits
547 or requires. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim
548 indemnity apart from the provisions of this by-law.

549

550 **SECTION X – Charity Number**

551

552 Article X.1 GENERAL

553

554 The Chapter will maintain a charitable registration number. The number has 12 digits and 2 letters.
555 It consists of our nine-digit business number the two letters RR identify your account as a registered
556 charity and 0001 is the reference number used to distinguish between internal divisions with the
557 same program accounts. Nova Scotia charitable registration number is 119063451 RR 0001.

558

559 **SECTION XI – Glossary**

560

561

562 Article XI.1 – GLOSSARY

563

- 564 a) "Act" means the Canada Not-for-profits Corporations Act;
565
566 b) "Appoint" includes "elect" and vice versa;
567
568 c) "Board" means the board of directors of the Chapter;
569
570 d) "By-law" refers to a law of local or limited application passed under the authority of higher law
571
572 e) "Charity Number" A charitable registration number is a number assigned by the Canada Revenue
573 Agency (CRA) to a registered charity
574
575 f) "Conflict of interest" (COI) occurs when an individual or organization is involved in multiple
576 interests, one of which could possibly corrupt the motivation for an act in the other
577
578 g) "Majority" means 50% plus one;
579
580 h) "Member" means any person admitted to membership in the Chapter;
581
582 i) "Meeting" includes face-to-face meetings, teleconference calls or other communication means;
583
584 j) "Quorum" is the minimum number of members necessary to conduct NS Chapter business.
585
586 k) "Remuneration" simply means "payment."
587
588 l) "Term of Office" is the amount of time or duration for which a position is held.
589

590
591 **SECTION XII – Effective Date and Repeal**

592
593 **Article XII.1 EFFECTIVE DATE**

594
595 The effective date is when a by-law shall come into force once voted on by the members.
596

597 **Article XII.2 REPEAL**

598
599 The repeal date is when all previous by-laws of the Corporation are "repealed" as of the coming into force of
600 the new by-law. Such repeal shall not affect the previous operation of any by-law so repealed or affect the
601 validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of
602 any contract or agreement made pursuant to, or the validity of any letters patent or predecessor charter
603 documents of the Corporation obtained pursuant to, any such by-law prior to its repeal. All officers and
604 persons acting under any by-law so repealed shall continue to act as if appointed under the provisions of this
605 by-law and all resolutions of the members or the board or a committee of the board with continuing effect
606 passed under any repealed by-law shall continue to be good and valid except to the extent inconsistent with
607 this by-law and until amended or repealed.
608

609
610
611 **SIGNED AND WITNESSED**

612 The Nova Scotia Chapter of the Canadian Hemophilia Society have PASSED these By-Laws by the
613
614 powers and responsibilities of the Board this _____ day of _____, 20_____
615
616

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625

Signed and Witnessed by:

President	Vice President
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Treasurer	Secretary
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