

# **CAPSC Safety Services Nova Scotia**

## **Memorandum of Association**

### **ARTICLE 1 - NAME and SCOPE**

**Section 1:** The name of the organization is SAFETY SERVICES NOVA SCOTIA, hereinafter referred to as "Safety Services".

**Section2: Our Vision:**

-Your trusted partner recognized for putting the service into safety toward safer communities.

**Section 3: Our Purpose:**

-To provide quality safety solutions through passionate and highly skilled professionals and community engagement.

**Section 4: Our Objects/Values:**

**-Client Focused**

We are passionate about serving our clients and meeting their needs. We are committed to building long-term relationships that are mutually rewarding. We show respect to our clients, while demonstrating respect for one another.

**-Invested in Community**

As a non-profit organization we show responsibility by investing in community programs, which support a safer & healthier NS.

**-Solution Based**

We take the initiative and time to understand our clients' needs and design services that meet that need.

**-Innovative**

We are proactive, unique and cutting edge in our approach, often partnering with others to enhance our abilities.

**-Quality Services**

We recruit and retain passionate, highly skilled professionals to provide high quality services and demonstrate this through our ISO 9001:2015 Quality System.

-Collaborative

Ideas, opinions are encouraged from all stakeholders. We work as a team with our partners to provide the best safety services possible.

**Section 5:** To operate as an independent non-commercial, non-profit, non-sectarian, non-political registered charity.

**Effective: April 8, 2018 (pending approval at AGM)**

**Signature:** \_\_\_\_\_

**Print Name & Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Print Name & Date:** \_\_\_\_\_

# **CAPSC Safety Services Nova Scotia**

## **By-Laws**

### **ARTICLE I - MEMBERSHIP**

**Section 1:** Membership in Safety Services shall be open to corporations, companies, organizations, associations, clubs, partnerships and individuals. The services offered to members and the fee structure shall be as determined from time to time by the Board. Members are entitled to one vote at the AGM by the designated voting member.

**Section 2:** Membership will cease if annual fees are not paid prior to the AGM.

### **ARTICLE II - BOARD OF DIRECTORS**

**Section 1:** The policies of Safety Services shall be directed and controlled by a Board which shall consist of a maximum of 10 persons. The Directors shall be elected at the AGM and shall hold office for a minimum of one year.

**Section 2:** Directors will be voted in at the AGM and hold office until the next AGM.

**Section 3:** Directors will govern Safety Services Nova Scotia by the Governance, Board-CEO Relationship and Executive Limitations Policy Documents.

**Section 4:** Officers will be voted in at the AGM and will hold office until the next AGM and shall consist of a Chair and a Vice Chair/Secretary Treasurer.

(a) The Chair provides oversight to adherence to the Policy Documents mentioned in Section 3.

(b) The Vice Chair/Secretary Treasurer shall perform duties within the Policy Documents as directed by the overall board in the area of finance.

**Section 5:** The President & CEO shall be a non-voting Officer of the Board.

**Section 6:** Retiring Directors must submit a written resignation to the Board Development Committee.

**Section 7:** Vacancies on the Board may be filled through appointment by the Board of Directors. Such appointees shall hold office until next

AGM and shall be treated as having served one full term on the Board.

**Section 8:** The Board may delegate a task to a committee as they see fit. Any committee so formed shall conform to any direction and regulations that may be imposed on it by the Board.

**Section 9:** Directors shall not misuse their position to endorse an opportunity for personal or business gain. Directors shall not step out of their official roles to assist private entities or persons in their dealings with Safety Services where this would result in preferential treatment to any person.

**Section 10:** Directors should remove themselves from a meeting during the discussion of any subject in which they have a conflict of interest and may be requested to remove themselves by a vote of the majority of other Directors present at the meeting.

**Section 11:** Non-compliance to Section 9 & 10 above, by any Director, may result in the termination (previously stated resignation) of his/her position.

### **ARTICLE III - GOVERNANCE**

**Section 1:** The Board of Directors shall act as the Governing Body of Safety Services.

**Section 2:** The Board shall establish policy setting out the role, compensation and responsibilities of the President & CEO.

### **ARTICLE IV - FINANCES**

**Section 1:** An independent organization of chartered accountants shall be hired to conduct an audit of the accounts prior to the AGM. The financial reports will be presented at the AGM.

**Section 2:** The President & CEO shall submit for the approval of the Board a budget of estimated income and expenditures and operational plan for the ensuing year.

**Section 3:** The fiscal year shall be the calendar year.

**Section 4:** Safety Services may from time to time borrow money on credit with the approval of the Board.

## **ARTICLE V - MEETINGS**

### **Annual General Meeting (AGM)**

- Section 1:** The AGM shall be held within 120 days of the end of the preceding fiscal year. The exact date and place of the meeting shall be determined by the Board. At least fourteen (14) days' notice, in writing, of such a meeting shall be given and shall be sent to each Member/Director. A quorum shall consist of 50% +1 of the Board of Directors. Members and Directors are entitled to vote, represented in person or by proxy. Proxies must be received 24 hours prior to the AGM.
- Section 2:** In the event that there is not a quorum, the Chair shall arrange for another meeting within fourteen (14) days.

### **Board Meetings**

- Section 3:** Meetings of the Board shall be held at least four times per year. A quorum for the transaction of business shall consist of 50% plus 1 Director represented in person or by proxy.
- Section 4:** Motions arising at any meeting shall be passed by a majority of votes by Directors, excluding the Chair. In case of an equality of votes, the Chair shall have a casting vote.

## **ARTICLE VI - SIGNING AUTHORITY**

- Section 1:** Contracts, deeds, bills of exchange or other instruments may be executed by the Chair or Vice Chair or as otherwise prescribed by the Board of Directors.

## **ARTICLE VII - SEAL**

- Section 1:** The Seal shall be in such form as shall be prescribed by the Board and the seal shall be in the custody of the Secretary/Treasurer or delegate.

## **ARTICLE VIII - CUSTODY OF RECORDS**

- Section 1:** All pertinent books and records shall be in the custody of the SSNS office and may be inspected during normal business hours with one week's notice.

**ARTICLE IX - AMENDMENTS**

**Section 1:** These By-Laws may be amended by special resolution at any Meeting of the Members provided that fourteen (14) days' notice in writing be given of such meeting and that the notice contain the text, or the general nature of, any proposed amendments.

**ARTICLE X - DISSOLUTION**

**Section 1:** Upon dissolution of the organization all assets after payment of legal debts will be turned over to a qualified donor described in subsection 149.1(a) of the *Income Tax Act*.

**Effective: April 8, 2018 (pending approval at AGM)**

**Signature:** \_\_\_\_\_

**Print Name & Date:** \_\_\_\_\_

**Signature:** \_\_\_\_\_

**Print Name & Date:** \_\_\_\_\_