

Nova Scotia Therapeutic Recreation Association By-Laws

The name of the Association is Nova Scotia Therapeutic Recreation Association.

1. In these by-laws unless there be something in the subject box or context inconsistent therewith
 - a. “Society” means Nova Scotia Therapeutic Recreation Association
 - 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, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
 - d. The Officers of the Association shall be President, Past President, Vice President, Recording Officer, and Treasurer.
2. Words importing the singular number only include the plural number and vice versa; words importing the masculine gender include the feminine gender and works importing person include corporations, societies and associations.

Membership

3. The subscribers to the Memorandum of Association and such others persons as shall be admitted to membership in accordance to these By-laws, and none others, shall be members of the Association, and their names shall be entered in the Registry of members accordingly.
4. For the purposes of registration, the number of members of the Association is unlimited
5. Every member of the Association shall be entitled to attend any meeting of the Association
6. Membership in the Association shall not be transferable.
7. The following shall be admitted to membership in the Association:

Any individual who upholds the objectives of the Association and contributes to the

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support of the Association.

Professional Member: A person working in the field of Therapeutic Recreation or holding the CTRS designation.

Student: Any individuals currently pursuing a degree or diploma in Therapeutic Recreation/Recreation/Leisure Studies/Leisure Services.

Supporting: any individual, group, or corporate body, who ascribes to the values, mission and goals of the Association and is ineligible for membership as a Professional or Student member,

FEES: Fees are to be set at annual general meetings and are set for the year 2018 as follows:

Voting	Professional Member (CTRS)	150.00
Voting	Professional Member (Non-CTRS)	75.00
Voting	Student	30.00 (for two years)
Non-Voting	Corporate/Supporting Member	50.00

The membership year will run from September 1st until August 31st.

8. All members are in good standing except a member who has failed to pay current annual membership fees, other subscription or debt due and owing the Association, or who has been disciplined/suspended by the Intermittent Certification body (NCTRC) or any other licensing body for Therapeutic Recreation in the province of Nova Scotia or Canada.
9. Professional or Student Members who are not in good standing are not entitled to vote at General and Special meetings as held in accordance with these By-laws.
10. Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, the individual resigns membership, or if the individual ceases to qualify for membership in accordance with the by-laws.

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11. A Professional, Student or Supporting member may be expelled by a Special Resolution of the members passed at a General or Special meeting.
 - a. A brief statement of the reason or reasons for the proposed expulsion shall accompany the notice of a Special Resolution for the purpose of expulsion.
 - b. The person who is the subject of the proposed Special Resolution for expulsion shall be provided notice, in writing, at least 30 days in advance of the meeting when the proposed Special Resolution shall be considered.
 - c. The person who is the subject of the proposed Special Resolution for expulsion shall be given the opportunity to be heard at the meeting before the Special Resolution is put to a vote.

Fiscal Year

12. The fiscal year of the Association shall be the period from 09-01 to 08-31
(MM-DD) (MM-DD)

Meeting of Members

13. Any General Meeting of the Association shall be held at such time and place, in accordance with the Societies Act and these By-laws, as determined by the Board of Directors.
14. Every General meeting, other than an Annual General Meeting shall be a Special General Meeting.
15. The Annual General Meeting of the Association shall be held once every calendar year and no more that 14 months after holding the last preceding Annual General Meeting.
16. A Special General Meeting may be called by the President or by the Directors at any time, and shall be called by the Board of Directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the current Members of the Association.
17. Fourteen days prior notice shall be given to each Member of any Annual or Special General Meeting of the members. Notice shall be given in writing, by facsimile, by e-

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mail, Facebook, Twitter, or by sending it through the post in a prepaid letter addressed to members at their last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would have been delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.

18. At each Annual General meeting of the Association the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. Minutes of the preceding Annual General meeting;
 - b. Consideration of the annual reports of the Directors;
 - c. Consideration of the financial statements including balance sheet & operating statement and the report of the financial reviewer thereon;
 - d. Election of the Directors and Officers for the ensuing year;
 - e. The appointment of the Financial Reviewer.

All other business transacted at the Annual Meeting of the Association shall be deemed to be special business and all business shall be deemed special that is transacted at a Special General Meeting of the Association.

19. No business shall be transacted at any meeting of the Association unless a quorum of members is present at the commencement of such business. Quorum will consist of 20% of the voting members of the Association.
20. If within 30 minutes from the time appointed for the meeting a quorum is not present, the meeting shall stand adjourned until the next meeting.
21. The President shall preside as Chair at every General Meeting of the Association. In the absence of the President, the Vice President shall preside as Chair. If there is no President or Vice President, the members shall appoint someone of their number to be the Chair.
22. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, they shall have a casting vote.
23. 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

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place, unless notice of such new business is given to the members.

24. At any meeting, unless a poll is demanded by at least 10 members, a declaration by the Chair that a Resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such Resolution. If a poll is demanded in manner aforesaid, the same shall be held in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Association in General Meeting.
25. All meetings of the Nova Scotia Therapeutic Recreation Association authorized by the provisions of these By-laws shall be conducted under the provisions set out in Robert's Rules of Order, unless otherwise specifically provided in these By-laws.
26. 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 Association in a general meeting.

Directors

27. Unless otherwise determined by General Meeting, the number of Directors shall be not less than 5 and not more than 15 persons. The subscribers to the Memorandum of Association of the Association shall be the first Directors of the Association.
28. There shall be a minimum of four (4) meetings of the Directors per year.
29. Any Professional member of the Association in good standing shall be eligible to be elected as a Director of the Association.
30. Student members are only eligible to be elected as a Student Director of the Association.
31. The Board of Directors shall consist of the persons elected or appointed by the Members to the following positions:
 - a. President
 - b. Past President
 - c. President Elect

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- d. Recording Officer
 - e. Treasurer
 - f. Six (6) Regional Representatives
 - g. Two (2) Member At Large
 - h. Two (2) Student Director (1 TR Baccalaureate/Masters and 1 TR Diploma)
32. There shall be an Executive Committee consisting of the President, Past President, President Elect, Recording Officer and Treasurer of the Association. The terms of reference for this Committee shall be determined by the Board of Directors.
33. All Board members shall retire at the completion of their term at which time their successors will be elected at a General Meeting of the Association. The current President Elect will assume the new role of President for a term of one year and the former President will assume the role of Past President. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their successor is elected.
34. The term of the Recording Officer, Treasurer, and Regional Representatives shall be for a period of two years.
35. The Student Director position shall be for a period of one year.
36. A Director may be elected up to two (2) consecutive terms but not to exceed five (5) consecutive years whichever comes first, after which they are required to step down for a least one (1) year before re-election.
37. Every Professional and Student member shall be entitled to one vote and no more at any meeting of the Association.
38. There shall be voting by those in attendance at meetings. Electronic voting will only be available for general business items. For any business requiring a special resolution electronic voting will not be permitted. Proxy voting is not permitted for any business of the Association.
39. The position of Director (and any office held by such director) shall be automatically vacated:
- a. If a Director resigns by delivering a written letter of resignation to the Board of Directors; or
 - b. If a Director is found to be legally incompetent; or

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- c. If a Director becomes bankrupt or suspends payment of their creditors; or
 - d. If a Director is found guilty of an indictable offense;
 - e. If a Director is suspended or disciplined by the International Certification Body (NCTRC) or a provincial licensing body or
 - f. If a Director ceases to qualify for membership in accordance with these By-laws; or
 - g. Upon death; or
 - h. If at a meeting of the Board of Directors a Resolution that a Director be removed for causes passed by the votes of three-quarters of the Directors present at the meeting, provided that no such vote shall be taken at a meeting of the Board of Directors before at least 15 Days notice is given in writing to the Director concerned.
40. The members may, by Special Resolution, remove a Director before the expiration of office and then may elect a successor to serve until the next Annual General Meeting. To remove a director there must be $\frac{3}{4}$ vote in favour by the directors present.
41. The Board shall appoint a Professional Member as a Director and/or Officer to fill a vacancy on the Board should one occur.
- a. The Professional Member so appointed shall serve until the next Annual General Meeting.
 - b. In the event a Regional Representative Director becomes vacant the Professional Member appointed to the Board of Directors must be from the assigned region.
42. Meetings of the Board of Directors shall be held as often as the business of the Association may require and shall be called by the President. A meeting of the Directors may be held at the close of every Annual or Special General Meeting of the Association without notice. Notice of other meetings specifying the time and place thereof shall be given either orally or electronically to each Director within 7 days 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.
43. The President shall convene a meeting of the Board of Directors within 30 days upon receipt in writing of such a request from at least five (5) Directors.
44. No business shall be transacted at any meeting of the Board of Directors unless quorum is present. The quorum shall be a majority of the Board of Directors in office (50% plus 1). The Board of Directors shall from time to time fix a lesser quorum necessary for the

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transaction of business but not including any business that requires financial expenditures.

45. Quorum for member meetings is 25% of the current members.
46. The President or, in their absence the President Elect, or in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board of Directors.
47. The Chair may be entitled to vote as a Director and, in the case of equality of votes, he shall have the casting vote in addition to the vote to which he is entitled as a Director.
48. Directors and officers, as such, shall not receive any stated remuneration for their services.
49. The Nova Scotia Therapeutic Recreation Association hereby acknowledges that each and every Director and Officer of the Association shall be deemed to have assumed Office on the express understanding and agreement and condition that every Director and Officer of the Association and their heirs, executors, administrations 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 Association which such Director or Directors or Officer or Officers sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or them for or in respect of any act deed, matter or thing whatsoever may, done or permitted by them in or about the execution of the duties of their office or Officers, and also from and against all other costs, charges or damages which they sustain or incur in or about or in relation to the affairs of the Association except cost, charges, expense or damages as are occasioned by or arise from their own willful negligence or default.

Powers of Directors

50. The management of the activities of the Association 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 Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in a General Meeting. In particular the Director shall have the power to engage a Chair and to determine their duties and responsibilities and their remuneration.

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Officers

51. The Officers of the Association shall be a President, President Elect, Past President, Recording Officer and Treasurer. All Officers, shall serve as members of the Board of Directors and be elected by the members at a General Meeting
52. The President shall preside at all meetings of the Association unless the members or Board of Directors otherwise decide. The President is the Chief Executive Officer of the Association. They shall see that all orders and resolutions of the Board of Directors are carried into effect and they or the Treasurer, or other Officer appointed by the Board of Directors for the purpose, shall sign all By-laws or other documents requiring the signatures of the Officers of the Nova Scotia Therapeutic Recreation Association.
53. In the event of the absence of the President, the President Elect shall carry out the duties of the President.
54. The Recording Officer shall:
 - a. Keep minutes of all meetings of the Association.
 - b. Have custody of all records and documents of the Association except those required to be kept by the Treasurer.
 - c. Issue notice of meetings.
 - d. Conduct the office correspondence of the Association.
55. The Directors may appoint a temporary substitute for the Recording Officer who shall, for the purpose of these By-laws, be deemed to be the Recording Officer.
56. The Treasurer shall:
 - a. Keep such financial records, including books of account, as are necessary to comply with the Nova Scotia Companies Act.
 - b. Render to the Board, members and others as required the Association's financial statements.
57. The Board of Directors shall prepare all reports including financial reports required by law to be prepared by the Association for the Annual General Meeting or other purpose.
58. The Board of Directors shall file on behalf of the Association all financial and other reports that have to be filed as required by the Societies Act, Income Tax Act or other law.

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59. The Board of Directors shall ensure the Association has at least one account with a chartered bank, or credit union for the deposit of funds and transaction of its financial affairs.
60. The Board of Directors, on behalf of the Association, shall keep proper accounting records in respect of all financial or other transactions and shall keep records of:
- a. All money received and disbursed by the Association and the matter in respect of which the receipt and disbursement took place.
 - b. Every asset and liability of the Association.
 - c. Every other transaction affecting the financial position of the Association.
61. A member of the Board of Directors who is directly or indirectly interested in a proposed contract or transaction with the Association shall disclose fully and promptly the nature and extent of interest to each member of the Board and otherwise comply with the requirements of the Companies Act.

Audit of Accounts

62. The Financial Reviewer of the Association shall be appointed annually by the members of the Association at the ordinary or annual general meeting and, on failure of the members to appoint a Financial Reviewer, the directors may do so.
63. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The Financial Reviewer shall make a written report to the members upon the balance and operating account, and in every such report, shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly draw up so as to exhibit a true and correct view of the Association's affairs, and such report shall be read at the annual general 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, reviewed by the financial reviewer, shall be filed with the Registry of Joint Stocks within 14 days after the annual meeting in each year or as required by law.

Committees or Task Forces

64. The Board of Directors may from time to time appoint committees or task forces with

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such specific terms of reference and duration as the Board of Directors may determine, to assist them in carrying out their duties on behalf of the Association.

Enactment, Repeal and Amendment of By-laws

65. The Association has the power to repeal or amend these By-laws by a Special Resolution passed in the manner prescribed providing the circulation of notice of said motion to the Members of the Association 60 days prior to the days set for the General Meeting. By unanimous vote of a meeting of the Members the requirements of the delivery of a notice of motion sixty days prior to a meeting for the purpose of changing the By-laws may be waived.
66. Any enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Registrar is received.

Miscellaneous

67. The Association shall file with the Registrar the following within 14 days of the Annual General Meeting or the date when a change occurred:
 - a. A copy of the balance sheet showing the general particulars of the Association's liabilities and assets.
 - b. A statement of the Association's income and expenditures within the preceding year.
 - c. A list of the Directors and their addresses, occupations and dates of appointment or election.
 - d. A copy of every Special Resolution.
 - e. Any other documents required by the Registrar to maintain the Associations good standing.
68. The Board may provide a common seal for the Association and they have the power from time to time to destroy it and substitute a new seal in place of the seal destroyed.
69. The seal of the Association will be in the custody of the Recording Officer and may be affixed to any document upon resolution of the Board of Directors.
70. A member may inspect the books and records of the Association at any reasonable time within two days prior to the annual general meeting at the registered office of the Association or a mutually agreeable location. Members inspecting the books and records

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cannot discuss findings in said books and records or make copies of such.

71. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or President Elect and the Secretary, or otherwise prescribed by resolution of the Board of Directors.
72. The borrowing powers of the Association may be exercised by special resolution of the members.
73. The Society may only borrow money as approved by a special resolution of the members
74. In the event that an item from a committee requires Board approval, the item may be approved via email. The President must send the item to the Board and the President will notify the committee of the result. Majority rules and the President must be cc'd in the emails if sent to the Committee.