

## BY-LAWS OF

### Therapeutic Recreation Association of Atlantic Canada (Society Name)

1. In these by-laws unless there be something in the subject box or context inconsistent therewith
  - a. “Society” means **Therapeutic Recreation Association of Atlantic Canada**  
(Society Name)
  - 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.

### MEMBERSHIP

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

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

**Professional Member (with CTRS Designation):** As per the TRAAC & NSRPH joint Standards of Practice

**Professional Member (without CTRS Designation):** As per the TRAAC & NSRPH joint Standards of Practice

**Transitional Professional Members:** Upon completion of their post-secondary studies a graduating student may join the organization for an 18 month period (e.g. Sept 1, 2017 to Feb. 28, 2019). This is a one-time membership opportunity. Application and payment must be received within 60 days of the

expiration of their current student membership. Students that are not current members will not be eligible for this membership but may join as Professional Members at the annual rate.

**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 meetings and are set for the year 2017 as follows:

Voting	Professional Member	\$150.00
Voting	Transitional Professional Mbr.	\$130.00
Non-Voting	Corporate/Supporting Groups	\$50.00
Non-Voting	Student	\$ 30.00 (for 2 years)

The Professional and Supporting Membership Year shall run from March 1<sup>st</sup> to the last day of February.

The Student Membership Year shall run from September 1<sup>st</sup> to August 31<sup>st</sup>.

7. 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 these by-laws.

### FISCAL YEAR

8. The fiscal year of the Association shall be the period from  $\frac{01-01}{(MM-DD)}$  to  $\frac{12-31}{(MM-DD)}$ .
9. The ordinary or annual general meeting of the Association shall be held within three months after the end of each fiscal year of the Association.
  - a. An extraordinary general meeting of the Association may be called by the Chair or by the directors at any time.
  - b. An extraordinary general meeting shall be called by the directors if requisitioned in writing by at least twenty per centum (20%) in number of voting members of the Association.
10. Fourteen days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in email, writing, by facsimile or by sending it through the post in a prepaid letter addressed to each member at their last known address. Any notice shall be deemed to have been given by email &

facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would be 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.

11. At each ordinary or annual meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- a. Minutes of preceding general meeting;
- b. Consideration of the annual report of the directors;
- c. Consideration of the financial statements, including balance sheet and operating statement and the report of the financial reviewer thereon;
- d. Any by-law changes or additions;
- e. Election of directors for the ensuing year;
- f. Appointment of the Financial Reviewer.

All other business transacted at any ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Association.

12. No business shall be transacted at any meeting of the Association unless a quorum of members is present at commencement of such business and such quorum shall consist of 20% of voting members over and above current attending board of directors. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

13. The President of the Association shall preside as Chair at every general meeting at the Association;

- a. If there is no Chair or if at any meeting they are not present at the time of holding the same, the Vice-President shall preside as Vice-Chair;
- b. If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the holding of the same, the members present shall choose someone of their voting membership to be Chair.

14. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the individual shall have a casting vote.
15. 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 business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
16. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such a resolution.
17. 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.

### **VOTES OF MEMBERS**

19. Every professional and transitional member shall be entitled to one vote and no more at any meeting of the Association.
20. Any professional and transitional member in good standing may be a Director or officer of the Association with the exception of the Student Director position.
  - a. Any student member in good standing may hold the office of Student Director for a 1 year term.
  - b. The length of term of office shall be one (1) year with the exception of the positions of President, Vice President, Treasurer and Membership Coordinator whose term of office shall be (2) years.
  - c. A Director may be elected for up to four (4) consecutive terms but not to exceed four (4) consecutive years whichever comes first, after which they are required to step down for a least one (1) year before re-election.
  - d. The election of the following Directors of the Association shall be staggered;
    - i. The positions of President and Membership Coordinator shall be elected in even years.
    - ii. The positions of Vice President and Treasurer shall be elected in odd years.
21. The Annual General Meeting of the Association shall be held within ninety days after the end of the fiscal year.
22. Only professional and transitional members shall be entitled to vote at any meeting of the Association and to hold any office. Each Student Director shall be entitled to vote at each board meeting, excluding the Special Meeting and the Annual General Meeting.

23. There shall be no proxy voting. Voting through electronic means is only permitted at board meetings. Electronic means that are used for voting are only permitted if members are able to cast their votes in “real time” to ensure they are able to be a part of and hear any discussion that takes place.

## DIRECTORS

24. Unless otherwise determined by a general meeting, the number of directors shall not be less than seven or more than fifteen. Subscribers to the Memorandum of the Association shall be the first directors of the Association.
25. At the first ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting, all the directors with the exception of the President, Vice President, Treasurer and Membership Coordinator shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
- a. During the annual general meeting of the Association held in even years the President and Membership Coordinator shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
  - b. During the annual general meeting of the Association held in odd years the Vice President and Treasurer shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
  - c. Individuals elected to the board as an executive officer or director shall not receive any remuneration.
  - d. If a Director resigns their Office or ceases to be a member in the Association their Office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Association.
  - e. The members may, by special resolution, remove any Director and appoint another member to complete the term of Office.
26. The members shall elect one of their members to be the President of the Association. The President shall act as Chair and have general supervision of the activities of the Association and shall perform such duties as may be assigned by the members from time to time.
27. The members may also elect from their members a Vice-President. The Vice-President shall act as Vice-Chair and at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period of the Chair may request the individual to do so.

28. There shall be a Secretary of the Association who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to the individual by the members. The members shall also appoint a Treasurer of the Association to carry out such duties as the members may assign.

### **AUDIT OF ACCOUNTS**

29. 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.
30. 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 sheet and operating account, and in every such report, shall state whether, in this 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 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.
31. The Association has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

### **MISCELLANEOUS**

32. The Association shall file with the Registry of Joint Stocks with its Annual Statement a list of its Executive Officers and Directors with their addresses, occupations, and dates of appointment or election within 14 days of a change of directors.
33. The Association shall file with the Registry of Joint Stocks a copy in duplicate of every special resolution within 14 days after the resolution is passed.
34. The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
35. Preparation of minutes and custody of the minutes of all the meetings of the Association and of the Board of Directors shall be the responsibility of the Secretary. Preparation of the books and records relating to finances including cheques, receipts, invoices, audits, bank statements, investments, credit card statement, revenues and expenditures shall be the responsibility of the Treasurer.
36. The books and records of the Association may be inspected by any member 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 cannot discuss findings in said books and records or make copies of such.

37. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
38. The borrowing powers of the Association may be exercised by special resolution of the members.
39. In the event that an item from a committee requires Board approval the item may be approved via e-mail. The item must be sent to the board by the President and the President will notify the committee of the result. Majority rules and the President must be cc'd in the e-mails if sent to the Committee Chair.
40. In the event that the association wishes to dissolve, a general meeting as per the By-Laws will be called. The only exception will be in the event that the Annual General Meeting is within the 90 days. Any motion to dissolve will require a 3/4 majority vote in favour by all eligible voting members in attendance.