

**BY-LAWS
OF**

**Therapeutic Recreation Association 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 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

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 2010 as follows:

Voting	Professional Member	\$150.00
Non-Voting	Corporate/Supporting Groups	\$ 50.00
Non-Voting	Student	\$ 20.00

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

The Student Membership Year shall run from September 1st to August 31st.

- 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

- The fiscal year of the Association shall be the period from 04-01 to 03-31
(MM-DD) (MM-DD)
- 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.
 - An extraordinary general meeting of the Association may be called by the Chair or by the directors at any time.
 - An extraordinary general meeting shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Association.
- Seven 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 his 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.
- 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:

Minutes of preceding general meeting;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;

Election of directors for the ensuing year;

Appointment of Auditors.

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 50% + 1 of the members.
13. 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.
14. (a) The President of the Association shall preside as Chair at every general meeting at the Association;
(b) If there is no Chair or if at any meeting he is not present at the time of holding the same, the Vice-Chair shall preside as Chair;
(c) 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 number to be Chair.
15. 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.
16. 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.
17. 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.

18. 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 member shall have one vote and no more
20. (a) Any professional member in good standing may be a Director or officer of the Association.
(b) The length of the term of office shall be one (1) year.
(c) A Director may be elected for up to three (3) consecutive years after which they are required to step down for a least one (1) year before re-election.
21. The Annual General Meeting of the Association shall be held within ninety days after the end of the fiscal year.
22. Only Professional members shall be entitled to vote at any meeting of the Association and to hold any office.
23. There shall be no proxy voting.

DIRECTORS

24. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than twelve. Subscribers to the Memorandum of Association of the Association shall be the first directors of the Association.
25. Directors shall be elected by professional members at each ordinary or annual general meeting of the Association.
26. At the first ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting, all the directors 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.
27. In the event that a director resigns office or ceases to be a member in the Association, whereupon the individual's office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the professional members of the Association.
28. The Association may, by special resolution, remove any director before the expiration of the period of

office if 3 meetings are missed and appoint another person in the individual stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if the individual had not been removed.

29. Meetings of the Board of Directors shall be held at least four (4) times per year in addition to the annual meeting and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or general meeting of the Association without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable 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.
30. No business shall be transacted at any meeting of the Board of Directors unless at least fifty percent plus 1.
31. The Chair or, in absence, the Vice-Chair 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.
32. The Chair may be entitled to vote as a director and, in the case of equality of votes, the individual shall have casting vote in addition to the vote to which the individual is entitled as a director.

POWER OF DIRECTORS

33. 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 director or required to be exercised or done by the Association in general meeting. In particular, the directors shall have power to engage a coordinator and to determine duties and responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide. (2 Student Directors, Director at Large)

OFFICERS

34. The officers of the Association shall be a President, a Vice President, a Treasurer, a Secretary, Education Chair, Promotions Chair, Advocacy Chair, Communications Chair, Membership Coordinator. The offices of Treasurer and Secretary may be combined. The positions of President, Vice President, Treasurer and Secretary must be occupied by Professional members.
35. The members shall elect one of their numbers to be the chair of the Association. The Chair shall 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.
36. The Vice President shall act as Vice Chair or the members may also elect from their number a Vice-Chair. The Vice-Chair shall, 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.

37. (a) 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 appoint the Secretary and may also appoint a Treasurer of the Association to carry out such duties as the members may assign. If the members think fit, the same person may hold the offices of Secretary and Treasurer.
- (b) The directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

AUDIT OF ACCOUNTS

38. The auditor 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 an auditor, the directors may do so.
39. 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 auditors 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, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
40. 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

41. The Association shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.
42. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
43. 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.

44. 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.
45. 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. Members inspecting the books and records cannot discuss findings in said books and records.
46. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the Chair or Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
47. The borrowing powers of the Association may be exercised by special resolution of the members.
47. 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 Chair / 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.