MEMORANDUM OF ASSOCIATION and BY-LAWS
LITERACY ASSOCIATION OF NOVA SCOTIA
Approved at AGM on June 17, 2022

Terms of Reference

1. In this document, unless there is a disagreement over the meaning of definition:

   a) "Coalition" means a group of individuals and organizations interested in promoting literacy in Nova Scotia as per its Mission Statement.

   b) "Committee" means:

      1. Standing Committee: a permanent committee whose members change regularly. Such committees may be concerned with such things as publicity, funding, and membership.

      2. Special Committee: a temporary committee dealing with specific issues and then dissolves once the issue is resolved.

   c) "Board" means the Board of Directors of Literacy Association of Nova Scotia.

   d) "LNS" means the Literacy Association of Nova Scotia.

   e) "Student" or "learner" means someone who is attending, or plans to attend, or has participated in an adult literacy program.

   f) "Director" means member of the Board of Directors of LNS.

   g) "Good standing" refers to a member who has paid their annual dues to the organization.

Name

1. The name of the non-profit corporation is Literacy Association of Nova Scotia.

Membership

2. Persons and organizations who support the LNS's Mission are eligible for membership upon payment of applicable membership dues. This will be considered as having a general membership.

3. The number of members in the LNS is unlimited.

4. Any member can attend any meeting of LNS.

5. Each member or organization present at an Annual Meeting may have one vote only.

6. Any member over 18 can hold any office on the Board.

7. Membership dues shall be set each year by the Board upon approval of the LNS's membership at AGM.

8. Termination of Membership. Membership in any category can be terminated for any of the following reasons:

    a) the member resigns in writing.
    b) three-quarters of the members present at any Annual General Meeting or Special General Meeting vote to revoke the member's privileges.
    c) the member fails to pay dues within 30 days after membership expires.

Meetings

9. The proceedings of any meeting of the LNS's members or Directors shall be recorded in formal minutes that are available upon request by any LNS member.

10. The board may decide to do an in-camera session to discuss issues of a personal nature regarding staff. In-camera sessions are only open to the board members.

11. The Chair shall direct all meetings. If the Chair is absent, the Vice-Chair shall assume the position of Chair. If neither the Chair not the Vice-Chair s present, the members present shall choose a member of the Board to chair the meeting.

12. Committee Meetings will be conducted using Roberts' Rules of Order and any special rules of order the Board may decide.

13. Every motion will be decided by a simple majority (50% + 1) of votes of members present. Members have a right to abstain, which shall be recorded.

14. Proxy votes will not be allowed.

15. Voting may be conducted by the methods below:

    a) by a show of hands
    b) by verbally stating Aye or No
    c) by a secret ballot

16. Voting by secret ballot method means that all members including the chair may vote. In the case of a tie, a second vote will be taken after further discussion. The motion will then proceed to the second vote by secret ballot and if it remains tied on the second vote the

motion is defeated.

17. When voting is by show of hands or by stating Aye or No, every member except the chairperson may vote. In the case of a tie vote, the chairperson will vote to break the tie.

Annual General Meetings

18. An Annual General Meeting shall be held once yearly and called by the Board of Directors. Under the direction of the chair, one month's notice shall be given to the members in writing by mail, e-mail or fax.

19. The quorum for the Annual General Meeting or any Special General Meeting shall be a minimum of ten (10) members in good standing at the time of the meeting.

20. Membership dues must be paid 45 days prior to AGM unless otherwise agreed to by the board when an extenuating arises for an individual.

21. Agenda of AGM

    a) Approval of Minutes
    b) Chair's Report of Previous Year
    c) Financial Report
    d) Auditor's Report
    e) Appointment of Auditor
    f) Nominations Committee Report
    g) Setting of Membership Fees

Special Meetings

22. A Special General Meeting may be called by the Board of Directors at its discretion or on the petition of at least thirty (30) members. Under the direction of the chair, 14-day notice shall be given to the members in a media form understood by members of LNS.

23. The quorum for any Special General Meeting shall be a simple majority or a minimum of ten (10) members in good standing at the time of the meeting.

Board Meetings

24. The Board of Directors will meet at least four (4) times each year, at a time and place decided by the Board. Under the direction of the Chair, notice will be given to members in a media form understood by members of LNS.

25. The quorum for Board meetings shall be six (6) Directors, one of whom must be a member of the Executive Committee.

26. The Executive Committee (see # 30) of the Board may meet at any time as deemed necessary and called by the Chair or any two members of the Executive. A quorum for an Executive Meeting shall be 3 members.

27. If more than fifty percent (50%) of members' present demand a recount of votes on resolutions or election of Board members, the meeting Chair shall conduct a recount of votes.

Board of Directors

LNS as a non-for-profit Nova Scotia provincial wide organization respects the province's diversity of culture and will ensure inclusivity and diversity of views and opinions are encouraged on the Board of Directors.

28. The LNS Board represents six regions. Each region will have one (1) representative. In addition, there will be three (3) learner representatives, one (1) representative from the business community, and one (1) representative from the labour community. The Board will have one (1) designate representative from the Nova Scotia Mi'kmaq community and one (1) designate from an under-represented or marginalized community. The Past Chair may continue to serve as a member of the Board.

29. The Executive Director of LNS shall be a non-voting (ex-officio) member of the board. Other non-voting Board positions may be created at the discretion of the Board.

30. The LNS Executive Officers are the Chair, the Vice-Chair, the Secretary, the Treasurer and the Past Chair. A single individual if the Board so decides may fill the Secretary and Treasurer positions. The Executive members are elected by the Board at the first meeting following each AGM – with such procedures to be determined by the current Board.

Powers of the Board of Directors

31. The Board of Directors is responsible for managing the business and property of LNS. It may decide on any matter which is not reserved for the membership, and which agrees with the goals and bylaws of the organization.

32. The Board is responsible for the financial security and accountability of LNS. It will approve and monitor the yearly operating budget.

33. The Board will see that all the necessary financial and other records of LNS required by law or by LNS bylaws are kept properly.

34. The Board may establish committees to make recommendations to the board by delegating responsibility to them as needed.

35. The Executive Committee will act as the HR Committee and will make recommendations to the board about the salary, benefits, and responsibilities of the Executive Director and

other staff. Decisions will be made by the board.

36. Directors will not receive any pay from the organization for Board or Committee related duties while on the Board.

37. Directors will be compensated for reasonable expenses while carrying out authorized Board duties. This may include legal costs unless these result from the director's own wilful neglect.

38. Any director who might profit directly or indirectly by a decision of the Board must declare a conflict of interest and not take part in the discussion or decision.

39. A director must resign from the Board before applying for any paid position with the organization.

Nomination, Election and Tenure

40. All representatives of the Board, except for the Past Chair, will be elected from the existing membership of the LNS.

41. The Regional representatives shall be elected from the members within that region prior to the AGM. The Board will determine the process of an election for the region when more than one individual is nominated.

42. Learner, business, and labour representatives shall be nominated from the membership and elected by the members prior to the AGM. The Board will determine the election process when more than one individual is nominated for a position.

43. Terms, unless otherwise agreed by the current Board shall start and end at the AGM meetings.

44. The Executive Officers should have already served on the Board for at least one year as a Director unless recommended by a 2/3 majority vote of the current Board.

45. Term of Office. Directors may serve no more than three (3) two year terms. The board can approve the extension of terms of office where they see fit.

46. Members of the Board of Directors shall hold office for a two-year term or until:

    a) they cease to be a member of the LNS.
    b) they resign by a written notice, or
    c) they are removed by a resolution of LNS and supported by a 3/4 majority vote of the Board of Directors in attendance at a Board meeting.

47. The Chair may appoint a new member to fill any vacancy for the remainder of that term

of office, subject to approval of the Board. A regional election may be held, at the discretion of the Board to fill the position of a departing regional representative.

Duties of the Board

51. Duties of the Board Chair:

a) to act as chairperson at all meetings of LNS and the Board.
b) to act as the official spokesperson and representative of LNS.
c) to ensure that the Board of Directors follows LNS policies.
d) to supervise the work of the Executive Director in consultation with the Executive Committee.
e) Act as chairperson of the Personnel Committee

52. Duties of the Vice-Chair:

a) to assist the Chair with his/her responsibilities and take over these responsibilities if the Chair is absent.
b) to co-ordinate the annual review of all policies, procedures, and bylaws.
c) to ensure that personnel policies are reviewed annually and carried out.

53. Duties of the Recording Secretary:

a) to arrange for recording minutes of all meetings.
b) to ensure a proper Register of Members is kept as required by the Nova Scotia Societies Act.
c) to arrange for minutes and reports of Board and committee meetings to be sent out to the Board.

54. Duties of the Treasurer:

a) to arrange for the development of an annual budget for review and approval by the Board.
b) to ensure that financial and fundraising policies are reviewed annually and carried out.
c) to monitor the bookkeeping activities of the Executive Director and his/her staff to ensure generally accepted accounting principles (GAAP) are being followed.
d) to present financial reports to the Board when asked and arrange to have a properly audited statement prepared for the AGM.
e) to co-ordinate an annual review of membership fees.
f) to ensure all financial transactions are kept in proper books of account, and ensure they be available for review by the general membership.
g) to report to the chair and board any problems encountered in the undertaking of their duties as soon as they become aware.

55. Past Chair:
    a) assist and support in the coordination and orientation of new board members
    b) help with the transition of a new board chair

Committees of the Board

56. In addition to the Executive Committee, the Board, or Executive Director with approval of the Board, may from time to time create committees as required to conduct fund raising or other LNS business.

57. All LNS Committees shall be responsible to the Board and shall be chaired by a member of the Board. Members of committees shall be recommended by the board chair or the Executive Director and approved by the board.

58. Committee chairs and members will be appointed by the board. The board will be open to receiving recommendations for committee members and or chairs from staff or others.

59. Members of Committees will not receive pay for committee work but will be compensated for related and reasonable expenses.

60. A simple majority will constitute a quorum for a committee meeting with each member holding one vote.

61. Committee members may be removed by a 3/4 vote of the Board at any regular, annual or special meeting.

Finances

62. The fiscal year of the LNS shall be from April 1 to March 31.

63. The borrowing powers of LNS may be exercised by a 2/3 majority vote at any meeting of the Board.

64. Annual financial statements, detailed records, supporting documents, and all books and records of the society shall be maintained at the LNS headquarters and be made available to any LNS member upon request.

65. The financial records for the LNS shall conform to generally accepted accounting practices as outlined by the Canadian Institute of Chartered Accountants handbook. The financial status and statements of the Association, will, at least annually, be audited by two members, at least one of whom shall have competence in financial audit matters and who are not members of the Executive of the Board of the LNS or by a certified accounting firm.

66. All LNS financial transactions requiring a cheque from the LNS bank account must be signed by any two of the following: Chair, Vice-Chair, Secretary, Treasurer, or Executive

Director.

Indemnity and Exclusion of Liability

67. All Directors or Officers of LNS shall be indemnified by LNS from all costs and expenses that they incur in carrying out their authorized duties, including all costs and expenses that they incur in any legal proceeding brought against them; except those costs and expenses that result from the person's own willful neglect or default.

Head Office

68. The Head Office of the LNS shall be in Truro, or as otherwise agreed to by the Board.

Amendments

69. The By-laws of the LNS may be amended by a 3/4 majority vote of the members present at any general or special meeting.

70. Proposed amendments to the By-laws must be distributed to the membership at least 30 days prior to the meeting at which they are to be considered.

Miscellaneous

71. LNS is in custody of the corporate seal.

72. All books and records of LNS (meeting minutes, budget or audited statements) will be made available on site of the office and under supervision by staff for inspection by members upon request. This excludes any personal information relating to employment of staff or other personal information of staff or board members.

73. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of LNS by the Chair or the Vice-chair and Secretary, or otherwise as prescribed by resolution of the Board of Directors.