

BY-LAWS
OF
THE FLOWER CART SOCIETY



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ARTICLE 1 - DEFINITIONS

- 1.0 Board: Also known as the Board of Directors of the Society.
- 1.1 Director: A member of the Board of Directors of the Society.
- 1.2 Society: The term Society refers to *The Flower Cart*.
- 1.3 Annual General Meeting: A meeting held once a year as required by Article 19 of the Societies Act of the Province of Nova Scotia (often referred to as the AGM)
- 1.4 General or Special Meeting: Any meeting of the Society that is not the Annual General Meeting.

ARTICLE 2 – MEMBERSHIP IN THE SOCIETY

2.0 MEMBERS:

The Society has Regular Members and Honorary Members.

2.1 REGULAR MEMBERS:

The subscribers to the Memorandum of Association and all other people admitted to membership in accordance with these by-laws, and none others, are regular members of the Society.

2.2 OBLIGATIONS OF MEMBERSHIP:

A member of the Society must:

- a) be over the age of 18 years,
- b) uphold the objectives of the Society,
- c) pay a membership fee annually to the Society, not less than an amount to be determined at an Annual General Meeting of the Society; and,
- d) be a member in good standing.

2.3 LIMITATION OF MEMBERSHIP:

The following are not admitted to membership in the Society:

- a) Current employees,
- b) Spouses of current employees, and
- c) Former employees who have left the employ of the Society less than two years from the date of paying the membership fee.

2.4 FEES:

Each member pays the society an annual membership fee determined by the Board. The membership fee is paid for the current membership year, which runs from one annual general meeting to the next annual general meeting.

2.5 RIGHTS OF MEMBERS:

Every person who is a member in good standing of the Society is entitled to:

- a) attend any meeting of the Society.
- b) vote at any meeting of the Society
- c) run for any office of the Society.

2.6 TRANSFERABILITY, RESIGNATION, SUSPENSION, CANCELLING OR TERMINATION:

- a) **TRANSFERABILITY:** Membership in the Society is not transferable.
- b) **RESIGNATION:** Members may resign from the Society by providing written notice.
- c) **SUSPENSION:**
 - i) The Society has the right to suspend membership.
 - ii) A member has the right to appeal a suspension to the Board of Directors
- d) **TERMINATION:**
 - i) The Society has the right to terminate membership.
 - ii) The decision to terminate a person's membership is made at a meeting of the Society.
 - iii) A Special Resolution is required to revoke a person's membership.
 - iv) The decision to revoke a person's membership is irrevocable.

2.7 HONORARY MEMBERSHIP:

The members present at the Annual General Meeting of the Society may grant Honorary Membership to those individuals or groups of individuals who have rendered outstanding service to the Society. Honorary Society Members have no voting privileges unless they meet the conditions for society members stated above in 2.1 Obligations of Membership: a) through d)

Article 3 – Meetings of the Society.

3.0 MEETINGS OF THE SOCIETY:

There shall be Annual General and General or Special Meetings of the Society.

3.1 ANNUAL GENERAL MEETING:

The Annual General Meeting of the Society is held within three months after the end of each fiscal year of the Society.

3.1.1 THE BUSINESS AT THE ANNUAL GENERAL MEETING:

The business to be transacted at the Annual General Meeting must include:

- a) minutes of the preceding Annual General Meeting;
- b) receipt of the annual report;
- c) receipt of the audited or reviewed financial statement;
- d) election of the auditors;
- e) election of Directors;
- f) other business specified in the notice convening the meeting.

3.2 GENERAL OR SPECIAL MEETING:

A general or special meeting of the Society may be called for a specific purpose(s) by:

- a) the Chairperson;
- b) the Directors if a resolution calling for a General or Special Meeting is passed at a Board meeting; or
- c) the Directors if requisitioned in writing by at least twenty-five per cent (25%) of the members of the Society.

3.3 ALL SOCIETY MEETINGS:

All meetings of the Society shall be held with the following:

- a) **Notice:**
 - i) Twenty-one days' notice of a meeting of the Society must be given to the members.
 - ii) Notice is given by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means.
- b) **Quorum:** A quorum of 10 members must be present at a Society meeting.
- c) **Chairperson of the Meeting:**
 - i) The Chairperson of the Board of Directors presides as Chairperson of every meeting of the Society.
 - ii) If the Chairperson is not present the Vice-Chairperson presides as the Chairperson of the meeting.
 - iii) If the Chairperson or Vice-Chairperson is not present, the members present chose one of their number to act as Chairperson of the meeting.
- d) **Voting:**
 - i) Resolutions are passed by simple majority of the votes cast, unless the issue must be decided by Special Resolution.
 - ii) The Chairperson of the meeting has no vote except in the case of a tie vote. In the case of a tie vote, the Chairperson of the meeting may cast the deciding vote.
 - iii) There is no proxy voting.
- e) **Inspection of Books and Records:**
 - i) The Members may inspect the annual financial statements and minutes of membership and Directors meetings at the registered office of the Society with one week's notice.
 - ii) All other books and records of the Society 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 Society.
 - iii) Inspections occur in the presence of the Chairperson or designate.
- f) **Extenuating Circumstances** where a physical meeting may not be possible, Annual General Meetings, or special meetings of the Society, may be held by virtual means.

Extenuating Circumstances Definition for Glossary:

Situations including but not limited to orders under the Emergency Management Act or directives under the Health Protection Act and/or time sensitive issues that require Society approval.

Article 4 - BOARD OF DIRECTORS

4.0 Powers:

The Board of Directors governs the affairs of the Society and supervises, controls, and directs all its activities.

- a) The powers of Directors are limited by these by-laws and the Societies Act.

- b) The Directors have power to engage an Executive Director and determine the duties, responsibilities, and remuneration for the Executive Director.
- c) The Directors may appoint committees as required.
- d) Each year the Directors appoint members to the following committees:
 - i) Nominating,
 - ii) Executive Director's Performance Evaluation,
 - iii) Policy and Bylaw Review,
 - iv) Budget/Finance.

4.1 ELIGIBILITY:

- a) The subscribers to the Memorandum of Association of the Society are the first directors of the Society.
- b) Any member of the Society in good standing is eligible to be elected a director of the Society.
- c) Directors must complete the Board screening process including Police/Vulnerable Sector checks.

4.2 Number of Directors:

Unless otherwise determined by general or special meeting, the number of directors is not less than nine or more than fifteen.

4.3 Composition of the Board

The composition of the Board of Directors reflects the diversity of the population of Kings County.

4.4 Terms/Continuity:

- a) The members elect the Directors from amongst their number at each Annual General Meeting of the Society.
- b) Directors are elected for an initial three-year term, with a maximum of two additional two year terms. The terms are on a staggered basis and no Director may serve more than three consecutive terms of service. Directors who have served the maximum number of consecutive terms are not eligible for re-election for a period of two years following the end of the final term.

4.5 Nominations

The committee shall consist of no less than three Board members and no more than six.

4.6 Conflict of Interest

- a) Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
 - i) upon nomination to the Board of Directors, and
 - ii) if serving as a Director, when the possibility of a conflict is realized.

- b) A conflict of interest does not prevent a Society member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

4.7 ELECTIONS

At the first Annual General Meeting of the Society and at every succeeding Annual General Meeting, all the directors retire from office but hold office until the dissolution of the meeting at which their successors are elected.

4.8 REMOVAL, RESIGNATION OR REQUEST FOR LEAVE OF ABSENCE

- a) A Director may be removed from office before the expiration of the term by a special resolution of members present and voting at a General or Special Meeting of members duly convened for that purpose. A Director whose membership has been cancelled shall be removed from office.
- b) A Director may resign in writing to the Chairperson of the Board.
- c) If a Director is absent without cause from three consecutive meeting of the Board, the Director is deemed to have resigned. The Chairperson may accept the resignation and establish the effective date.
- d) A Director may make a request to the Chairperson of the Board for a leave-of-absence for a period not to exceed 9 months. If the Chairperson supports the request, it is then presented to the Board to be either approved or denied by a motion of the Board.

4.9 VACANCIES ON THE BOARD:

The Board of Directors may fill a vacancy created on the Board for the remaining portion of the vacant term, from among the members of the Society.

4.10 MEETINGS OF THE BOARD:

- a) **MEETINGS OF THE BOARD OF DIRECTORS:** Meetings of the Board are held as often as the business of the Society requires. No less than eight meetings are held between annual general meetings.
- b) **QUORUM:** No business is transacted at any meeting of the Board of Directors unless 50% plus 1 of the members, reduced to the lower integer in the case of a decimal in the calculations, are present at the commencement of such business.
- c) **VOTING AT THE BOARD MEETINGS:**
 - i) All matters shall be decided by a simple majority of the votes cast except as otherwise required by these bylaws.
 - ii) The Chairperson of the meeting has no vote except in the case of a tie vote. In the case of a tie vote, the Chairperson of the meeting may cast the deciding vote.
- d) **REMOTE VOTING:** Voting may take place remotely.
- e) **OBSERVERS:** The Chair may invite an observer to report on any matter of interest to the Board. An observer may not vote on any matter.
- f) **ELECTRONIC/CONFERENCE CALL ATTENDANCE:** Directors may attend meeting by electronic/conference call as required.

4.11 Executive Director

The Executive Director is a member of the Board and participates in all meetings and activities of the Board and is an ex-officio member with voice and no vote.

Article 5– OFFICERS OF THE BOARD

5.0 OFFICERS:

The officers of the Board are the Chairperson, the Vice-Chairperson, the Treasurer and the Secretary. Appropriate offices may be combined.

5.1 ELECTION OF OFFICERS:

The Directors elect the officers from among the members of the Board.

5.2 DUTIES OF THE OFFICERS:

- a) The Secretary has responsibility for the preparation and custody of all books and records including:
 - i) the minutes of members' meetings
 - ii) the minutes of director's meetings
 - iii) the register of members, and
 - iv) filing the annual requirements with the office of the registrar
- b) The duties of all officers are as the title would indicate.
 - i) The duties are detailed in the Position Description established by the Board
 - ii) Any or all of the duties of the officers of the Society may be delegated.

5.3 TERMS OF OFFICE:

- a) An officer serves a two year term or until his/her successor is elected. Officers may be re-elected to the same office for one additional consecutive term.
- b) When unique circumstances warrant, and it is deemed to be in the best interest of the Society, at the discretion of the Board, an Officer may be elected to another additional term.

5.4 Vacancies of Officers:

- a) The Board may fill vacancies of Officers from among its number to serve until after the next Annual General Meeting at which the Directors are elected.
- b) In filling vacancies for unexpired terms, an Officer who has served more than half a term in an office is considered to have served a full term. The Officer therefore will be able to serve one additional two-year term.
- c) In filling vacancies for unexpired terms, an Officer who serves less than half a term will be able to serve up to two additional terms.

5.5 Removal of Officers:

The Board by resolution may remove an Officer before the expiration of the term.

5.6 INDEMNIFICATION OF OFFICERS AND DIRECTORS:

- a) The Society shall indemnify a director or officer of the Society, or a former director or officer of the Society, for all costs, charges, and expenses, including an amount paid to settle an action or satisfy a judgment, in excess of those covered by the Society's Directors' and Officers' Liability Insurance

coverage and reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved as a result of being or having been a director or officer of the Society.

- b) The Society shall not indemnify an individual under subsection (a) unless the individual:
 - i) acted honestly and in good faith with a view to the best interests of the Society; and
 - ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the individual's conduct was lawful.

Article 6 – Financial and Contractual Matters

6.0 FISCAL YEAR:

The fiscal year of the Society is the period from April 1st in any year to March 31st in the next year.

6.1 AUDIT:

The Society will have an audit or review engagement conducted annually by a qualified individual or company.

- a) The Board of Directors decides whether an audit or a review engagement is conducted.
- b) The Society appoints the Auditor of the Society at the Annual General Meeting. On failure of the Society members to appoint an auditor it is the Directors responsibility to do so.
- c) A copy of the audited or reviewed balance sheet and statement of income and expenses are filed with the Registrar within fourteen days following the annual meeting.

6.2 BORROWING POWERS:

The borrowing powers of the Society are exercised by special resolution of the Members of the Society.

6.3 CONTRACT, DEEDS, BILLS OF EXCHANGE, CHEQUES, OTHER INSTRUMENTS AND DOCUMENTATION:

Contracts, deeds, bills of exchange, cheques and other instruments and documents may be executed on behalf of the Society by one Officer of the Board and one other Director, or otherwise as prescribed by motion of the Board of Directors.

6.4 REMUNERATION OF DIRECTORS.

- a) Directors may be reimbursed for out of pocket expenses when acting on behalf of the Society.
- b) Directors are not paid for working for the Society.
- c) The Society does not make loans, guarantee loans, or advance funds to any Director.

6.5 SEAL:

The seal that bears the name The Flower Cart is the seal of the Society.

- a) The Seal of the Society is the responsibility of the Secretary.
- b) When the seal is used it must be signed by:
 - i) two members of the Executive; or,
 - ii) one member of the Executive and one Board member.

6.6 FUNDRAISING:

The Society adheres to all laws and regulations and all financial controls with respect to operating a charitable organization.

Article 7 - Miscellaneous Matters

7.0 BOOKS AND RECORDS:

The Board shall ensure that all books and records of the Society required by the Societies act or bylaws are regularly and properly maintained.

- a) Minutes are kept of all the meetings of the Society and of the Board of Directors.
- b) The Chairperson and the Secretary sign the approved minutes of the Society and of the Board of Directors.
- c) Minutes, books and records of the Society and Board of Directors are stored at the registered office of the Society

7.1 PROCEDURES AT MEETINGS:

The Flower Cart uses the most current authority on parliamentary procedures as its Rules of Order. When required, the Board of Directors determines the most current authority.

7.2 Dispute Resolution:

Independent of the discipline process, the Board may establish a Dispute Resolution Process to assist in Director-Director, Society Member-Board, and Society Member-Society Member relations.

7.3 AMEND OR REPEAL BYLAWS:

- a) The Society has the power to add to, repeal, or amend the bylaws and Memorandum of Association.
- b) The bylaws and Memorandum of Association are changed at a meeting of the Society.
- c) A Special Resolution is required to consider a change to the bylaws or Memorandum of Association.
- d) A change to the bylaws or Memorandum of Association takes effect when the Registrar approves it.

GLOSSARY

CONFLICT OF INTEREST	<p>A situation where a member of the Society or a Director has competing Flower Cart and personal interests. A conflict of interest may be perceived by others rather than actually exist.</p> <p>“Personal interests” include the interests of a member’s or Director’s business and other affiliations, family, significant other, employer, or close associates.</p>
EX-OFFICIO	By virtue of office. Unless otherwise stated in the Bylaws, an ex-officio member has the same privileges as other members, including voting privileges. Because ex-officio attendance at meetings may not be regular, the member need not be counted to achieve quorum.
HONORARY MEMBERSHIP	Membership confirmed on an individual or a group of individuals, without usual requirements and duties. Done or given in token of honour, such as achievement or distinction.
INDEMNIFICATION	The Society indemnifies or protects each Director or Officer against all costs and charges that result from any act done as a Director or Officer for the Society when acting in good faith on behalf of the Flower Cart
MEMBER IN GOOD STANDING	A member whose dues are paid in full and who is not suspended.
MOTION	A motion is a proposal that the assembly take certain action, or that it express itself as holding certain views.
PROXY VOTE	The transfer of voting rights from one Director or member of the Society to another individual authorized to vote their behalf.
REGISTRAR	The Registrar refers to the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
Regular Member	Any person who subscribes to the Memorandum of Association and is a member of the society.
Remote Voting	Voting that occurs outside of a meeting, is documented and is ratified at a meeting.
Resolution	A statement of action or expression of a point of view of the Society or Board of Directors. A resolution is normally proposed by a motion.
Special resolution	A resolution passed by not less than three-fourths of such regular members entitled to vote as are present in person at a Society meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
Suspension	A temporary cancellation.