

The Gerontology Association of Nova Scotia (GANS)

Constitution and By-Laws

Memorandum of Association

(Revised October , 2008/April, 2010/May 2010)

Section 1 Name of Society

The name of the Society is the **Gerontology Association of Nova Scotia (GANS)**, hereinafter referred to as the Association.

Section 2 Aims and Objectives

The aims and objectives of the Society are:

- (i) To provide opportunities for individuals and organizations in Nova Scotia with an interest in issues of aging to exchange information and share common concerns.
- (ii) To foster networking and good working relations between individuals and organizations with an interest in issues of aging in Nova Scotia [revised May 1998]
- (iii) To serve as a consultative body to older persons and/or professionals working in the fieldgovernment or senior organizations, and researchers of gerontology within Nova Scotia.
- (iv) To support and facilitate the dissemination of gerontological research in conjunction with the appropriate agencies, organizations and individuals.
- (v) To advocate issues of interest/concern on behalf of members

Section 3.

The activities of the Association are to be carried on in the province of Nova Scotia

Section 4. The official mailing address of the Association is:

The Gerontology Association of Nova Scotia (GANS)
C/o CD Cook
Geriatric Medicine Research
Capital Health/Dalhousie University
2562 CHVMB
5955 Veterans' Memorial Lane
Halifax, NS B3H 2E1
Canada

The Gerontology Association of Nova Scotia (GANS)

By-Laws

Section 1 Membership

(i) Membership in the Association shall be open to all organizations and individuals who have a professional or personal interest or concern in gerontology.

(ii) There will be **four** classes of membership:

- Individual membership shall be open to all individuals as stated in the subsection (i) of this Section.
- Organizational membership shall be open to all agencies or facilities such as nursing homes, hospitals, homes for special care, professional associations, government departments, agencies and groups whose objectives include providing services for older Nova Scotians.
- Low- rate membership dues shall be given to seniors and students in the professional field of gerontology and/or the community.
- Honorary membership which may be granted, for a lifetime, to any individual or organization at the discretion of the Board of Directors
- Honorary membership which may be granted, from time to time, to any individual or organization at the discretion of the Board of Directors

(iii) The schedule of membership dues (if any) for the Association shall be determined by the Board.

(iv) Membership dues (if any) are deemed to be for one year starting when payment is received by the Association and are in arrears if not paid two months following the year anniversary of payment.

(v) Members whose dues (when applicable) are in arrears in each year shall forfeit their membership privileges.

(vii) A member may withdraw from the Association membership by giving written notice (either by first class mail, prepaid postage or electronic mail), to the Association Secretary in which case there will be no refund of dues.

Section 2 Directors

(i) When the members are not in session or at the Annual General Meeting, the affairs of the Association shall be managed by a Board of Directors; subject to direction given at an annual and/or general meeting; and the Board may make or cause to be made for the Association and in its name, any kind of contract which the Association may lawfully enter into and may exercise and do such other acts and things as the Association may by its by-laws, be authorized to do.

a) The Board of Directors of the Association shall consist of not more than 16 Directors each of whom must be a member of the Association;

b) At least one quarter of the director positions on the Board will be held by those with interests / affiliations outside the Halifax Regional Municipality [revised April 2005/May 2010]

c) Four of the Directors are to constitute the Executive Officers if of the Association; namely President, Vice President, Secretary, and Treasurer [revised April 2005]

d) Directors shall be elected at the Annual General Meeting of the Association and shall serve for a term of three years. [revised October, 2008]

e) Directors may be elected to serve for one consecutive additional term of office. A director may re-offer again after a one year break from the Board. [revised October, 2008]

f) The Board of Directors shall meet no less than four times each year.

(ii) A director may resign from office by giving official notice (in either written or electronic format) to the Association Secretary.

(iii) Any vacancy on the Board of Directors may be filled by an appointment made by the Board for the remainder of the uncompleted term.

(iv) Any Director absent without notice and acceptable reason from two consecutive meetings of the Board of Directors shall be issued a letter of notice indicating that further absence could result in the termination of his / her term on the Board. Following receipt of this notice, the Director in question, shall have an opportunity to present an explanation at the next Board of Directors meeting. The Board has the discretion to accept or reject the explanation. If the Board member in question does not attend the third meeting without giving notice or sending regrets, his / her position on the Board of Directors is automatically terminated and the Board, if desirable, may appoint another person in his/her stead until the expiration of the term.

(v) The Board of Directors may remove any Director before the expiration of the period of his / her term of office because of actions that are illegal or deemed inappropriate by the Board. The motion to remove the Board member must be approved

by three-quarters or more of the Board of Directors. Once removed, the Board, if desirable, may appoint another person in his / her stead until the expiration of the term.

- (vi) A quorum for any Board or special meeting shall be fifty percent + one to be present in order to conduct official business of the Association. [revised May 2010]
- (vii) The minutes of each Board meetings shall be sent to the Directors or posted by email by the Secretary within one week following the meeting. [revised May 2010]
- (viii) In the case of a tie vote the Chair shall cast the deciding vote, which is in addition to his or her vote as a director. [revised May 2010]
- (ix) In all matters of procedure, for board or special meetings, not provided for in these by-laws, Roberts Rules of Order shall apply. [revised May 2010]
- (x) When funds are available, the Association will pay reasonable, out-of-pocket expenses for activities related to the work of the Association within established guidelines.

Section 3 Executive Officers

- (i) The Executive Officers of the Association shall be: President, Vice President, Secretary and Treasurer, each of whom shall be a member of the Board of Directors.
- (ii) The Executive Committee shall exercise such powers and responsibilities as may be assigned to it, from time to time, by the Board of Directors and the Board shall have the authority to delegate its role and function to the Executive Committee as it sees fit.
- (iii) Terms of Officers;
 - a) No director will serve as an officer, with the exception of the Treasurer, until they have served one year on the board. [new October, 2008]
 - b) The office of Treasurer maybe be filled by a director in his / her first year on the Board
 - c) The Treasurer may serve two terms of three years.
 - d) An officer will initially be elected for a term of one year, in a particular position, with an option for renewal for one additional consecutive year in that position.

- (iv) The President shall:
1. Supervise the activities of the Association subject to any delegation of such duties and responsibilities to any other Officer or Director of the Board as the Association may agree;
 2. Preside at all meetings of the Executive, Board and the Association; or appoint a designate if he / she cannot attend
 3. Be a member “ex officio” of all committees
- (v) The Vice President shall
1. Perform the duties of the President in the absence or upon the resignation of that Officer, until the next Annual General Meeting.
 2. Attend meetings of the Executive, Board and association
- (vi) The Treasurer shall
1. Keep an accurate record of all financial transactions of the Association; and lead the annual budget process.
 2. Perform such other duties as are from time to time determined by the Board.
 3. Attend meetings of the Executive, board, and Association and provide updates of accounts at least 4 times per year..
- (vii) The Secretary shall
1. Be the clerk of the Board, records minutes of all Association meetings
 2. Be custodian of the Association Charter, the Seal, and all books, reports and paper
 3. Deals with correspondence relevant to Board matters.
 4. Be responsible for giving notice of meetings and circulating/posting to email all pertinent information and minutes of all proceedings
 5. Maintains accurate and current mailing list of Board members

6. Attend meetings of the Executive, Board and Association and record all pertinent information and minutes of proceedings.

7. Ensures Registry of Joint Stocks is provided with:

- Up-to-date list of Board members
- Special resolutions and by-laws
- Annual registration fee

8. From time to time a recording secretary, who shall perform duties as the designated by the secretary, may be appointed by the Board.

(viii) Election Procedures

In the event there might be two or more candidates nominated for any of the officer positions of the Association then a voting process by ballot will be carried out. The candidate receiving the highest number of votes shall be elected. In the event of a tie vote the President of the Board will cast the deciding vote, *in addition to his or her original vote*

Section 4 **Meetings**

(i) Annual General Meeting (AGM)

The Annual General Meeting shall be held at a time and place fixed by the Board. The conduct of the Annual General Meeting and the voting shall be governed by the following rules:.

- a) Notice of the Annual General Meeting time, date, and location shall be in writing to the last known address of each Association member in good standing at least 30 days in advance. Any proposed motions or changes to the by-laws must be notified and presented at the time of notice of the AGM.
- b) The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
- c) Each individual and life member shall have one vote at any General Meeting. Each organization membership shall exercise one vote through a designated representative.

d) A minimum of an equal number of board members to members will constitute a quorum for the business section of the Annual General Meeting

e) All voting shall be carried out by a show of hands unless a vote by ballot is requested.

f) Special resolutions and amendments to the constitution and by-laws shall require a three-quarters majority vote of those present at the time.

g) Any other motion shall require a majority vote.

h) In the event of two or more candidates for office, the candidate receiving the highest number of votes shall be elected. In the event of a tie the President shall cast the deciding vote.

i) In all matters of procedure not proved for in these by-laws, Roberts Rules of Order shall apply;

j) A member may offer a resolution at the Annual General Meeting or meeting of the membership only when copies have been distributed before the meeting or by unanimous consent of members present.

k) The minutes of the Annual General Meeting shall be sent to the membership by the Secretary following the meeting, or prior to the next AGM.

(ii) Other Meetings

a) The Board of Directors may set regular meeting dates. Except as otherwise required by law. The Board may hold its meetings at such place or places as it may determine from time to time.

b) A quorum for any Board or special meeting shall be fifty percent + one to be present in order to conduct official business of the Association.

cb) Extraordinary or special meetings of the Board may be called by the President or by the Secretary, under the direction of the President or any two Directors. Written or electronic notice shall be sent seven days prior to such meetings. The statement by the Secretary or the President that such notice has

been sent, shall be sufficient and conclusive evidence of the giving of such notice. (Failure by any Director to receive notice of a meeting of the Board of Directors shall not invalidate such meeting, providing such notice of meeting was sent to the last known address of the Board member).

d) The minutes of each Board meetings shall be sent to the Directors or posted by email by the Secretary within one week following the meeting

e) In the case of a tie vote the Chair shall cast the deciding vote, which is in addition to his or her vote as a director.

f) In all matters of procedure, for board or special meetings, not provided for in these by-laws, Roberts Rules of Order shall apply.

Section 5

Finances

(i) The books and accounts of the Association shall be audited annually. The books will be audited by a non member of the Association or two members of the Association as selected by the Board of Directors.

(ii) The signing officers of the Association shall be the Treasurer and two additional members of the Executive Committee as designated by the Board.

(iii) The fiscal year of the Association shall be from April 1 to March 31.

(iv) For the purpose of carrying out its objectives, the Association may borrow or raise or secure the payment of money in such manner as it sees fit, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Association and in no case shall debentures be issued without the sanction of a special resolution of the Association.

(v) The books and records of the Gerontology Association of Nova Scotia (GANS) maybe inspected within seven days of the Annual General Meeting by a member in good standing. Arrangements can be made to view the books and records by contacting any member of the Executive.

Section 6

Committees

(i) Standing Committees of the Association may consist of the following: [[revised October, 2008/April 2010/May 2010]

- a) Annual General Meeting & Conference Finance
- b) Awards Nominations
- c) Finance Policy and Advocacy
- d) Research
- e) Sponsorship and Fundraising
- f) Membership
- g) Newsletter Education and Professional Development: including AGM, conferences, networking meetings and other educational events
- h) Nominations

(ii) Ad Hoc Committees: In addition to the Standing Committees named in sub-section (ii), the Board of Directors may appoint such “ad hoc committees” as the Board deems necessary for the conduct of the business of the Association. Other possible Ad Hoc Committees that carry out the work of the Association might include the following: i.e. [revised October, 2008/May 2010]

- a.) (iii) Annual General Meeting & Conference
- b.) (iv) Research
- c.) (v) Promotion and Publicity
- d.) (vi) Nominations Policy and Advocacy
- e.) Membership
- f.) Diversity
- g.) Awards
- h.) Sponsorship and Fundraising
- i.) Education and Professional Development: including AGM, conferences, networking meetings and other educational events

(vii) The Chairperson and members of committees shall be appointed by the Board of Directors.

(viii) Prior to the Annual General Meeting the Board of Directors shall appoint a Nominating Committee of at least three members, who shall: [revised October, 2008]

- a) Review the status of current Board members, determine forthcoming vacancies,

- b) Solicit candidates to become potential new Bboard members and ascertain the willingness and eligibility of such to serve on the Board.
- c) Prepare a slate of nominees for the Board of Directors to be presented to the Association members at the Annual General Meeting.

(ix) The Chair of the Nomination Committee, to be determined by the committee members, will present the names of the candidates for Board of Directors at the Annual General Meeting and conduct the voting procedure for approving the new Board of Directors.

(x) Further nominations of candidates for members of the Board may be made from the floor at the Annual General Meeting provided that the nominee is eligible and has indicated a willingness to serve.

(xi) The Board shall select or confirm the Officers and Committee structure of the Association at the first Board meeting following the AGM. [new October, 2008]

Section 7

Amendments to the By-Laws

- (i) To amend these by-laws notice of motion shall be sent to all members thirty (30) days prior to the Annual General Meeting.
- (ii) Between the Annual General Meetings the Board may amend these by-laws provided that any amendment enacted by the Board of Directors shall cease to be in force and effect at the time of the next Annual General Meeting, unless ratified and confirmed at such meeting.