

**Prescott Group Society
Policy Manual**

SECTION A: ADMINISTRATION

Number: A-5

Subject: By-Laws of Prescott Group Society

**BY-LAWS
OF
PRESCOTT GROUP SOCIETY**

1. In these by-laws unless there be something in the subjector context inconsistent therewith
 - (a) "Society" means Prescott Group Society.
 - (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 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.
 - (d) "Members' Meeting" means the annual general meeting or any extraordinary general meeting called to address the membership.
 - (e) "Directors' Meeting" means the regular meetings of the Board of Directors of the Society.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall subject to these by laws be entitled to attend any general meeting of the Society and to vote at any general meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society: any individual who or organization which upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting.

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7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member or by the ceasing of operations if the member is an organization, or if, by notice in writing to the Society, the member resigns from membership in the Society, or if the member ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from the first day of April in any year to the last day of March in the year next following.

MEMBER MEETINGS

10. (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.

(b) An extraordinary general meeting of the Society may be called by the Chairperson or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least one third (1/3) in number of the members of the Society.
11. Five 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 sent to an e-mail address provided by the member. Any notice shall be deemed to have been given and received by each member two days after sending by e-mail and in providing such service it shall be sufficient to prove that the e-mail notice was sent to the correct e-mail address. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding annual 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 an annual general shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

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13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five (5) members or ten percent (10%) of all members listed in the Register of Members, whichever is greater.
14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other 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.
15. (a) The Chairperson of the Society shall preside as Chairperson at every members' meeting of the Society including annual general meeting and any extraordinary general meetings;

(b) If there is no Chairperson or if at any meeting they are not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;

(c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
16. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall be entitled to cast a vote.
17. The Chairperson 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 the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
19. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

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1. VOTES OF MEMBERS

20. Every member shall have one vote and no more; provided, however, that those members which are employed by the Society and remunerated in respect of such employment shall not be entitled to vote. No member may vote by proxy.

DIRECTORS

21. Except as provided in paragraph 23 hereof, any member of the Society, except those members who are employed by the Society and remunerated in respect of such employment, shall be eligible to be elected a Director of the Society.
22. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society. Thereafter, unless otherwise determined by a general meeting, the number of Directors shall not be less than five or more than sixteen.
23. At the first ordinary or annual general meeting of the Society all the Directors shall retire from office and there shall be established a Board of Directors of the Society comprised of the following:
- (a) four members of the Society appointed by Resolution of the Board of Directors of the Halifax branch of the Canadian Association for Community Living, who shall be entitled to vote;
 - (b) the senior staff person employed by the Society, who shall have no vote;
 - (c) a direct recipient of service from the Society elected from among their number, who shall be entitled to vote; ten members elected from among their number, who shall be entitled to vote.
24. A Director elected at the annual general meeting shall serve for a term of two (2) years and may be appointed or re-elected for up to 3 terms or a maximum 6 consecutive years. In the event that a board member is elected as Chairperson in their sixth consecutive year, he or she may serve another two-year term (or eight consecutive years on the board). A term of any member may be extended beyond three terms on recommendation of the Chairperson to the Board to fulfill required skill sets.
The Board will ensure that there are sufficient board members and that new members are recruited on a regular basis.
25. In the event that a Director resigns their office or ceases to be a member in the Society, whereupon his other 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 members of the Society. Anyone "appointed" between AGM's can only hold office via board appointment until the appointment is ratified at the next annual general meeting.

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DIRECTOR MEETINGS

The Board of Directors shall meet no less than 6 times a year.

26. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the Director in whose place is appointed would have held office if they had not been removed.
27. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by any Director. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing, or via e-mail 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.
28. No business shall be transacted at any meeting of the Board of Directors unless at least one half in number of the Directors who are entitled to vote are present at the commencement of such business.
29. The Directors shall by resolution appoint a Chairperson and Vice-Chairperson from among their number, each of whom shall act in such capacity until the end of the meeting at which a successor Chairperson and a successor Vice-Chairperson is appointed by resolution.
30. The Chairperson or, in their absence, the Vice-Chairperson, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board; provided, however, that no members which are employed by the Society and remunerated in respect of such employment, or members who are direct recipients of service from the Society, shall be entitled to preside as Chairperson.
31. The Chairperson shall not be entitled to vote as a Director except in the case of an equality of votes in which case the Chairperson shall be entitled to cast a vote.

POWERS OF DIRECTORS

32. The management of the activities of the Society 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 Society and are not hereby or by

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Stature expressly directed or required to be exercised or done by the Society in general meeting. In particular, the Directors shall have power to engage a coordinator and to determine their duties and responsibilities and their remuneration. The Directors may appoint an executive committee, consisting of the officers and/or such other persons as the Directors decide.

OFFICERS

33. The Chairperson of the Board of Directors shall be the Chairperson of the Society and the Vice-Chairperson of the Board of Directors shall be the Vice-Chairperson of the Society.
34. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the Directors from time to time.
35. The Vice-Chairperson shall, at the request of the Directors and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period of the Chairperson may request them to do so.
36. (a) A person designated by the Board of Directors shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to them by the Directors. The Directors may appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the Directors may assign.

(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.

COMMITTEES

37.

The standing committees of the Society shall be as follows:

- (a) The Nominations Committee whose objects shall include ensuring, on a continuing basis, that the Prescott Group Board of Directors is composed of qualified and skilled persons capable of, and committed to, providing effective governance leadership to Prescott Group.
- (b) The Governance and Human Resources Committee whose objects shall include supporting the Board of Directors in its efforts to continuously improve the effectiveness and efficiency of its governance of the society and in the oversight of the organizations management and human resources. It also leads the search for the position of Executive Director.

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- (c) The Audit and Financial Risk Committee whose objects shall include supporting the Prescott Group Board of Directors in the fulfillment of its stewardship responsibilities in the following areas: financial oversight, risk oversight, and monitoring the integrity of the internal financial controls.
- (d) Strategic Planning Committee whose objects shall include assisting the Board in setting and maintaining the strategic direction of the Prescott Group Society.

AUDIT OF ACCOUNTS/REVIEW ENGAGEMENT

- 38. The auditor/accountant of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor/accountant, the Directors may do so.
- 39. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and a statement of revenue and expenditure. The auditors/accountant shall make a written report to the members upon the balance sheet and statement of revenue and expenditure, such report to be an Audit Report/Review Engagement Report. 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/reviewed by the auditor/accountant, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.
- 40. The Society 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 Society 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 Society 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 Society 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, custody of the books and records, and custody of the

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- minutes of all the meetings of the Society and of the Board of Directors shall be a person chosen by the Board of Directors.
45. The 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.
 46. Contracts, deeds, bills or exchange and other instruments and documents may be executed on behalf of the Society by either the Chairperson or the Vice-Chairperson and the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
 47. The borrowing powers of the Society may be exercised by resolution of the Board of Directors.