

# **By Laws of the Nova Scotia Health Coalition**

*last updated September 24, 2016*

## **ARTICLE 1 – Name and Definition**

1. The name of the organization shall be the **Nova Scotia Health Coalition**, hereinafter referred to as the **Coalition**.
2. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

## **ARTICLE II – Goals and Objectives**

1. The objective of the Coalition is to establish an on-going organization for Nova Scotia’s citizens concerned with the future of Medicare.
2. The Goals of the Coalition are:
  - 2.1. To stop the privatization of Medicare in Nova Scotia.
  - 2.2. To support the five Basic Principles of the Canada Health Act (CHA) by working to preserve, promote and enhance Medicare in Nova Scotia.
  - 2.3. To create a broad coalition of individuals, community organizations, labour organizations, faith groups and student organizations.
  - 2.4. To encourage public awareness of health issues and participation in health care planning.
  - 2.5. To become a powerful voice for citizens in Nova Scotia.
  - 2.6. To promote and encourage public health education on health care and the determinants of health.
  - 2.7. To monitor and lobby governmental activities on health care (local, provincial, federal).

## **ARTICLE III – Membership and Affiliation**

1. Membership in the Coalition shall be open to individuals, organizations and groups in the Province of Nova Scotia who subscribe to the goals of the Coalition. Their names shall be entered into the Registry of Members.
2. No individual shall be denied membership on the basis of race, colour, ethnicity, religion, creed, sex, gender, sexual orientation, physical ability, mental ability, economic status or age.

3. Membership shall be for one calendar year.
4. The annual membership fee for individuals shall be:
  - 4.1. Ten dollars (\$10) for an individual.
  - 4.2. Twenty dollars (\$20) for a family.
  - 4.3. Five dollars (\$5) for students.
5. No individual shall be barred from joining the Coalition due to the inability to pay the membership fee.
6. The annual membership fee for organizations and groups shall be:
  - 6.1. A per capita of one dollar (\$1) per member of the organization or group in the province **or** an amount agreed upon by the organization or group and the Board of the Coalition. The amount shall not be less than fifty dollars (\$50). (See 6.2)
  - 6.2. No organization or group shall be barred from joining the Coalition due to the inability to pay the membership fee.
7. The Executive has the right to deny or revoke membership to any individual, organization or group that it feels does not subscribe to goals of the Coalition.
  - 7.1. An individual, organization, or group who has been denied membership may appeal to the Board.
  - 7.2. The Board shall decide by a majority vote whether or not the party in question shall be allowed to join the Coalition.
  - 7.3. The decision of the Board is final.
8. Membership in the Coalition shall cease:
  - 8.1 Upon the death of the member.
  - 8.2 If by notice in writing to the Coalition, he or she resigns their membership or becomes inactive for a period of one (1) year.
  - 8.3 If he or she ceases to qualify for membership in accordance with these by-laws.
9. Membership in the Coalition shall not be transferable.
10. The Coalition shall be affiliated to the Canadian Health Coalition.

## **ARTICLE IV – The Annual General Meeting**

1. The Annual General Meeting (AGM) is the governing body of the Coalition and shall be held once per calendar year.
  - 1.1 The Executive may change the date of the AGM due to external or any other significant events or reasons and shall not delay the AGM more than 60 days unless approved by the Board.
2. All individual members, organizations or groups of the Coalition shall be eligible to be a delegate to the AGM.
3. The AGM shall:
  - 3.1 Receive reports from the Executive, Coordinator, and committees of the Coalition.
  - 3.2 Elect the Executive
  - 3.3 Elect the Board
  - 3.4 Elect the Trustees
  - 3.5 Approve the budget of the Coalition
  - 3.6 Debate policy, directional resolutions and amendments to these By-Laws.
  - 3.7 Conduct all other AGM business required for the continuation of the Coalition
4. Resolutions
  - 4.1 Resolutions for the AGM shall be submitted by members or organizations 60 days in advance of the AGM.
  - 4.2 Emergency Resolutions may be submitted to the Board for consideration prior to the commencement of the Annual General Meeting.
  - 4.3 Unresolved resolutions, with the exception of these By-laws, shall be dealt with at the next regular Executive meeting
- 5 One hundred and twenty (120) days notice of the AGM shall be given to all members via mail, electronic mail or phone.
- 6 Quorum at the AGM shall consist of twenty five percent (25%) of Board members.
- 7 If a member of the Board cannot attend a meeting, he or she may vote on any issue via mail, phone or electronic mail.

## **ARTICLE V– The Executive**

1. The Board of Directors shall be the governing body of the Coalition between AGMs, but the Executive shall run the everyday business of the Coalition in between Board meetings.
2. They shall consist of:
  - 2.1 Chairperson
  - 2.2 Vice Chairperson
  - 2.3 Treasurer
  - 2.4 Secretary
  - 2.5 Coordinator (non-voting)
  - 2.6 up to Four (4) executive members-at-large.
3. The duties of the Executive shall be:
  - 3.1 The Chairperson shall chair meetings including the AGM. He or she shall have signing authority for the Coalition accounts, and will be one of the spokespersons for the Coalition, along with the Vice-Chair and Coordinator. He or she shall perform all other duties deemed necessary by the Executive and Board. Both the Chairperson and the Vice Chair shall have the power to call meetings.
  - 3.2 The Vice Chair shall chair meetings in the absence of the Chairperson. He or she shall be a signing authority for the Coalition's account, and will be one of the spokespersons for the Coalition, along with the Chair and Coordinator. He or she shall perform all other tasks deemed necessary by the Executive and Board. He or she shall have the power to call meetings.
  - 3.3 The Treasurer shall be the chief financial officer for the Coalition and a signing authority for the Coalition's accounts. The Treasurer's signature will be required for all cheques. He or she shall prepare an annual budget in consultation with the Co-ordinator. He or she shall be responsible for providing quarterly reports to the Board and regular updates to the Executive, and shall maintain all financial records of the Coalition.
  - 3.4 The Secretary shall take the minutes of the meetings of the Executive, the Board and the AGM. He or she shall be responsible for maintaining all non-financial records of the Coalition. He or she shall also distribute the minutes after meetings.
4. The Executive shall meet at least nine (9) times annually.
5. The Coalition will strive to have gender parity among Executive members where possible.
6. Quorum for an Executive meeting shall be either the Chair or Vice Chair and three other Officers.
7. The Executive is the sole body of the Coalition that may make decisions relating to staffing and personnel issues.
8. If a member of the Executive cannot attend a meeting he or she may vote on any issue via mail,

phone, or electronic mail.

9. In the event a vacancy occurs on the Executive, the Executive has the power to appoint interim members, to be ratified by the Board at the next Board meeting.

## **ARTICLE VI – Board of Directors**

1. The Board of Directors shall consist of 15 to 17 members plus the Coordinator who has voice but no vote.

1.1 The six (6) members of the Executive

1.2 Nine (9) to eleven (11) Members-at-Large elected by the AGM which includes seven (7) seats for major funders with the remainder to be elected from our organizational and individual members.

2. The Board shall:

2.1 Receive reports from the Executive

2.2 Receive a report from the Coordinator

2.3 Receive reports and recommendations from the Committees

2.4 Approve expenditures over \$2000

2.5 Set priorities for the Coalition

2.6 Conduct all other business deemed necessary for the continuation of the Coalition

2.7 Meet at least four (4) times per calendar year, one meeting of which shall be the AGM.

3 The Coalition will strive to have gender parity among the six (6) Members-at-Large.

4 Quorum for the Board shall consist of either the Chair or the Vice Chair, three members of the Executive and four (4) other representatives.

5 The Board has the power to recall one or more members of the Executives with a 60% vote.

4.1 Should an Executive member be recalled, the Board shall appoint an individual to serve out the remainder of the term.

6 The Board may also recall a Member-at-Large with a vote of 60%.

5.1 Should a Member-at-Large be recalled, the Board shall appoint an individual to serve the remainder of the term.

7 The Board may fill vacancies at any point with a majority vote.

- 8 If a member of the Board cannot attend a meeting, he or she may vote on any issue via mail, phone, or electronic mail.
- 9 The Chair or Vice Chair, whichever is currently chairing the meeting, shall not vote except in the event of a tie vote, during which he or she shall cast the deciding vote.

#### ARTICLE VII – The Trustees

1. The Coalition shall have (3) three Trustees who are elected at the AGM in a non-voting capacity
2. The Duties of the Trustees shall consist of:
  - a. An audit of the Coalition’s books of the Treasurer, annually. The audit shall be done prior to the AGM
  - b. A report, in writing, to the Board meeting, the condition of the funds and accounts together with such other information they deem necessary to the efficient and honest administration of the Coalition.
  - c. A report, in writing, to the Annual convention
  - d. An audit every time a new Treasurer is elected or appointed.

#### **ARTICLE VIII – The Coordinator**

1. The Coordinator shall be the chief administrative and executive officer of the Coalition.
2. The duties of the Coordinator shall include, but not be limited to:
  - 2.1. Managing the Coalition’s office
  - 2.2. Managing any other staff
  - 2.3. Conducting research into provincial health policy and legislation
  - 2.4. Outreach to other organizations and groups
  - 2.5. Public presentations and education
  - 2.6. Presentations to government committees
  - 2.7. Fundraising
  - 2.8. Being one of the spokespersons for the Coalition, along with the Chairperson and Vice-Chairperson
  - 2.9. Media Relations
  - 2.10 All other duties required for the continuation of the Coalition
  - 2.11 All other duties proscribed by the Executive
3. The Coordinator shall be an ex-officio member of all bodies and committees of the Coalition.

4. The Coordinator's remuneration shall be negotiated by a committee of the Board, to be ratified by the Executive. This committee shall include at least one (1) member of the Executive.
5. The Coordinator shall not hold any elected position in the Coalition.
6. The Coordinator shall be required to present reports on his or her work for each Board meeting, including the AGM.

#### **ARTICLE IX – Election of the Executive, the Board and Trustees**

1. The outgoing Executive shall be responsible for insuring there is at least one person running for each position.
2. The outgoing Executive shall hold office until the dissolution of the meeting at which their successors are elected.
3. Any member of the Society shall be eligible to be elected a director of the Coalition.
4. Candidates for election must be nominated and seconded from the floor.
  - 4.1. A Candidate may nominate him or herself.
  - 4.2. Each Candidate shall be given two minutes to make a brief speech.
5. All Tables Officers shall be elected on a single ballot, using a first-past-the-post system.
6. When it is time to elect the Members-at-Large, each registered delegate shall be given a ballot with space for six (6) names.
  - 6.1 Each registered delegate shall write six (6) names on the ballot or the ballot shall be ruled invalid.
  - 6.2 The six (6) candidates with the most votes shall be declared elected.
7. There will be 3 Trustees elected in a non-voting role to the Board
  - 7.1. Each Trustee will have a 3-year term, and will be re-elected on opposite years
    - 7.1.1. At the first election of Trustees, each Trustee will be elected for a different term (1, 2 and 3 years), allowing for re-election to occur on a different year for each following AGM

#### **ARTICLE X – Local Committees**

1. Members may be asked to create Local Health Committees from time-to-time to address local issues.
  - 1.1. A minimum of four (4) members is required to create a Local Health Committee.

1.2. These committees shall focus on local health issues and shall participate in provincial and national campaigns as directed by the Coalition.

1.3. These committees shall be able to request funding from the Coalition for projects.

## **ARTICLE XI – FINANCES**

1. The Coalition shall keep its funds in a Credit Union.
2. The Coalition shall have a cheque signing policy whereby:
  - 2.1. Expenditures under \$200 may be approved by the Coordinator
  - 2.2. Expenditures between \$200 and \$2000 must be approved by the Executive
  - 2.3. Expenditures over \$2000 must be approved by the Board.
3. The Coalition shall keep petty cash at its office.
4. The fiscal year shall be from January 01<sup>st</sup> to December 31<sup>st</sup>.
5. Budgets presented by the Treasurer should be balanced.
6. The Coalition shall conduct an internal audit each year and, when deemed necessary, shall appoint an auditor to conduct a formal audit of all accounts which shall be made public at the AGM.
7. The borrowing powers of the Coalition may be exercised by special resolution of the members.

## **ARTICLE XII - Amendments**

1. The Bylaws may be amended by giving 30 days notice of motion to the Board as well as ratification at the following AGM. Such amendments will require two-thirds (2/3) of the voting delegates at both the Board meeting following notice of motion as well as at the AGM.
  - 1.1. If carried, the amendment may be practiced until the following AGM but still requires ratification at the AGM
  - 1.2. If defeated at either the Board meeting or AGM that follows notice of motion, the language reverts back to the original article.
- 2.

## **ARTICLE XIII – Miscellaneous**

1. The Coalition shall be non-partisan but reserves the right to comment on and grade political parties on their commitment to public health care.
2. In any place where these by-laws are not specific the latest edition of Robert’s Rules of Order



shall apply.

3. The Coalition shall file its Annual Statement with the Registrar list of its directors with their addresses, occupations, and dates of appointment or election., The Coalition shall notify the registrar of any changes that result from a change of directors, within fourteen days of a change.

4. The Coalition shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

5. The seal of the Coalition shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Executive or Board.