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Registry of Joint Stock Companies



**Special Resolution - Certificate
Societies Act**

This document is certified to be a true copy of a document filed in the office of the Registrar of Joint Stock Companies on 29 October 2018.

Electronically signed by:

Office of the Registrar of Joint Stock Companies

Date: 14 February 2023 14:53 AST

Location: Nova Scotia, Canada

Contact: rjsc@novascotia.ca

Second Story Women's Centre
(society name)

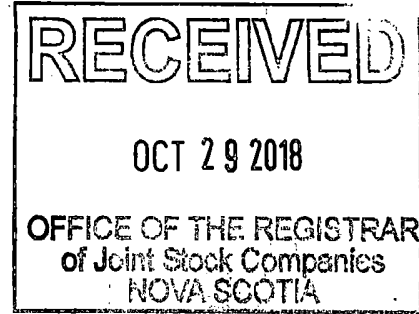
I certify that the attached is a true copy of a special resolution duly passed by not less than three-fourths of the members of the society entitled to vote as were present in person or by proxy at a general meeting of the members of the society, held on 2018/06/29
(yyyy/mm/dd)

of which notice of intention to pass the resolution as a special resolution was duly given.

Date: 2018/10/18
(yyyy/mm/dd)

Secretary: Anne Weeks
(print or type name)

Anne Weeks
(signature)



Special Resolution to Amend the By Laws of Second Story Women's Centre– October 18, 2018

Whereas the Board of Directors of Second Story Women's Centre has reviewed its current By-laws and has recommended amendments that would better reflect its mission and vision,

Whereas the Board of Directors has used the current template provided by the Registry of Joint Stock Companies as a guide for editing,

Therefore let it be resolved that the By-laws are amended as follows:

Proposed By-laws:

Second Story Women's Centre
BY-LAWS

Definitions

1. In these by-laws:

- (a) "Society" means Second Story Women's Centre
- (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 than 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" mean the subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and their names shall be entered in the Register of Members accordingly. There shall be no fee for membership.

Membership Rights and Responsibilities

2. Membership in the Society shall consist of:

- (a) the subscribers to the Memorandum of Association,
- (b) those who support the vision and mission of the Society,
- (c) those whose names and addresses are written in the Register of Members by the Recording Officer.

3. The Society is ultimately accountable to the members of the Society.

4. Every member is entitled to attend any members' meeting of the Society.

5. Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.

6. Any member of legal age (19), or with their parent's/guardian's written consent, is entitled to hold any office.

7. Membership in the Society is not transferable.

8. Membership in the Society shall cease:

- (a) upon death, or
- (b) if the member resigns by written notice to the Society, or
- (c) if the member ceases to qualify for membership in accordance with these by-laws.

9. The members may recommend to repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

10. No funds of the society shall be paid to or be available for the personal benefit of any member.

Members' Meetings

11. A general or special meeting of the members may be held at any time and shall be called:

- (a) if requested by the Chair, or
- (b) if requested by a majority of the directors
- (c) if requested in writing by 50% of the members.

12. Notice to members is required for general or special meetings. The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members seven (7) days prior to the meeting,
- (c) be given to the members by e-mail, telephone, and/or other electronic means,
- (d) specify the nature of business, such as the intention to propose a special resolution, and
- (e) the non-receipt of notice by any director shall not invalidate the proceedings.

13. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members thirty (30) days prior to the meeting,
- (c) be given to the members by e-mail, telephone, and/or other electronic means,
- (d) specify the intention to propose a special resolution, and
- (e) the non-receipt of notice by any member shall not invalidate the proceedings.

14. At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- (a) minutes of the previous annual general meeting,
- (b) consideration of the annual reports of the directors and staff,
- (c) consideration of the annual financial report of the Society,
- (d) the appointment of an accounting firm to review financial statements for the ensuing year, and
- (e) election of directors.

15. Quorum shall consist of 5 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

16. If a meeting is convened as per by-law 12(a), 12(b), or 12(c) and quorum is not present within one-half hour from the time appointed for the meeting, the members present shall be considered quorum for the sole purpose of adjourning and rescheduling.

17. The Chair or in their absence, the Vice-Chair, or in the absence of both of them, any director appointed from among those present, shall preside as Chair at members' meetings.

18. In general, the Society shall operate using consensus. Consensus involves discussing a subject until a common agreement can be reached. Where consensus cannot be reached, the matter shall be subject to a vote. Every member, subject to by-law 2, shall have one vote and no more and there shall not be proxy voting.

Where there is an equality of votes, the Chair shall have a casting vote. The Chair shall have no vote except in the case of an equality of votes.

19. The Chair may, with the consent of the members, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

20. At any meeting, a declaration by the Chair that a resolution has been approved by consensus is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

21. Any member of the society shall be eligible to be elected a director of the Society and a director of the Society shall be a member.

22. The number of directors shall be not less than 5 and not more than 12. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

23. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two year terms, with one-half of the directors elected each year.

24. If a director resigns their office, or ceases to be a member in the Society, their office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

25. The oversight of the Society is the responsibility of the directors. In particular, the directors may engage an Executive Director, and determine their duties, responsibilities and remuneration.

26. The directors may appoint an executive committee and other committees as they see fit.

27. 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

(a) upon nomination, and

(b) when serving as a director, when the possibility of a conflict is realized.

28. A conflict of interest does not prevent a director from serving provided that they withdraw from the discussion and decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Directors' Meetings

29. The board of directors shall meet no less than 6 times each year.

30. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the directors seven (7) days prior to the meeting,
- (c) be given to the directors by e-mail, telephone, and/or other electronic means,
- (d) the non-receipt of notice by any director shall not invalidate the proceedings.
- (e) notice can be waived for board meetings with the unanimous approval of the Board.

31. Quorum shall consist of 5 directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.

32. The Chair or in their absence, the Vice-Chair, or in the absence of both of them, any director appointed from among the directors, shall preside as Chair of the Board.

33. In general, the Board of Directors shall operate using consensus. Consensus involves discussing a subject until a common agreement can be reached. Where consensus cannot be reached, the matter shall be subject to a vote. Where there is an equality of votes, the Chair shall have a casting vote. The Chair shall have no vote except in the case of an equality of votes.

Officers

34. The officers shall be elected by the directors and shall be a Chair, a Vice-Chair, a Finance Officer and a Recording Officer.

35. The Chair shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the directors.

36. The Vice-Chair shall assist the Chair in their duties and or act as designate Chair when appropriate.

36. The Recording Officer shall:

- (a) have responsibility for the preparation and custody of:
 - 1. the minutes of members' and directors' meetings,
 - 2. the Register of Members, and
 - 3. the filing of the annual requirements with the office of the Registrar.
- (b) have custody of the Seal which may be affixed to any document upon resolution of the Board of Directors
- (c) file with the Registrar:
 - 1. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election

2. a copy of every special resolution within fourteen (14) days after the resolution is passed.

37. The Finance Officer shall have responsibility for the oversight and custody of all financial records of the Society.

38. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Officers of the Society, or otherwise as prescribed by resolution of the Board of Directors.

Finance

39. The fiscal year end of the Society shall be the last day of March.

40. The directors shall annually make available a written review of the financial position of the Society. The report shall be in the form of:

- (a) a balance sheet showing its assets, liabilities and equity, and
- (b) a statement of its income and expenditure in the preceding fiscal year.

41. A copy of the financial report shall be signed by the accounting firm that has reviewed financial statements and by two directors.

42. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual general meeting.

43. An accounting firm shall be appointed by the members to conduct a financial review at the annual general meeting and, if the members fail to appoint an accounting firm, the directors may do so

44. The Society may only borrow money as approved by a special resolution of the members.

45. 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. 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.

46. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be reimbursed for reasonable and appropriate expenses incurred in the performance of their duties.

47. The Society shall not make loans, guarantee loans, or advance funds to any director.