

BYLAWS OF 4-H NOVA SCOTIA

The Bylaws are a detailed statement of 4-H Nova Scotia’s regulations deemed to be so necessary that they can only be changed by the delegates at a general meeting of the members.

4-H Nova Scotia is incorporated under the *Societies Act*, hereinafter the *Act*, by Articles of Incorporation, dated (insert date and include copy).

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1.0 OPERATIONS AND OBJECTS

Operations

- 1.1. The operations of 4-H Nova Scotia (hereinafter 4-H NS) will be governed by:
 - a. the *Societies Act*, other statutes, and regulations relating to not for profit Societies in Nova Scotia;
 - b. policy directives of the Registrar of Joint Stock Companies appointed under the *Companies Act*, Nova Scotia;
 - c. the *Income Tax Act*, administered by the Canada Revenue Agency;
 - d. the laws established by local, provincial, or federal authorities applicable to the operation of a not for profit organization;
 - e. the Bylaws and Policies of 4-H NS;
 - f. the internal policies and procedures of 4-H NS.
- 1.2. Nothing included herein must be in conflict with federal, provincial, or municipal legislation, or Bylaws, Policies, and Procedures of 4-H NS.

Name

- 1.3. The name of the Society will be 4-H Nova Scotia.

Powers

- 1.4. 4-H NS will exercise all powers as provided in legislation and the Bylaws, Policies, and Procedures of 4-H NS for the purpose of carrying out its objects.
- 1.5. 4-H NS has the capacity to carry on its programs, direct its affairs, and exercise its powers within the Province of Nova Scotia.
- 1.6. Membership in 4-H NS will be open to all persons conveniently served by 4-H NS.

Objects

- 1.7. The objects of 4-H NS are:
 - a. to plan, guide, support, and deliver 4-H in Nova Scotia;
 - b. to solicit, secure, and manage sufficient donations and funds for the operation of the 4-H NS programs and its projects;
 - c. to promote 4-H in Nova Scotia;
 - d. to demonstrate the effectiveness of trained volunteers.

Place of Business

- 1.8. 4-H NS is registered in the province of Nova Scotia at an address which is published, and updated as required, on the 4-H NS website.

2.0 INTERPRETATION

- 2.1. Other than as specified herein, all terms contained in these Bylaws that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words importing the singular include the plural and vice versa, and words importing one gender include all genders and identities.

Definitions

- 2.2. In these Bylaws and all other Bylaws of 4-H NS the following definitions will apply:
- a. articles means the original or restated articles of incorporation of 4-H NS as from time to time amended and supplemented by articles of amendment;
 - b. bylaw means this bylaw and all other bylaws of 4-H NS as amended and which are, from time to time, in force;
 - c. 4-H Nova Scotia (4-H NS) means the society that has passed these bylaws under the *Act* or that is deemed to have passed these bylaws under the *Act*;
 - d. Board means the Board of Directors of 4-H NS (the Board) and Director means an elected member of the Board, who will exercise the overall responsibility for 4-H NS between annual meetings;
 - e. Registrar means the Registrar of Joint Stock Companies appointed under the *Companies Act*, Nova Scotia;
 - f. a voting member means an eligible person who, according to these bylaws, is:
 - i. a youth between the ages of nine (9) and twenty-one (21) years of age as of 01 January of any given year; and
 - ii. a trained leader;
 - g. Cloverbud is a participant in the 4-H NS Program between the ages of seven (7) and eight (8) as of 01 January of any year. Cloverbuds have a particular and special status within 4-H NS as they fall outside the membership requirements;
 - h. a junior member means an eligible person between the ages of nine (9) and thirteen (13) as of 01 January;

- i. i. a senior member means an eligible person between the ages of fourteen (14) and twenty-one (21) as of 01 January;
- j. a meeting of members means an annual meeting of voting members and a special meeting of voting members, convened in person or by electronic means;
- k. a delegate means a voting member, in good standing, elected by their appropriate constituency within 4-H NS, a representative of an appointed position within 4-H NS, or a representative of an entity recognized by 4-H NS, as named according to their applicable procedures;
- l. an Ordinary Resolution means a resolution passed by a majority of not less than fifty percent (50%) plus one (1) of the votes cast on that resolution by such delegates entitled to vote as are present in person, or registered and confirmed as participating by electronic means;
- m. a Special Resolution means a resolution passed by not less than three quarters (75%) of the votes cast on that resolution by such delegates entitled to vote as are present in person, or registered and confirmed as participating by electronic means, at a general meeting of 4-H NS of which notice specifying the intention to propose the resolution as a special resolution has been duly given sixty days (60) prior to such special general meeting;
- n. an Adult Volunteer Screening Policy means the policy established by 4-H NS to ensure the requirements of Risk Management are met and to meet its obligation to take reasonable steps to protect those in their care;
- o. stakeholders mean those individuals and entities which have an interest in 4-H NS and include voting members, volunteers, alumni, parents, staff, sponsors, donors, and other supporters;
- p. Trained Leader means a voting member who is an eligible adult volunteer of the age of majority and is registered with a 4-H NS Club in a designated position to: supervise members, deliver programs, or provide other approved assistance directly to members at the Club, County, or Committee level. To be eligible, persons must satisfy 4-H NS's approval requirements, found in 4-H NS's Risk Management Policy;
- q. General Leader means a Trained Leader who is registered with a 4-H NS Club and charged with the additional overall organizational responsibilities of a Club;
- r. Project Leader means a Trained Leader who is registered with a 4-H NS Club in a designated position of supervising a 4-H NS project;

- s. Adult Screened Volunteer means a person of the age of majority who is registered with 4-H NS to assist a Trained Leader. To be eligible, such persons must satisfy 4-H NS's approval requirements, found in 4-H NS's Risk Management Policy;
- t. individual Associate member means a person who meets the requirements of 4-H NS as described in Policy to receive the status of individual associate member;
- u. non-individual Associate member means a corporation or organization which meets the requirements of 4-H NS as described in Policy to receive the status of non-individual associate member;
- v. alumni means former members or adult volunteers of 4-H NS;
- w. members' dues means the fee paid annually by youth members to participate in 4-H NS, as described in Policy. The Board will, by Board Resolution, determine the dues payable by youth members from time to time and in the absence of such determination by the Board, dues are deemed to be nil;
- x. in good standing means
 - i. a voting member whose registration is current, is in compliance with the Bylaws and Policies of 4-H NS, and who has not resigned nor been expelled nor suspended for due cause by the Board of Directors of 4-H NS or voting members at a general meeting of members;
 - ii. a Club or County Council whose registration is current, is compliant with 4-H NS Bylaws and Policies, is active in status, and has not been suspended or disbanded according to Policy;
- y. y.electronic means is intended to mean any system or combination of systems, including but not limited to mail, telephonic, electronic, radio, computer or web-based technology or communication facility, that:
- z. in relation to a meeting or proceeding, permits all voting members and participants to communicate with each other or otherwise participate in the proceedings contemporaneously, in a manner comparable, but not necessarily identical, to a meeting where all were present in the same location; and
- aa. in relation to a vote, permits all voting members to cast a vote on the matter for determination in a manner that adequately discloses the intentions of the voters.

- bb. Club means a group associated with 4-H NS which is composed of a minimum of seven (7) persons, consisting of two (2) trained leaders and five (5) youth members, who are actively participating in at least one (1) recognized 4-H NS project. Its responsibilities and activities are prescribed in the 4-H NS Club Agreements and 4-H NS Policy.
- cc. County Council means the designation assigned to the group of 4-H NS clubs located within a defined geographic area, commonly a county, and associated with 4-H NS. Its responsibilities and activities are prescribed in the 4-H NS County Council Agreements and 4-H NS Policy;
- dd. registration means the official record of membership, and active status of voting members, screened volunteers, clubs, and county councils, as registered in the database;
- ee. database means the official 4-H NS record storage, retrieval, modification, and deletion register of voting members, volunteers, clubs, county councils, and other stakeholders, in conjunction with various data-processing operations, according to 4-H NS Policy and procedures;
- ff. database management system (DBMS) means the system used to extract 4-H NS information from the database in response to queries, according to 4-H NS Policy and procedures.

3.0 RISK MANAGEMENT

- 3.1. 4-H NS must establish, implement, monitor, and review annually, a Risk Management Policy.

4.0 MEMBERSHIP

Voting Members

- 4.1. The following will be admitted to voting membership in 4-H NS:
 - a. youth between the ages of 9 and 21 years old according to 2.h. and 2.i. above;
 - b. adults who satisfy the requirements of a Trained Leader.

Rights of Membership

- 4.2. A voting member in good standing has the following rights of membership: to receive notice of, and to attend as an observer at their own cost, meetings of voting members;

- b. to exercise a vote on matters for determination at Club and County Council meetings where these Bylaws and the Policies permit;
- c. to be eligible to be nominated to stand for election on Club and County Council executives where these Bylaws and the Policies permit;
- d. to be eligible to be nominated to stand for election as a Director of the Board of 4-H NS where these Bylaws and the Policies permit;
- e. to participate in the programs, publications, and initiatives of 4-H NS, in accordance with such Policies and procedures as may be determined by the Board from time to time.

Eligibility

- 4.3. Any individual applying to be a voting member, screened adult volunteer, or for associate status must satisfy the requirements as set out in the Bylaws and Policies of 4-H NS.

Application Procedures

- 4.4. Applications to be a voting member, screened adult volunteer, or for associate status in 4-H NS must be made on an accepted form and must be approved by the Board or approved in the manner authorized by Policy.
- 4.5. All voting members, and screened adult volunteers whose applications are accepted by 4-H NS, will be recorded and held in the official database.
- 4.6. The Board may refuse to accept any application to be a voting member or a screened adult volunteer if they are satisfied that it is not in the best interest of 4-H NS to accept the application.

Associate Status

- 4.7. Associate status must be limited to:
 - a. individuals who are no longer voting members or adult volunteers of 4-H NS;
 - b. non-individuals and may include any form of company, association, charitable organization, municipality, or other government agency who satisfy 4-H NS's established requirements.
- 4.8. At no time must the number of associate members exceed ten percent (10%) of the number of voting members of 4-H NS.
- 4.9. An associate member of 4-H NS will have all the rights and privileges and is subject to all of the obligations of a screened adult volunteer of 4-H NS, except that an associate member must not:

- a. vote at any meeting of voting members; or
- b. become a Director of 4-H NS.

5.0 TERMINATION OF MEMBERSHIP IN 4-H NS

5.1 The Board of 4-H NS may terminate the membership or associate status of an individual(s), company, organization, charitable organization, municipality, or other government agency in accordance with its Bylaws and Policies.

Process for Appeal of Termination

5.2 A voting member whose membership is proposed to be terminated, or a screened adult volunteer whose participation in 4-H NS is proposed to be terminated is entitled to appeal the decision of the Board by giving notice to the Board within thirty (30) calendar days following notice of proposed termination, and must follow the process outlined in Policy.

6.0 MEETINGS

Place

6.1 The meetings of the membership of 4-H NS must be held at such a place within the Province of Nova Scotia, or convened by electronic means, as may be determined by the Board from time to time.

Rules of Order

6.2 The Rules of Order for all meetings of the membership and the Board must be based upon the most recent edition of *Robert's Rules of Order Newly Revised* and such other special and standing rules of procedure adopted by 4-H NS. Clubs and Counties may adopt special and standing rules of procedure, which must be approved by 4-H NS

7.0 FISCAL YEAR END

7.1. The fiscal year end of 4-H NS is 31 August.

8.0 ANNUAL GENERAL MEETING

8.1 The Board of 4-H NS must call an Annual General Meeting of the voting members to be held within ninety (90) days after the end of the fiscal year of 4-H NS.

Electronic Participation in Meetings

- 8.2 The Board may determine, in its discretion, to hold any general meeting in whole or in part by electronic means, so as to allow some or all voting members to participate in the meeting remotely.
- 8.3 Where a general meeting is to be conducted using electronic means, the Board must take reasonable steps to ensure that all voting members are able to communicate and participate in the meeting adequately and, in particular, that remote voting members are able to participate in a manner comparable to voting members present in person, if any.
- 8.4 Voting members participating by electronic means are deemed to be present at the general meeting.

Ordinary Business of an AGM

- 8.5 The ordinary business of the AGM must be to:
- a. approve the minutes of the previous AGM;
 - a. consider the annual report of the Board, the financial statements of 4-H NS, the report of 4-H NS's Foundation, and the auditor's report;
 - b. appoint the auditor;
 - c. elect Directors;
 - d. establish such Standing and Ad Hoc Committees deemed necessary to the work of 4-H NS, publish the procedures for application and appointment to each committee and delegate appropriate levels of authority to these committees and require that they report, at least quarterly, to the Board between AGMs;
 - e. receive the reports of its committees;
 - f. consider the resolutions submitted by 4-H NS's Board and Counties;
 - g. deal with such other matters as may properly come before the meeting.

Annual Financial Reporting

- 8.6 A true copy of the annual financial report must be signed by two Directors, one of whom must be the Treasurer.
- 8.7 A signed copy of the annual financial report must be filed with the Registrar within fourteen (14) days after each annual meeting, as required.

8.8 All voting members may review the annual financial statements and minutes of membership and Board meetings at the registered office of 4-H NS with five (5) business days' notice. All other books and records of 4-H NS may be reviewed by any voting members at any reasonable time within two (2) business days prior to the AGM at the registered office of 4-H NS.

Speaker

8.9 The Board will appoint a Speaker who must preside over meetings of the membership. In a simple majority vote where there is an equality of votes, the motion or resolution will fail.

8.11 The Speaker may, with the consent of the meeting, adjourn any meeting. No business must 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 membership according to the processes set out below in these Bylaws.

8.12 4-H NS must only borrow money as approved by a special resolution of the membership.

8.13 4-H NS must not make loans, guarantee loans, nor advance funds to any Director for any purpose whatsoever.

Delegates and Observers to an AGM or Special General Meeting (hereinafter SGM)

8.14 Official Delegates to an AGM or SGM must consist of:

- a. two (2) representatives elected by each County Council, one of whom must be a senior 4-H voting member and one of whom must be a Trained Leader;
- b. the elected voting members of the Board of 4-H NS.

8.15 Non-voting individuals eligible to observe at an AGM or SGM are the following:

- a. the immediate Past President of 4-H NS;
- b. observers from each County Council, sent at the County Council's expense, who may also attend Committee, Work Group, or Project Team

meetings at the AGM and who must not participate in the discussion at the AGM;

- c. an observer invited by 4-H NS to attend from the Nova Scotia Department of Agriculture;
 - a. members of the committees of the AGM;
 - b. the staff of 4-H NS;
 - c. any voting member, adult volunteer, alumni, or associate member is entitled to attend at any membership meeting at their expense.

Note: 4-H NS will defray the expenses of official delegates and staff according to 4-H NS Policy.

Eligibility to Hold Office

- 8.16 Any voting member who is a trained leader in good standing, is eligible to hold any office at the provincial level and any senior voting member of the age of majority may be eligible to hold specific offices on the Board as described in these Bylaws.
- 8.17 The Board must appoint, no later than (90) days prior to the Annual General Meeting or Special Meeting where elections are to take place, a Nominations Committee made up of no fewer than three Directors.
- 8.18 The names of the Committee members must be posted by official print communication, email, and social media platforms, and on 4-H NS's website with the invitation for nominations to the position of Director. Included with the invitation for nominations will be the position description of 4-H NS Director.
- 8.19 The invitation must be posted for a period of four weeks prior to the close of nominations.
- 8.20 Nominations must be made on an approved form, according to Policy, signed by two voting members in good standing, and signed by the nominee confirming that they are eligible to serve as a Director in accordance with these Bylaws. Such form must include a request to provide background information which must be submitted by the nominee.
- 8.21 Any voting member who is

- a. a youth member, in good standing, is eligible to hold any office at the Club level; and
- b. any senior youth member or trained leader, in good standing, is eligible to hold any office at the County Council level.

NOTE: Clubs and Counties may develop policies and procedures, subject to review and approval by 4-HNS, to guide them in determining the number, recruitment, and election of these office holders. All such policies and procedures must be consistent with these Bylaws.

Notice of Meetings

- 8.22 Notice of the time and place of any meeting of membership, in person or by electronic means, must be given to all voting members and the auditor of 4-H NS, in a manner that is accessible to all voting members, but at a minimum, must be posted in the official print communication, email, and social media platforms and on 4-H NS's website not less than fourteen (14) calendar days and not more than thirty (30) days before the meeting.
- 8.23 The non-receipt of notice by anyone of the voting members must not invalidate the proceedings.
- 8.24 Where a meeting of the voting members is adjourned by one or more adjournments for more than seven (7) days, notice of the adjourned meeting must be given in the same way as for an original meeting.
- 8.25 An AGM or SGM of the voting members, in addition to the one specified in 8.1. above, may be held at any time and must be called:
 - a. as requested by the President;
 - b. as requested by a majority of the Board;
 - c. as requisitioned by the voting members (cf 8.29.).

Record Date

- 8.26 The record date for determining which voting members are entitled to receive notice of a meeting of the voting members and entitled to vote at that meeting must be at the close of business on the day immediately preceding the day on which the notice is given.

Special Business

8.27 All business transacted at:

- a. an SGM of the voting members, or
- b. an Annual General Meeting of the voting members, except
- c. consideration of the ordinary business (cf 8.2.1.), and any other business authorized by these Bylaws to be transacted at an annual meeting, is deemed to be special business.

8.28 Notice of a meeting of the voting members at which special business is to be transacted must be given in accordance with these Bylaws.

Requisition By Voting Members To Call an SGM

8.29 Twenty-five (25) voting members must, by written requisition, require the Board to call an SGM of the voting members for the purposes stated in the requisition. The requisition may consist of several documents of like form, each signed by one or more voting members or adult volunteers, and must be sent to the registered office of 4-H NS. The individuals making the request must:

- a. identify themselves by providing to the Board their names, addresses, and signatures, and
- b. include in the requisition information with sufficient detail as to why the requisition is being made so the Board and the voting members may form a reasonable judgment as to the intent of the requisition.

8.30 The Board may deny the requisition if

- c. it clearly appears that the requisition is submitted primarily for the purpose of enforcing a personal claim or redressing a personal grievance against 4-H NS or its Directors, voting members or other security holders, or primarily for the purpose of promoting general economic, political, radical, religious, social, or similar causes;
- d. 4-H NS, at the voting members' request, included a similar resolution in the notice of meeting of voting members held within two (2) years preceding the receipt of the submission pursuant to the current requisition, and the voting members failed to present the resolution at that meeting;
- e. substantially the same proposal was submitted to the voting members in the notice of a meeting of voting members held within two (2) years

preceding the receipt of the current voting members' request, and the resolution was defeated;

- f. The rights conferred by the Society's Act are being abused to secure publicity.

Quorum at Voting Members Meetings

8.31 Twenty-five (25) delegates will constitute a quorum for all meetings of the members.

8.32 Where a quorum is present at the opening of a meeting of the voting members, the voting members present may proceed with the business of the meeting. Once it has been identified that a quorum no longer exists, no further business must be conducted.

8.33 Where a quorum is not present at the opening of a meeting of the voting members, or is lost during the proceedings of a meeting of the voting members, the delegates present may adjourn the meeting to a fixed time and place, or by electronic means, but may not transact any other business.

Proxy Voting

8.34 Voting by proxy must not be permitted at any meeting of the voting members.

Method of Voting

8.35 A delegate at a meeting of the voting members of 4-H NS has only one vote on any question that may be voted on.

8.36 Voting at a meeting of the voting members must be by a show of hands, or by voice response, at the pleasure of the Speaker, except where a rising vote, tally vote, or a secret ballot is demanded by a delegate entitled to vote at the meeting and must include methods determined for electronic sessions.

8.37 A delegate may demand a secret ballot, either before or after a vote, and the result of the ballot will be the decision of the voting members.

Enacting, Amending, or Repealing Bylaws

8.38 The delegates at an AGM, or at an SGM called for that purpose, by special resolution of the voting members, may enact, amend, or repeal Bylaws in relation to those matters authorized or required to be dealt with by the Bylaws.

8.39 No enactment, amendment, or repeal of a Bylaw must take effect until the Registrar approves it.

9.0 INDEMNIFICATION

9.1 4-H NS may indemnify a Director or Officer of 4-H NS or a person who acts or acted at 4-H NS's request.

9.2 No delegate to a voting members meeting, nor any Director will be personally liable in the performance of their duties on behalf of 4-H NS unless there is an active breach of trust on their part.

10.0 BOARD OF DIRECTORS

Composition of the Board

10.1 4-H NS will be governed by a Board of Directors, consisting of no fewer than five (5) and no more than eleven (11) voting members who must be elected or appointed at an AGM or SGM called for that purpose.

10.2 Directors must serve without remuneration and must not receive any profit from their positions.

10.3 Directors, in the performance of their duties, must be reimbursed travel and other such out of pocket expenses as approved by the Board and at a rate set by the Board, and not less than that described in Policy.

Election of Officers of the Board

10.4 At its first meeting after the AGM, the Board will elect the Board's Officers, consisting of the President, Vice President, Treasurer, and Secretary. The Board will also recognize the Director appointed by the Members Voice Committee.

Terms of Office

10.5 Each Director must serve a term of three (3) years, expiring not later than the close of the third annual general meeting of voting members following their election. A Director may not serve more than three (3) consecutive terms. In the inaugural year Directors will be elected according to: one-third (1/3) of the Directors for a three-year term, one-third (1/3) of the Directors for a two-year term, and one-third (1/3) of the Directors for a one-year term, selected by lot for whom will serve which length of term. Thereafter Directors will serve

overlapping terms, pro rata depending on size of the Board, four (4) being elected in each of two (2) election cycles and three (3) in the third.

10.6 The Executive Director will serve in a non-elected, nonvoting, advisory capacity to the Board.

Powers and Duties of the Board and Directors

10.7 Subject to these Bylaws, the Board must be responsible for the general management of the affairs of 4-H NS between Annual General Meetings without limitation.

10.8 The Board must develop, review, and make available to the voting members of 4-H NS, and anyone considering offering to serve in the position of Director, a description of the position and role. It must include an outline of the position/role in terms of objectives, responsibilities and outcomes, capabilities, qualifications, and behaviours, and knowledge expected of a person offering to serve. The Nominating Committee should consider, in no particular order of precedence, the following factors in recommending potential Board members:

- a. competency, willingness, and availability to perform the duties of director of the Board;
- b. the availability of individuals competent and able to serve as a director on the executive committee;
- c. whether there is sufficient representation of diversity including members of minority communities on the Board;
- d. representation from non-governmental organizations;
- e. representation of individuals who can help attract funding to 4-H NS;
- f. representation from different geographical areas in the Province; and
- g. representation by individuals who bring such other qualities to the job as the Succession Committee recommends or the Board requests.

Fiduciary Duties and Responsibilities of Directors

10.9 The general duties and fiduciary responsibilities of a Director are as follows.

- a. **Duty of Loyalty:** to act honestly and to make decisions in good faith and in a reasonably prudent manner to advance the best interests of 4-H NS and

- b. to disclose both actual and potential conflict of interest, and such declaration must be recorded in the appropriate record of proceedings.
- c. Duty of Care: to give the same care and concern to their board responsibilities as any prudent and ordinary person would and to use care, diligence, honesty, and skill in performing their duties.
- d. Duty of Obedience: to ensure that 4-H NS complies with all applicable legislation, regulations, its Bylaws and Policies.

10.10 Directors must:

- a. be able and willing to attend Board and related committee meetings
- b. be able and willing to attend training sessions;
- c. be willing to accept, understand, and defend Policies established by the Board;
- d. be prepared to promote 4-H NS and the 4-H movement at each opportunity by action and example.

10.11 In addition to the general management of the affairs of 4-H NS the Board must, without limitation, do the following:

- a. approve all applications for voting members, adult volunteers, or associate status and authorize termination of same. The Board may delegate to the Executive Director the authority to approve applications for voting members, adult volunteers, or associate status;
- b. appoint Standing Committees and any other committees it deems necessary, delegate appropriate levels of authority to these committees, determine the members and appointment procedures for each committee, and receive and consider their minutes and recommendations;
- c. approve an investment policy and authorize investments on behalf of 4-H NS;
- d. establish, review, approve, and amend all other Policies deemed necessary for the effective operation of 4-H NS;
- e. ensure effective internal control processes are in place for 4-H NS;
- f. oversee the risk management Program of 4-H NS;
- g. ensure 4-H NS maintains adequate insurance and bonding coverage;
- h. appoint the three signing authorities for 4-H NS;
- i. hire an Executive Director for 4-H NS;
- j. appoint delegates and alternate delegates as required to represent 4-H NS;

- k. receive and consider reports from the President, other Officers, the Executive Director, and Board committees;
- l. perform such other duties as may be required by the Bylaws, and Policies of 4-H NS and to ensure the effective management of 4-H NS.

Education and Training

10.12 The Board must provide the necessary opportunities for Directors, committee members, and individuals requested to represent 4-H NS, to attend workshops, conferences, and other educational sessions that provide desired skill training, an improved understanding of 4-H matters, or ideas helpful to the development or operation of 4-H NS. 4-H NS will defray or reimburse the necessary training costs and other costs of attendance according to 4-H NS Policy.

Duties and Responsibilities of the Officers of 4-H NS

- 10.13 The office of President will include: fulfilment of a leadership role by promoting an environment throughout 4-H NS that is collegial, collaborative, and inclusive; supportive of openness and transparency; performance of administrative duties as assigned by the Directors, and presiding at the meetings of the Board in a fair and impartial manner.
- 10.14 The office of Vice President will include performing the duties of the President during the absence, illness, or incapacity of the President, or when the President or the Board may request them to do so.
- 10.15 The office of Treasurer will include:
- a. responsibility for the custody of all financial books and records of 4-H NS, and the carrying out of all other duties as assigned by the Board;
 - b. preparation and/or scrutiny of contracts, deeds, bills of exchange, and other financial instruments and documents which may be executed on behalf of 4-H NS by the President, or otherwise as prescribed by resolution of the Board;
 - c. responsibility of chair of the Finance Committee and of the Audit Committee when so called upon to do annually prior to the audit by the outside auditors.
- 10.16 The three (3) signing officers of 4-H NS must be any one (1) of the following: the President or the Vice President; the Treasurer; and the Executive Director,

with a total of two signatories on any cheque or other financial instrument requiring signatures. It is understood that the person authorizing an expenditure will not sign a cheque or financial instrument.

10.17 The office of Secretary will include working collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities, to maintain a high standard for Board conduct, and to uphold the Bylaws and Policies.

10.18 The Secretary will ensure the proper recording, retention, and maintenance of minutes of all meetings of 4-H NS, the Board, and Board committees.

Executive Committee

10.19 The mandate of the Executive Committee will be as follows.

- a. To provide direction for the Board relative to planning and monitoring of 4-H NS's activities.
- b. To act on behalf of the Board on matters that are required to be dealt with between Board meetings that are not assigned to other Board committees. On all of these matters, the Executive Committee must report to the Board and is accountable to the Board. Excluded from this authority are matters specifically excluded by 4-H NS's Bylaws and by any specific Policy of the Board.
- c. To implement Board education and training programs for Directors and committee members, as recommended by the Governance Committee, including a budget for expenses incurred in such training.
- d. To review and approve the remuneration and reimbursement of expenses of the President and Executive Director.
- e. To recommend to the Board the selection of legal counsel, management consultants, and such other external professional contractors as may be employed by 4-H NS.
- f. To recommend policy guidelines concerning the operation of 4-H NS not specifically assigned to other committees,
- g. To recommend direction regarding Board roles and responsibilities, development, and structure.
- h. To ensure that the performance of the Board is evaluated annually.
- i. To assume other duties and responsibilities as assigned by the Board from time to time. The Executive Committee will consist of the President, Vice

President, Treasurer, and Secretary, and any other Directors deemed necessary for the efficient operation of 4-H NS.

- 10.20 The Executive Committee will meet at the call of the President.
- 10.21 Agendas for Executive Committee meetings will be recommended by the President, reviewed by the Executive Director, and finalized by the President.
- 10.22 The Executive Committee must be responsible to, and report to the Board.
- 10.23 The Executive Committee will prepare and maintain minutes for each meeting. Those minutes will form the basis of a report to the next regular Board meeting.
- 10.24 All reasonable out-of-pocket expenses incurred by Committee members in attending an Executive Committee meeting must be reimbursed through an expenses claim provided by the member. Rates of remuneration and reimbursement of expenses will be as set out in Policy regarding payment of Expenses.
- 10.25 The term of office for the Committee will be for one year.

Vacancy in the Office of President

- 10.26 If for any reason the office of the President is vacant for the remaining term of the year, the Vice President will replace the President. Vacancies in other offices must be filled by the Board for the balance of the unexpired term from among the Directors.

Meetings of the Board

- 10.27 Regular meetings of the Board must be held at least five (5) times per year.
- 10.28 Special Meetings of the Board may be called by the President at any time.
- 10.29 A Special Meeting must be called upon the written request of no fewer than three (3) Directors.
- 10.30 Notice is required for all Board meetings 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, by electronic means;
 - c. the non-receipt of notice by any Director will not invalidate the proceedings;
 - d. notice can be waived for Directors' meetings with the unanimous approval of the Directors.
- 10.31 A majority of the elected Directors constitutes a quorum at any meeting of the Board and, notwithstanding any vacancy among the Board, a quorum of Directors may exercise all the powers of the Board.
- 10.32 No business must be conducted at any meeting of the Board unless a quorum is present to open the meeting and once it has been identified that a quorum no longer exists, no further business must be conducted.
- 10.33 The President, or in their absence the Vice President, in their absence, any Director appointed from among the Directors, will preside as Chair. The President as Chair, as a member of the voting body, has exactly the same rights and privileges as all other Directors have, including the right to make motions, to speak in debate, and to vote on all questions.
- 10.34 Where all the Directors participating in the meeting consent, a Director may participate in a meeting of the Board or of a Committee, Work Group, or Project Team of Directors by electronic means and a Director participating in the meeting is deemed for the purposes of these Bylaws to be present at that meeting.
- 10.35 At meetings of the Board, where there is an equality of votes, the motion must be lost.
- 10.36 The Board must report to the AGM of the voting members the number of Board and Committee, Work Group, or Project Team meetings attended by each Director.

Corporate Secretary

- 10.37 The Board will delegate the following duties of Corporate Secretary to the Executive Director or their designate:
- a. responsibility for the preparation and custody of all minute books and records including the minutes of voting members meetings, the minutes of Board meetings, the register of voting members, and filing the annual requirements with the office of the Registrar;
 - b. custody of the Seal, if any, as delegated by the President, which may be affixed to any document upon resolution of the Board;
 - c. filing with the Registrar within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of election or appointment, and a copy of every special resolution within fourteen (14) days after the resolution is passed;
 - d. such other duties as assigned from time to time by the Board.

Vacancy in the Position of Director

- 10.38 Directors must vacate their office upon expiration of their term, at each AGM, at which time their successors must be elected. Such Directors must be eligible for re-election, subject to these Bylaws.
- 10.39 A vacancy among the Board arising midterm will be filled according to the following:
- a. by a vote of the voting members at a meeting of the voting members, either at an AGM or an SGM;
 - b. by the Board who will appoint an individual to serve in a temporary capacity for a vacancy of six months or more in a year of a term;
 - c. by the Board who may appoint an individual to serve in a temporary capacity if the temporary vacancy is less than six months of the year of a term.
- 10.40 Temporary vacancies among the Board which occur throughout the year may be filled by the Board.
- 10.41 Where a meeting of the voting members fails, for any reason, to elect the fixed or minimum number of Directors, the Directors elected at that meeting may exercise all the powers of the Board if the number of Directors so elected constitutes a quorum. Where fewer than five

Directors are elected, the meeting of the voting members may appoint a Director or Directors for a one (1) year term, to a limit of no more than five (5) Directors on the Board in total.

Conduct of Directors

10.42 Directors are required to adhere to all volunteer codes of conduct within 4H NS. Board members will function in an ethical manner, contribute to the work of the Board, support the decisions of the Board, and respect the confidentiality of privileged information. Accordingly, the Board will speak with one voice. All Directors will support all Board decisions outside of the room. Directors will not reveal to anyone, not normally present at Board meetings, any confidential information, which they become aware of during the performance of their duties.

Resignations, Removals, and Suspensions of Directors

10.43 10.43 Any breach of the conduct expected of Directors will result in a review by the Board, which may result in dismissal from the Board by a two thirds (2/3) majority vote of the Directors (excluding the Director(s) in question), with the decision of the Board being final.

10.44 10.44 A Director who fails to attend three (3) Board meetings without cause satisfactory to the other members of the Board, must vacate their office.

10.45 10.45 A resignation of a Director becomes effective at the time a written resignation is received by 4-H NS, or at a time specified in the resignation, whichever is later.

10.46 10.46 A Director who resigns, or who is being removed, from office is entitled to submit to 4-H NS a written statement giving the reasons for the resignation or for opposing any action or resolution proposed for the purposes.

10.47 10.47 The voting members may, by special resolution at an AGM or SGM, remove any Director for cause, and appoint another person to replace them according to 10.32. above.

10.48 10.48 The Board may, by a two thirds (2/3) majority vote of the Directors (excluding the Director(s) in question), suspend another Director if, in their opinion, the breach by the suspended Director does not justify immediate removal. The suspension may be lifted if the voting Directors determine, by a similar majority, that the breach has been resolved.

Midterm Replacement of Directors

10.49 10.49 In the event that a Director is unable to serve a portion or the balance of their term, the Board at its discretion may appoint another individual to serve out the temporary absence or the balance of the term of such a Director, except as defined in 10.19.

11.0 IN CAMERA SESSIONS AND IN CAMERA MEETINGS OF THE BOARD

11.1 The Board may include an in camera session during a meeting or convene a special in camera meeting of the Board.

11.2 The Board will develop, approve, and implement policy for in camera sessions and meetings of the Board of 4-H NS (cf Appendix 2).

12.0 STANDING COMMITTEES OF 4-H NS

Standing Committees of the Board

12.1 The following will be Standing Committees of the Board and must report at each Board meeting following a meeting of the committee.

- a. Executive
- b. Finance
- c. Governance
- d. Human Resources
- e. Conflict Management and Dispute Resolution
- f. Members' Voice
- g. Nominations
- h. Succession
- i. AGM

Program Committees of 4-H NS

- 12.2 The Program Committees of 4-H NS will be established by the Board or by the members at a general meeting of voting members. The Executive Director will have direct oversight of these Program Committees, including appointing the individuals to each committee. The committees will report to the Executive Director, as established by the Executive Director.
- 12.3 The Board will establish such other committees as it deems necessary to fulfill its responsibilities.
- 12.4 The Board will appoint individuals to the Board Standing Committees at the first meeting of the Board after the AGM.
- 12.5 The President will act as an ex officio member of all committees.
- 12.6 The Executive Director will be a resource to all Board committees and will act as an ex officio member of all Program committees.

13.0 TERMS OF REFERENCE FOR ALL COMMITTEES

- 13.1 The Board will determine the mandate and confirm the Terms of Reference for all committees of 4-H NS and the review process which must be conducted annually according to the processes established to do so.

Template

- 13.2 The template for the Terms of Reference for all committees of 4-H NS will be found in Appendix 1.

Composition of Committees

- 13.3 The members of Board committees and other committees appointed by the Board must be voting members of 4-H NS and one must be a Director of 4-H NS. Other individuals may be appointed to serve on them, at the discretion of the Board.
- 13.4 The members of Program Committees will be appointed by the Executive Director (cf 12.2.). They will be supported by an appropriate level of nonvoting staff and other resources.

Reporting

13.5 All committees must keep minutes of their proceedings and the Chair of each committee must submit to their appropriate reporting authority the minutes of the committee proceedings within fifteen business days, unless otherwise directed by these Bylaws.

Authority

13.6 Notwithstanding these Bylaws, no Committee or individual Officer of the AGM or the Board has authority to:

- a. hire or establish the term of employment of the Executive Director of 4-H
- b. NS;
- c. submit to the voting members any question or matter requiring approval of the voting members;
- d. fill a vacancy within the Board;
- e. enter into a financial obligation on behalf of 4-H NS except in the manner and on the terms authorized by the Board;
- f. approve the fiscal year-end financial statements.

14.0 CONFLICT OF INTEREST

14.1 No elected, appointed, or salaried personnel of 4-H NS must enter into any contract or any business transaction with 4-H NS involving a personal pecuniary interest.

14.2 No elected, appointed, or salaried personnel of 4-H NS must use their special position with 4-H NS to promote private pecuniary interests.

14.3 Non-disclosure of personal pecuniary interest and conflicts of interest must result in the removal of such person from their position and cancellation of such contract or transaction with 4-H NS at the option of the Board.

14.4 Non-disclosure must result in the person being personally liable to 4-H NS and to any third party concerned for any loss sustained by such act or business transaction.

14.5 Individuals who serve on a 4-H NS Committee, Work Group, or Project Team as a volunteer must not receive payment from 4-H NS for work that is generated from the Committee, Work Group, or Project Team activities.

- 14.6 Elected Officers, Board, or Committee, Work Group, or Project Team members must not take a paid position with 4-H NS until six (6) months after completing their term of office, Committee, Work Group, or Project Team, or employment commitment.
- 14.7 Nova Scotia requires each Board member, Officer, Committee, Work Group, or Project Team members, and employees designated by the Executive Director, to review annually the Conflict of Interest Policy and acknowledge by his or her signature that he or she is acting in accordance with the letter and spirit of the Policy.
- 14.8 The information provided on this form must be available for inspection by members of the Board, but must otherwise be held in confidence except when, after consultation with the applicable Board member, Officer, Committee, Work Group, or Project Team member, or employee, the Board determines that 4-H NS's best interest would be served by disclosure.

15.0 EMAIL VOTING

- 15.0 From time to time the Board may decide to conduct a vote on a Board resolution by email. This must only occur when the matter to be deliberated is of such importance and timeliness that it cannot wait until the next scheduled Board meeting.
- 15.1 Motions of the Board which are voted on by email will be conducted by the President who may delegate to another Director the conduct of the email vote. This duty will fall in this order: Secretary, Vice President, Treasurer.
- 15.2 An email vote method must have comprehensible and transparent processes and regulations. It must be conducted in such a way as to provide all voting members with:
- a. A. sufficient time to: receive notice of an email vote, deliberate, question, debate, and amend the motion or resolution;
 - b. clear instructions;
 - c. a process that adequately discloses and records the intentions of the voting members.

15.3 4-H NS will adopt a Policy to establish the procedures, regulations, and special rules of order required to conduct an email vote.

15.4 These provisions and 4-H NS Policy will govern the conduct of all other committees, Clubs, and County Councils which conduct a vote by email. The person who will conduct the email vote process will be determined by each respective group.

16.0 DISSOLUTION of 4-H NS

Policy

16.0 4-H NS must establish a Policy governing the process, procedures, and other pertinent undertakings which must be in place before any initiative to dissolve 4-H NS may be initiated.

16.1 The Nova Scotia Companies Winding Up Act will guide 4-H NS in the event that a dissolution of 4-H NS as a Society in Nova Scotia is contemplated.

16.2 Upon the winding up (or upon a loss of registered status) of 4-H NS all the assets must go to another qualified one.

Relevant Provisions of the Companies Act

16.3 The provisions of the Companies Winding Up Act apply to a society incorporated under this Act. R.S., c. 435, s. 24.

Section 136 of the Companies Act

16.4 The provisions of Section 136 of the Companies Act, relating to the removal from the register of companies that are not carrying on business, apply mutatis mutandis to a society that has failed for two consecutive years to send or file any return, notice or document required to be made or filed with the Registrar pursuant to this Act, that is more than two years in arrears in the payment of fees required pursuant to this Act or where the Registrar has reasonable cause to believe that a society is not in operation. R.S., c. 435, s. 25; 1993, c. 42, s. 1.

Surrender of Certificate of Incorporation

16.5 A society may, by special resolution, surrender its certificate of incorporation and the Registrar, if satisfied that sufficient notice of the society's decision to dissolve has been given and that no debts or liabilities of the society are

outstanding, may accept the surrender of the certificate, and cancel it, and fix a date from which the society shall be dissolved and its name removed from the register. R.S., c. 435, s. 26.

17.0 FOUNDATION

17.0 4-H NS will maintain a Foundation to assist 4-H NS in its fund development.

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Appendix 1: Template Terms of Reference

Subject to the provisions of the Bylaws and Policies of 4-H NS the following will constitute the template for all committees established by 4-H NS.

Name and Type

Name of Committee and whether it is Standing or Ad Hoc; Work Group; Project Team

Mandate

The mandate of the Committee, Work Group, or Project Team is determined by the Board and must be to study and report, and make recommendations on such matters as may be:

- a. referred to it by the annual general meeting or the Board;
- b. undertaken by it with the approval of the annual general meeting or the Board;
- c. pertinent to it and introduced by one of its members.

The duties and duration of a Work Group or Project Team will be defined by the Board at the time of appointment.

This mandate must be stated in the ToR of the Committee, Work Group, or Project Team.

Composition

The Board shall determine the number and term of members, and appoint the members of the Committee, Work Group, or Project Team, including whether the Committee, Work Group, or Project Team will include others from outside the Board. This shall be stated in the ToR of the Committee, Work Group, or Project Team.

Appointment of Chair and Secretary

The Board shall appoint the Chair; the Committee will determine from among its members who will act as Secretary.

Decision-making process

Decisions shall be made by simple majority vote.

AUTHORITY DELEGATED

The Board shall determine the authority which it will delegate to the Committee, Work Group, or Project Team; including the scope and duties.

REPORTING

The Committee, Work Group, or Project Team will meet as needed, based on the workload assigned to it.

The Committee, Work Group, or Project Team will report to the Board by forwarding minutes of its meetings to the Board, according to the Board's processes. The Board will receive the minutes at the next regular meeting after the meeting of the Committee, Work Group, or Project Team.

If the Executive Director requests that the Committee, Work Group, or Project Team review or develop a policy, the Board must agree to this work being assigned to the Committee, Work Group, or Project Team before it undertakes any work.

MEETINGS

The Committee, Work Group, or Project Team will meet as needed, a minimum of twice a year, or at the request of the Committee, Work Group, or Project Team Chair.

The Committee, Work Group, or Project Team shall meet at least once in person; other meetings will take place by other processes, as agreed by the Committee, Work Group, or Project Team and approved by the Board.

STAFF SUPPORT

The Committee, Work Group, or Project Team will receive the administrative assistance it needs to fulfill its mandate.

TERMS OF REFERENCE

The Committee, Work Group, or Project Team will perform the following key duties as directed by the annual general meeting or the Board:

ANNUAL REVIEW OF TOR AND MANDATE

The Board shall determine the review process for committees which process must be conducted annually according to the processes established to do so. The committee may make recommendations to the Board regarding changes to its ToR and Mandate in this review. The Board shall determine whether it will authorize any change and make this known to the Committee, Work Group, or Project Team.

APPROVAL REVIEW DATE

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Appendix 2: Email Voting

The President must, via email, state the motion in full including the mover's name and request a second to the motion, or request a mover and second to the motion.

- a. The President must determine the time frame Directors will have to second the motion. Only one second is accepted and must be credited to the Director with the first email response.
- b. If the motion is seconded, the President must stipulate a reasonable time for discussion. Comments made after the conclusion of this period must not be considered a part of the deliberation.
- c. Board Members must use the REPLY ALL email feature during the discussion period.
- d. Amendments to the motion may be made during the discussion period and must follow these email procedures including use of a ballot. Votes on amendments must precede votes on the motion itself. If the amendment passes, the original motion will be restated with the amendment inserted.
- e. When the period for discussion has closed, the President will call for a vote via email.
- f. The President will provide a reasonable time frame for Directors to respond. Votes received after the published time frame will not be accepted. There will be no exceptions.
- g. Votes must be cast using the REPLY ALL email feature if the vote is an open vote or REPLY if the vote is a closed or secret vote, as determined by the Directors.
- h. Vote responses not complying with this procedure will be deemed to be spoiled, and will not be allowed.
- i. Any Director who does not vote must be considered as abstaining from the vote.
- j. If the ballot is to be closed or secret, the President must make this point clear when the vote is called for. Responses must be sent to the President only.
- k. Motions and amendments to the motion must be considered passed if there is a majority vote.
- l. The President must maintain a separate email folder for email votes.
- m. The President will tally the votes and will confirm the results.

- n. The President will publish results as soon as the count is confirmed.
- o. The motion and voting results must be entered in the minutes of the next meeting.
- p. Rescinding a motion will follow the guidelines of Robert's Rules of Order Newly Revised.
- q. The provisions of this Procedure must govern the conduct of all other committees which employ a vote by email, replacing the President's role with that of the committee Chair.

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Appendix 3: In Camera Sessions and In Camera Meetings of the Board

Confidentiality:

1. Prevents undue harm to the organization and its assets, including volunteers, board members and staff.
 2. Is reconcilable with transparency; in effect, stakeholders are allowed to know enough.
 3. Is reconcilable with accountability, wherein stakeholders can question the processes and the outcomes.
 4. Requires, but does not strain, trust.
- A. An in camera session of the Board may be convened:
- a. as a standard order of business of every regular open Board meeting
 - b. as a session of another meeting of the Board;
 - c. as a Special in camera meeting of the Board.
- B. An in camera session will take place at the start or end of regular meetings or Special meetings or as needed.
- C. The business of the in camera session or Special in camera meeting must be:
- a. to consider matters on the advice of counsel;
 - b. to discuss current pending legal matters;
 - c. to consult with the auditors and compensation consultants;
 - d. to acquire or dispose of property;
 - e. to discuss or act on personnel issues; or
 - f. to address such other matters as the Board deems appropriate such as:
 - i. major strategic and business issues;
 - ii. crisis management;
 - iii. roles, responsibilities, and expectations of the Board and the Executive Director;
 - iv. succession planning;
 - v. Board practices, behaviour, and performance.

- D. While in deliberation in camera only Board members and individuals invited by the President or the Board must be present. At the option of the Board, the Executive Director may be excused. Board members may discuss the business conducted in an in camera session only with other Board members including or not including the Executive Director as directed by the Board, persons present in the in camera session by invitation of the Board, and others, upon advice of counsel.
- E. Deliberations and minutes of in camera sessions and Special in camera meetings are confidential.
- F. Minutes of in camera sessions and Special in camera meetings must be recorded, stored separately in a secure and confidential storage place, and approved at the next regular in camera session of the Board.
- G. Minutes of an in camera session or Special in camera meeting will include, at a minimum, the following: the place, date, and start time of the meeting; the persons present; who served as chair and secretary; the text of all resolutions; the results of votes on all resolutions; any formal objections of Directors; and the time of adjournment.
- H. The Board will determine whether or not a report of its in camera deliberations will be reported to the regular public meeting of the Board.
- I. Material distributed and discussed at in camera sessions or Special meetings must be collected and secured or destroyed.
- J. The Executive Director will be invited to attend an in camera session:
- a. to maintain the confidentiality required by law and further 4-H NS's interests;
 - b. to discuss highly sensitive Organization business issues in private;
 - c. to foster a constructive relationship between the Board and the Executive Director;
 - d. to build capacity for robust discussion.

- K. The Executive Director will be excused from an in camera session or Special meeting:
- a. to create a forum that is not unduly influenced by the Executive Director;
 - b. to encourage more open communication among the Board members;
 - c. to discuss issues related to the way the Board operates;
 - d. to address issues related to the Executive Director.

Pertinent authorities for information

Societies Act

- Acquire real estate;
- Lease real estate;
- Sign agreements and sue or be sued in its corporate name;
- Use its funds and property for the fulfilment of its objects and purposes;
- Borrow, raise and secure the payment of money and, issue debentures or mortgage its real property to secure the payment of money borrowed by it, provided such actions are authorized by its by-laws;
- Draw, make, accept, endorse, discount, execute, and issue promissory notes, bills of exchange and other negotiable or transferable instruments, provided such actions are in accordance with its by-laws;
- Change its name or objects;
- Subscribe to or become a member of any other society or association;
- Do all such other acts and things as are identical or conducive or consequential upon the exercise of its powers or the attainment of its objects.
- Some powers require a special resolution before they can be exercised. A special resolution means a resolution passed by at least $\frac{3}{4}$ of the Societies' members at a general meeting. Members must get notice before the meeting.