



**BY-LAWS
OF
YMCA OF GREATER HALIFAX/DARTMOUTH**

Updated April 2022

YMCA of Greater Halifax/Dartmouth
5670 Spring Garden Road, Suite 306
Halifax, Nova Scotia B3J 1H6
Tel: 902-423-9709
Fax: 902-425-3180
Website: www.ymcahfx.ca

Approved May 31, 2022

PREAMBLE

- A. The Association was established by a private act of parliament on May 6, 1875 known as *An Act to incorporate the Halifax Young Men's Christian Association* (Statutes of Nova Scotia 1875, Chapter 86), as amended by Statutes of Nova Scotia 1937, Chapter 116. It amalgamated with the Dartmouth YMCA-YWCA on June 15, 1993, to become the YMCA of Greater Halifax/Dartmouth.
- B. The Young Men's Christian Association (**YMCA**) is one of the oldest and largest youth organizations in the world. Its goal is to empower, inspire and mobilize young people to find and share their voice on the issues that matter to them and to the world.
- C. YMCA Canada is a member of the World YMCA, a federation of YMCA's in more than 120 countries across the globe. YMCA Canada is dedicated to the growth of all persons in spirit, mind, and body, and in a sense of responsibility to each other and the global community.
- D. The Association is a member association of YMCA Canada and is represented on the YMCA Canada National Council. As a condition of its membership of YMCA Canada, the Association must comply with the obligations set out in Section 12 of the YMCA Canada by-laws or risk national intervention or disaffiliation pursuant to Section 15 of the YMCA Canada by-laws.
- E. Pursuant its incorporating legislation, the Association may adopt a constitution and by-laws for the admission and qualification of members, the choice, power and duties of its officers, and the regulation of its business.
- F. The Association adopted these By-laws at its Annual Meeting dated May31, 2022. These By-laws replace any and all previous constitutions or by-laws applicable to the Association.

ARTICLE 1 – INTERPRETATION

1.1 In this document:

- (a) “**Annual Meeting**” means the annual meeting of the Members of the Association;
- (b) “**Association**” means the YMCA of Greater Halifax/Dartmouth;
- (c) “**Chairperson**” means the Director appointed to the position of chairperson of the Association as further described in Article (a)65.4(a);
- (d) “**Committee**” means any committee of the Board of Directors as may be determined by the Board of Directors from time to time, including as set out in Article 1110.2;
- (e) “**Board of Directors**” has the meaning set out in Article 76.1;
- (f) “**Board of Honourary Trustees**” has the meaning set out in Article 109.1;

- (g) “**Director**” means those members of the Board of Directors set out in Article 76.2;
- (h) “**Honourary Life Member**” means an individual who has been awarded honorary life membership of the Association for noteworthy service to the Association or the national or international organization of the YMCA;
- (i) “**Honourary Trustees**” means those former Directors of the Association who are appointed by the Board of Directors to support, and provide strategic counsel to, the Association;
- (j) “**Officers**” means the officers of the Association as set out in Article 65.1;
- (k) “**Past Chairperson**” means the individual who served as Chairperson immediately prior to commencement of the current Chairperson;
- (l) “**President**” means the individual holding the position of President and Chief Executive Officer of the Association as further described in Article (a)65.4(c);
- (m) “**Special Meeting**” means a meeting of the Voting Members other than the Annual Meeting;
- (n) “**Vice Chairperson**” means the Director appointed to the position of vice chairperson of the Association as further described in Article (a)65.4(b);
- (o) “**Voting Members**” means the following individuals who have the right to vote at an Annual Meeting or Special Meeting of the Association:
 - i. Directors;
 - ii. Honourary Life Members;
 - iii. Honourary Trustees; and
 - iv. Committee members.

ARTICLE 2 – STATEMENT OF PRINCIPLES

- 2.1 The Association is a philanthropic association of volunteers and staff serving the needs of individuals, families, and the community without barriers to access. The Association provides opportunities for spiritual, mental, intellectual, social, and physical development to facilitate personal growth, greater self-reliance, and health.
- 2.2 The Association provides values-based programs and services that teach the importance of caring, honesty, respect, responsibility, and inclusiveness.
- 2.3 The Association’s goal is to serve the community within the Halifax Regional Municipality and neighbouring municipalities and to this end the Association shall:

- (a) offer programs and services that reflect the changing needs and interests of the community;
 - (b) provide facilities and establishments that are consistent with program requirements;
 - (c) implement processes to engage community stakeholders in developing programs and services that are relevant for the community that is being served; and
 - (d) conduct its proceedings, meetings and events in locations that are convenient, accessible, and conducive to encouraging participation from stakeholders.
- 2.4 The Association shall be carried on, without purpose of gain, for its members, and any profits or other gains to the Association shall be used in promoting its objectives.

ARTICLE 3 – ANNUAL MEETING AND SPECIAL MEETINGS OF MEMBERS

- 3.1 The Association shall have one category of members: Voting Members.
- 3.2 The Annual Meeting of the Association shall be held at the place, date and time determined by the Board of Directors.
- 3.3 The business of all Annual Meetings of the Association shall include at a minimum:
- (a) approval of the minutes of the preceding meeting;
 - (b) report of the Board of Directors;
 - (c) report of the President;
 - (d) presentation of the audited year-end financial statements of the Association;
 - (e) appointment of auditors;
 - (f) special business;
 - (g) new business;
 - (h) appointment of Honourary Life Members;
 - (i) appointment of the Board of Honourary Trustees; and
 - (j) election of Directors.

- 3.4 Special Meetings of the Association may be called as the Board of Directors deems necessary and shall be called at the request in writing of at least fifteen (15) Voting Members. The only business to be transacted at a Special Meeting shall be that specified in the notice calling the meeting.

ARTICLE 4 – CONDUCT OF MEMBER MEETINGS

- 4.1 Notice of meetings of the Association shall be given to Voting Members no less than fourteen (14) days prior to the meeting by telephone, mail, or email.
- 4.2 Meetings of the Association may be held in person or by teleconference, videoconference, or other communication means that permits all persons participating in the meeting to communicate adequately with each other.
- 4.3 Fifteen (15) Voting Members shall constitute a quorum for the transaction of business at meetings of the Association, but any lesser number may adjourn a meeting to any other date and notice of an adjourned meeting shall be given as provided in Article 4.1.
- 4.4 Voting at a meeting of the Association shall be:
- (a) for those Voting Members present in person, by show of hands or by verbal poll; or
 - (b) for Voting Members attending remotely, by electronic means.
- 4.5 Each Voting Member in attendance in person or remotely shall have one vote. All questions proposed for consideration shall be decided by a majority of votes unless these By-laws otherwise require. Voting by proxy shall not be permitted.
- 4.6 A special resolution with the affirmative vote of at least three quarters majority of the Voting Members in attendance at the Annual Meeting or Special Meeting is required to:
- (a) remove any Director;
 - (b) amend, add to, or repeal these By-laws in accordance with Article 1312.1;
 - (c) dissolve the Association in accordance with Article 1413.1; or
 - (d) change the name or objects of the Association so as to add to or restrict or abandon any of its objects or the locality in which its activities are carried on.

ARTICLE 5 – OFFICERS

- 5.1 The Officers of the Association shall be the:
- (a) Chairperson;
 - (b) Vice Chairperson;
 - (c) President; and
 - (d) such other persons as the Board of Directors may determine from time to time.
- 5.2 The Chairperson, Vice Chairperson, and any other volunteer officers that the Board of Directors may deem necessary shall be elected by the Board of Directors from among its own Directors at its first meeting immediately following the Annual Meeting.
- 5.3 The Chairperson and Vice Chairperson shall be appointed for a two (2) year term. Upon completion of their term, and unless otherwise determined by the Board of Directors, the Vice Chairperson shall become the Chairperson, and Chairperson shall hold the position of Past Chairperson for an additional one (1) year term.
- 5.4 The authority, powers, and duties of each Officer shall be as determined from time to time by the Board of Directors. Without limiting the generality of the foregoing:
- (a) The Chairperson shall be a volunteer officer selected by the Board of Directors to give leadership to the affairs and activities of the Association and preside at meetings of the Association and the Board of Directors. The Chairperson shall be an ex officio voting member of all Committees.
 - (b) The Vice Chairperson shall be a volunteer officer selected by the Board of Directors to assist the Chairperson in carrying out the duties of that office. The Vice Chairperson shall exercise the powers and perform the duties of the Chairperson if the Chairperson is absent, unable, or unwilling to fulfil the duties of the office of the Chairperson.
 - (c) The President is an employee of the Association and shall administer the affairs and operations of the Association. The President shall report to the Board of Directors and shall:
 - i. ensure that the Association fulfils all of the conditions of membership set out in the YMCA Canada by-laws;
 - ii. prepare and present for recommendation to, and subsequent approval by, the Board of Directors the strategic plan for the Association;
 - iii. prepare and present for recommendation to, and subsequent approval by, the Board of Directors the annual operating and capital budget for the Association;

- iv. implement the mission, values, strategic plan, and policies set by the Board of Directors;
- v. have general charge and control of the work of the Association;
- vi. administer the property, operations, and programs of the Association;
- vii. be an ex officio non-voting member of the Board of Directors and of all Committees other than the Audit Committee and the Performance Review Committee;
- viii. maintain a register of the names and contact details of Voting Members;
- ix. either personally or through other employees, give notice and attend and keep the minutes of all meetings of the Association, the Board of Directors, the Board of Honourary Trustees, and all Committees;
- x. conduct the general correspondence of the Association;
- xi. have custody of the seal of the Association and its records;
- xii. subject to the approval of the Board of Directors, establish and administer personnel policies applicable to employees of the Association;
- xiii. be responsible for engaging and dismissing employees of the Association as may be required from time to time; and
- xiv. supervise any employees to whom the duties set out in this Article 5.1(c) have been delegated from time to time.

ARTICLE 6 – BOARD OF DIRECTORS

- 6.1 The stewardship, general control and management of policy and affairs of the Association is vested in the Board of Directors.
- 6.2 The Board of Directors shall consist of not less than twelve (12) and not more than nineteen (19) persons, and be comprised of:
 - (a) the Chairperson;
 - (b) the Vice Chairperson;
 - (c) the Past Chairperson (as an ex officio voting member);
 - (d) the President (as an ex officio non-voting member); and

- (e) between eight (8) and fifteen (15) independent directors approved by the Voting Members at an Annual Meeting who shall be reflective of the diversity of the constituents that are served by the Association including consideration of age, gender, race, disability, sexual orientation, language, culture, skill, community networks and societal perspectives.
- 6.3 Subject to Article 6.4, Directors shall be appointed for a three (3) year term. Directors who have completed their term shall be eligible for re-election for one further three (3) year term, to a total of six (6) consecutive years.
- 6.4 If a Director joins the Board of Directors during the year, the anniversary date for that Director's three (3) year term will be calculated from the Annual Meeting in which their name was presented.
- 6.5 Directors who are elected as Chairperson or Vice Chairperson, or are appointed as chair of a Committee, may have their term extended beyond the six (6) year term to fulfil the obligations of that role and, in the case of the Chairperson, that of the Past Chairperson.
- 6.6 Subject to Article 6.5, after serving as a Director for six (6) years, a Director shall not be eligible to be elected as a Director for any further term until a period of one year has elapsed. Neither the Chairperson nor the Vice Chairperson are eligible for re-election to the same office.
- 6.7 Directors shall not receive remuneration for performing their duties but may be reimbursed for expenses incurred in the performance of their duties in accordance with any applicable policies.
- 6.8 A Director may resign upon giving one month's notice in writing to the Chairperson.

ARTICLE 7 – RESPONSIBILITIES OF THE BOARD

- 7.1 The Board of Directors is empowered to manage and supervise the activities and affairs of the Association and oversee the implementation of the policies and operations of the Association in accordance with these By-laws and the conditions of membership applicable to the Association under the YMCA Canada by-laws. Without limiting the generality of the foregoing, the Board of Directors has the power to:
 - (a) set the mission, values, and strategic direction of the Association;
 - (b) appoint, direct, and evaluate the President;
 - (c) recommend new Directors for approval by Voting Members at an Annual Meeting;
 - (d) appoint Committee chairs and members;
 - (e) nominate Honourary Life Members;
 - (f) nominate individuals for appointment to the Board of Honourary Trustees;

- (g) remove any Honourary Trustee, Honourary Life Member or Committee member (other than a Director) for breach of duty, failure to properly discharge the duties of their position (including absence at three consecutive meetings without due cause) or for any other reason set out in Article 7.2 by vote of the Board of Directors, provided that:
 - i. notice of intention to propose removal of the Honourary Trustee, Honourary Life Member or Committee member was given to all Directors at least thirty (30) calendar days before the next Board of Directors meeting;
 - ii. the Honourary Trustee, Honourary Life Member or Committee member proposed to be removed has been given the opportunity to be heard in person (or by advocate) after the motion to remove has been made but prior to the vote;
 - iii. a vote on such a motion shall be taken by secret ballot; and
 - iv. the motion to remove the Honourary Trustee, Honourary Life Member or Committee member is carried by an affirmative vote of at least three quarters majority of the Board of Directors;
- (h) develop and maintain the Terms of Reference for the Committees;
- (i) supervise or direct the activities of the Committees and create any additional Committees, subcommittees, or task forces as the Board of Directors may consider necessary and advisable;
- (j) determine the application of any national or international rule or policies of the YMCA to the Association;
- (k) establish and revise policies which govern the Association's activities, including without limitation in respect of the following:
 - i. approval delegations;
 - ii. public statements and advocacy on matters of policy or public interest;
 - iii. equity, diversity, and inclusion;
 - iv. eligibility, criteria and nomination procedure for Honourary Life Membership and Honourary Trustees; and
 - v. philanthropy and fundraising; and
- (l) delegate authority and responsibility for implementing the Association's mandate, objectives, goals, and policies to the Officers, Directors, Honourary Trustees, Committee members, and/or employees of the Association.

7.2 Subject to Article 7.1(g), the Board of Directors shall have the power to revoke the position or voting rights of an Honourary Trustee, Honourary Life Member or Committee member who:

- (a) violates these By-laws or any rules or policies of the Association;
- (b) wilfully or negligently causes loss or damage to any property belonging to:
 - i. the Association or any of its Voting Members, employees, contractors or agents; or
 - ii. a user of the Association's facilities or a participant in the Association's programs;
- (c) interferes with the entitlements of other Voting Members or the rights and privileges of users of the Association's facilities or participants in the Association's programs; or
- (d) engages in conduct which a reasonable person would conclude is likely to endanger others or adversely impact the Association's reputation.

7.3 In exercising their powers and discharging their duties, every Director shall:

- (a) act honestly and in good faith with a view to the best interests of the Association;
- (b) disclose any interest or conflict in a matter being considered by the Board of Directors; and
- (c) exercise the care, diligence, and skill that a reasonably prudent person would exercise in comparable circumstances.

7.4 The Association shall, at its cost, effect and maintain directors' and officers' liability insurance on behalf of the Officers and Directors.

7.5 The Association shall indemnify and hold harmless every Director, Officer or other person who has undertaken or is about to undertake any liability on behalf of the Association from and against:

- (a) all costs, charges and expenses whatsoever which such Director, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of the duties of their office in respect of any such liability; and
- (b) all other costs, charges, and expenses which they sustain or incur in or about or in relation to the affairs thereof,

except such costs, charges, or expenses as are occasioned by their own wilful neglect or default.

7.6 No Director or Officer of the Association shall be liable for:

- (a) the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity;
- (b) any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by or on behalf of the Association;
- (c) the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Association shall be placed or invested;
- (d) any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm, or association, including any person, firm, or association with whom or which any monies, securities or effects shall be lodged or deposited;
- (e) any loss, conversion, misapplication or misappropriation or any damage resulting from any dealings with any monies, securities or other assets belonging to the Association; or
- (f) any other loss, damage, or misfortune whatsoever which may happen in the execution of their duties or in relation thereto,

in each case unless the same shall happen by or through their own wrongful and wilful act or through their own wrongful neglect or default.

ARTICLE 8 – MEETINGS OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors shall meet at least six (6) times in each fiscal year and at such additional times as the Board of Directors may deem necessary for the transaction of business.
- 8.2 Notice of any meeting of the Board of Directors shall be given by telephone, mail, or email at least seven (7) days before the meeting, addressed to each Director, but a meeting may be held on shorter notice if sufficient notice is given to all Directors to enable at least 50% of the Directors to attend.
- 8.3 At meetings of the Board of Directors, 50% of the Directors, including the Chairperson (or Vice Chairperson in their absence), must be present in order for there to be a quorum for the transaction of business.
- 8.4 A Director may participate in a meeting by teleconference, videoconference, or other communication means that permit all persons participating in the meeting to communicate adequately with each other and such Director shall be deemed for all purposes to be present at such meeting.
- 8.5 Any Director who misses three consecutive meetings of the Board of Directors may be called upon to tender their resignation.

- 8.6 The business at all regularly scheduled meetings of the Board of Directors shall include at a minimum:
- (a) approval of the minutes of the preceding meeting;
 - (b) report of Officers and Committees;
 - (c) unfinished business; and
 - (d) new business.
- 8.7 At every meeting of the Board of Directors, each Director in attendance in person or remotely shall have one vote. Subject to Article 8.8, all questions proposed for consideration by the Directors shall be determined, and all resolutions shall be passed, by a majority of votes.
- 8.8 The affirmative vote of at least three quarters majority of the Board of Directors is necessary to authorize the selling, purchasing or mortgaging of any real property of or for the Association, or to issue bonds, debentures or securities of the Association, whether secured or not by the mortgage of the real and personal property of the Association, or the borrowing of any money on the credit of the Association.
- 8.9 The Board of Directors may conduct a vote by email in accordance with any process established from time to time. The outcome of any email vote shall be noted in the minutes of the next meeting of the Board of Directors.

ARTICLE 9 – HONOURARY TRUSTEES

- 9.1 There shall be a Board of Honourary Trustees consisting of the Chairperson, the Past Chairperson and at least eight (8) Honourary Trustees. All Honourary Trustees, other than the Chairperson, shall be appointed at an Annual Meeting from among those recommended by the Board of Directors.
- 9.2 The term of office of each Honourary Trustee shall be ten (10) years and retiring Honourary Trustees shall be eligible for re-appointment. An Honourary Trustee may resign at any time by giving notice in writing to the Board of Directors.
- 9.3 The Past Chairperson shall be the chair of the Board of Honourary Trustees and shall convene meetings of the Honourary Trustees at least once per year.
- 9.4 The Honourary Trustees shall be ambassadors and advocates for the Association throughout the community to further the mission and work of the Association.
- 9.5 The Board of Honourary Trustees may, at any time, present to the Board of Directors or to the Association on any matter of business affecting the welfare, reputation, programs, or

policies of the Association and may make recommendations in respect thereof. The Honourary Trustees may be called upon by the Board of Directors from time to time in an advisory capacity.

ARTICLE 10 – COMMITTEES

- 10.1 The Association shall maintain the standing committees set out in Article 10.2. The Chairperson may recommend to the Board of Directors such additional committees as the Chairperson may deem necessary from time to time and shall appoint the chair of such Committees.
- 10.2 The mandate of each Committee shall be as set out below and further defined in the Committee Terms of Reference as determined from time to time by the Board of Directors:
- (a) the Audit Committee has oversight of the Association’s financial reporting and compliance with legal and regulatory requirements, including in relation to the integrity of the Association’s financial statements and the conduct of audits;
 - (b) the Finance Committee is responsible for setting the Association’s annual operating and capital budgets, preparing the financial statements, borrowing and investment activities, maintaining insurance coverage, and other risk management oversight;
 - (c) the Governance Committee is responsible for advising on and overseeing governance processes within the Association, including in relation to the appointment and assessment of Directors and the implementation of structures and processes to assist the Board of Directors to function effectively;
 - (d) the Performance Review Committee is responsible for overseeing the performance of the President, including making recommendations on the annual performance benchmarks and compensation for the President;
 - (e) the Philanthropy Committee is responsible for providing strategic advice on philanthropic activities within the Association.
- 10.3 Each Committee shall consist of a chair and any number of Committee members authorised by the Board of Directors. The chair and members of each Committee shall be appointed by the Board of Directors for a two (2) year term.
- 10.4 A Committee shall meet at the call of its chair, may appoint subcommittees for the carrying out of its work, shall not contract any obligations or indebtedness without previous authorization by the Board of Directors and shall, upon request, submit to the Board of Directors or the Chairperson a report on its work.
- 10.5 Quorum necessary to transact the business of a Committee shall be a majority of the Committee members.

ARTICLE 11 – FINANCES

- 11.1 The Board of Directors is accountable for the financial affairs of the Association and approves the annual operating and capital budgets for the Association and any charitable appeal for operating, capital and endowment funds.
- 11.2 The fiscal year of the Association shall commence on the first day of January and end on the 31st day of December following or begin and end at such other times as the Board of Directors may from time to time determine.
- 11.3 All funds of the Association shall be deposited in an account established at a branch of a chartered bank, loan or trust company located in the Halifax Regional Municipality approved by the Board of Directors.
- 11.4 All contracts, deeds, and other legal documents, and all disbursements out of the Association's account whether by cheque, electronic funds transfer or otherwise, shall be authorized in accordance with the Association's approval delegations.
- 11.5 Voting Members may inspect the books and records of the Association at its registered office with seven (7) calendar days prior notice.

ARTICLE 12 – AMENDMENTS

- 12.1 These By-laws may be amended by the affirmative vote of at least three quarters majority of the Voting Members present at any Annual Meeting or Special Meeting, provided that the proposed amendment(s) shall have been approved by the Board of Directors or shall have been proposed at the immediately preceding Annual Meeting or at a Special Meeting held not less than thirty (30) days previously.
- 12.2 On the adoption of an amendment, addition or repeal to these By-laws, the Board of Directors may correct drafting errors including spelling, punctuation, grammar, and cross references, if the correction does not change meaning, and may make conforming changes in these By-laws.

ARTICLE 13 – DISSOLUTION OF THE ASSOCIATION

- 13.1 The Association may be dissolved, on the recommendation of the Board of Directors, by the affirmative vote of at least three quarters majority of the Voting Members at an Annual Meeting or Special Meeting, provided that the National Council of YMCA Canada has been notified at least one month in advance of the meeting at which the resolution will be voted on.

- 13.2 In the event of dissolution of the Association, all of its remaining assets after payment of liabilities shall be held in trust by the National Council of YMCA Canada or such other organization as the Board of Directors may designate for a period of up to fifteen (15) years from the date of dissolution, for the purpose of holding the assets and turning the assets over to a group in the Halifax Regional Municipality which agrees to establish a YMCA.
- 13.3 Where the Association has dissolved and its assets have been held in trust pursuant to Article 13.1, and the assets have not been turned over to a group as specified in Article 13.2, such trustee may dispose of any assets at the end of the fifteen (15) years, provided there is no group which have by letter expressed an interest to establish and operate a YMCA in the Halifax Regional Municipality, on such terms and conditions as specified by the Association by resolution at the time of dissolution. Where there have been no terms and conditions specified such trustee shall turn over the assets to the National Council of YMCA Canada who may turn the assets over to a charitable organization in the Halifax Regional Municipality that has a Statement of Principles similar to the YMCA.