

BY-LAWS OF THE NOVA SCOTIA VETERINARY MEDICAL ASSOCIATION 2015

1. Council

The Council shall consist of the following:

- (a) the Officers of the Council who shall be the President, the Past-President, the Vice-President, and the Treasurer;
- (b) four members-at-large, one of whom shall be a registered veterinary technologist, and three of whom shall be veterinarians;
- (c) a person who is neither a veterinarian nor a registered veterinary technologist, appointed by Governor-in-Council;
- (d) a member who shall represent the Association at the Canadian Veterinary Medical Association, who shall be an ex-officio and non-voting member of Council. This member shall be referred to throughout these By-laws as the "CVMA representative"; and
- (e) the Registrar who shall be an ex-officio and non-voting member of Council.

2. Election and Appointment of Council

- (1) The serving President shall immediately succeed to the position of Past President upon completion of the term as President;
- (2) The serving Vice-President shall immediately succeed to the position of President upon completion of the term as Vice-President;
- (3) The Vice-President, the Treasurer, the three members at large, and the CVMA representative shall be elected in accordance with these By-Laws;
- (4) The member of Council who is appointed by the Governor-in-Council shall be appointed at such time and upon such conditions as determined by Governor-in-Council;
- (5) The Council shall appoint a Nominations Committee of three members composed of the current Past-President, who shall be the Chairperson of the Committee, and two others who are not members of Council. A quorum of the Nominations Committee shall be a majority of the members of the Committee;
- (6) The Nominations Committee shall prepare a list of nominations for the available positions, and shall ensure that there are nominations for each such position.
- (7) The slate of candidates prepared by the Nominations Committee shall be issued to the membership at least thirty (30) days prior to the Annual General Meeting.
- (8) In addition to the slate of candidates presented by the Nominations Committee, nominations for elected positions may be advanced:
 - (a) to the office of the Registrar by any two members at least sixty days prior to the Annual General Meeting, in which event notice of such nominations shall be issued to the membership not less than thirty days prior to the Annual General Meeting; or
 - (b) by any two members at the Annual General Meeting.
- (9) Each veterinarian candidate for election must hold a practicing or non-practicing license, or be a life member of the Association, and must have signified consent in writing to serve as a member of the Council.
- (9A) Each registered veterinary technologist candidate for election must hold a RVT licence issued in accordance with the regulations.

(10) Members who hold a practicing or non-practicing license or who are life members, or who hold a RVT licence issued under the regulations, are eligible to vote for the elected members of the Council at the Annual General Meeting of the Association:

(a) by proxy, if such process is approved by a resolution of the Council;

(b) by mail-in vote if such process is approved by resolution of the Council; or

(c) in person at the Annual General Meeting.

(11) The Council may make rules for elections and voting, provided they are not in conflict with the Act, Regulations or these By-laws.

(12) Current or previous members of the Council may be nominated to stand for election as a member of the Council at the next Annual General Meeting, with the exceptions of:

(a) the President who shall succeed to the Office of Past President;

(b) the Vice-President who shall succeed to the office of President; and

(c) the member serving as Past President shall not be eligible for nomination to any elected position of the Council until such person has completed the Office of Past President and an additional period of at least two years has expired.

(13) The Registrar shall be appointed by Council on such terms as determined by Council. The Registrar shall hold a practicing or non-practicing license or shall be a life member.

(14) Persons who hold a RVT licence issued under the regulations are eligible for election to one position as a member at large, but are not eligible for election or appointment to the positions of Treasurer, Vice President, President, or Past President.

3. Terms of Office of Council Members

Subject to By-law 6:

(1) The Officers and the members at large shall hold their respective offices for a term of one year.

(2) The person who is neither a veterinarian nor a registered veterinary technologist, appointed by Governor-in-Council shall be appointed for a term of three years.

(3) Notwithstanding subsection (2) persons appointed by the Governor-in-Council shall hold office until such time as they are reappointed, or until their successors are appointed, even if such appointment or reappointment does not occur until after their specified term of office has expired.

(4) The CVMA representative shall be elected for a three year term, unless by a two-thirds majority vote of the Council, a decision is made to remove the CVMA representative from office in the event the CVMA representative has not attended sufficient Council meetings to properly represent the Association at the Canadian Veterinary Medical Association Meetings.

(5) Notwithstanding any other provision of the Act, Regulations or By-Laws, the persons who at the coming into force of the Act make up the Council pursuant to the former Act constitute the Council until the election or appointment of members pursuant to these By-Laws.

(6) Elections required by these By-laws shall be held no later than six months after the coming into force of the Act.

(7) Notwithstanding any other provision of the Act, Regulations or By-laws, for purposes of electing or appointing the members of the Council during the first election held after the coming into force of the Act, the person who served as President of the Council

which existed immediately before the passage of the Act shall become the Past President and the person who served as Vice-President of the Council which existed immediately before the passage of the Act shall become the President. Elections shall be held for the remaining positions of Vice-President, Treasurer, three members at large and the CVMA representative.

4. Duties of the Council

(1) The Council shall:

(a) approve the investment and disbursement of the funds of the Association, including the Annual Budget;

(b) prepare and submit to each Annual General Meeting of the Association a financial statement of the Association's operations for the past year;

(c) appoint the Registrar of the Association;

(d) appoint an accountant and solicitor for the Association; and

(e) generally govern the affairs of the Association.

(2) In addition to any other power conferred by the Act, the Regulations or these By-laws, the Council may do such things as it considers appropriate to advance the Objects of the Association and, without limiting the generality of the foregoing may:

(a) purchase, take in, lease, exchange, hire, construct and otherwise acquire and hold, sell, mortgage, hypothecate, lease out or otherwise deal with any real or personal property;

(b) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable and transferable instruments;

(c) engage such agents and employees as it, from time to time deems expedient;

(d) expend the monies of the Council in the advancement of its objects and in the interest of the profession of veterinary medicine in such manner as it deems expedient;

(e) establish or maintain such offices and agencies as it deems expedient;

(f) invest and deal with any monies and funds of the Council that are not immediately required, in such a manner as it deems expedient;

(g) improve, manage, develop, exchange, dispose of, turn to account or otherwise deal with the real or personal property of the Council;

(h) borrow money for the use of the Council on its credit; limit or increase the amount to be borrowed; issue bonds, debentures, debenture stock and other securities on the credit of the Association, and pledge or sell such securities for such sums or at such prices as may be deemed expedient.

5. Duties of Officers

(1) The President shall:

(a) unless otherwise delegated, preside at all meetings of the Council and the Association;

(b) vote at all meetings of the Council and the Association, and in the event of a tie vote, cast a second vote;

(c) perform all acts related to the Office of President;

(d) act as the official spokesperson for the Association unless this function is otherwise delegated.

(2) The Past President shall:

- (a) serve as the Chairperson of the Nominations Committee;
- (b) perform such duties as determined by the Council.
- (3) The Vice-President shall:
 - (a) in the absence of the President, perform the duties of the President;
 - (b) perform such duties as delegated by the President;
 - (c) perform all acts related to the Office unless otherwise delegated.
- (4) The Treasurer shall:
 - (a) arrange for the preparation of annual financial statements;
 - (b) assist the Board with the preparation of its budget;
 - (c) perform such duties as determined by Council; and
 - (d) where approved by Council, delegate functions assigned to the Treasurer as may be needed.

6. Vacancies on Council

- (1) In the event the term of office of the Past President is not completed, the Council shall request the immediately preceding Past President to serve in the office of Past President until the next Annual General Meeting, and if the immediately preceding Past President is unable or unwilling to fill this position, the position shall remain vacant until the next Annual General Meeting.
- (2) In the event the term of office of the President is not completed, the Vice-President shall succeed to the office of President for the remainder of the President's term and shall continue in the office of President for an additional term. The Council shall appoint a new Vice-President to serve until the next Annual General Meeting, at which time an election for the position of Vice-President shall be held. The Past President serving at the time when the President fails to complete his or her term of office shall remain in place until the new President has completed the remainder of the outgoing President's term and the President's new term.
- (3) If the term of office of the Vice-President is not completed, or in the event the Vice-President cannot or does not succeed to the position of President, the Council shall appoint a Vice-President until the next Annual General Meeting of the Association at which time an election for the office of Vice-President shall take place. In this event, the President and Past President shall remain in office until the Annual General Meeting following the election of the new Vice-President. The appointed Vice-President shall not automatically succeed to the term of President unless the appointed Vice-President is elected as Vice-President.
- (4) If the term of office of the CVMA representative is not completed, the Council shall appoint a replacement CVMA representative until the expiration of the term of the outgoing CVMA representative.
- (5) If the term of office of any other member of the Council (other than an appointed member) is not completed, the Council shall appoint a replacement who shall remain in office until the next Annual General Meeting.

7. Meetings of the Association

- (1) An Annual General Meeting shall be held each year at a time and place determined by the Council.

- (2) Notice of such meeting shall be issued to each member at least thirty days prior to the scheduled date.
- (3) The Notice shall include information with respect to any proposed changes to the Act, Regulations and By-laws if such proposed changes have been recommended by the Council; the Report of the Nominations Committee including the slate of candidates for election; and information with respect to other issues to be voted upon at the Annual General Meeting.
- (4) The following matters shall be voted upon at the Annual General Meeting:
- (a) those matters referred to in subsection (3), and related motions arising out of such matters; and
 - (b) matters which have not been issued in accordance with subsection (3) where:
 - (i) the motion arises out of the business of the Annual General Meeting; or
 - (ii) the President determines that the subject of the motion could not have reasonably have been brought forward in accordance with subsection(3); or
 - (iii) at least two-thirds of the members present at the Annual General Meeting approve of the motion being brought forward.
- (5) In addition to an Annual General Meeting, special meetings of the Association shall be called to deal with unusual or extraordinary circumstances of an immediate nature. These meetings may be called:
- (a) by at least a two-thirds majority of the Council; or
 - (b) upon receipt of a written request from a minimum of ten percent (10%) of the Association's membership.
- (6) In the event a Special Meeting is called pursuant to subsection (5), the Council shall send Notice of such Special Meeting to all members at least fourteen days in advance of the date of the Special Meeting. Notification shall be provided of the subjects to be considered at the Special Meeting. Other business shall not come before the meeting.
- (7) A quorum at an Annual General Meeting or Special Meeting of the Association shall be ten percent (10%) of members.
- (8) Notwithstanding subsection (4)(b), no changes may be made or proposed to the Act, Regulations, or By-laws unless notice of such changes has been given in accordance with By-law 7(3) and 7(4)(a), or By-law 7(5) and 7(6).
- (9) Matters to be voted upon at an Annual General Meeting with the exception of proposed changes to the Act, Regulations and By-Laws, require a majority vote to pass. Matters to be voted upon at a Special Meeting, or any proposed changes to the Act, Regulations and By-Laws to be considered at either a Special Meeting or an Annual General Meeting, require a two-thirds majority of votes to pass.
- (10) Matters to be voted upon at an Annual General Meeting or a Special Meeting may be voted upon:
- (a) by proxy, if such process is approved by a resolution of the Council;
 - (b) by mail-in vote if such process is approved by resolution of the Council; or
 - (c) in person at the Annual General Meeting.
- (11) Proceedings of all meetings of the Association shall be conducted according to Roberts Rules of Order (latest edition).

8. Meetings of the Council

- (1) Meetings of the Council shall be called by the President, with not less than three meetings being held between Annual General Meetings.
- (2) Fourteen days prior to the scheduled meeting, notice in writing shall be issued to each member of the Council for ordinary Council meetings.
- (3) A special meeting of the Council may be called by the President and shall be called upon the written request of one-third of the members of the Council. These requests shall include the subject(s) to be considered.
- (4) Seven days prior to a special meeting, notice in writing shall be issued to each Council member. The Notice shall state the purpose of the meeting. No matter shall be discussed at a special meeting apart from that specified in the notice.
- (5) Each voting member of the Council shall be entitled to one vote at any meeting of the Council, and in the case of a tie vote the President shall cast the deciding vote.
- (6) A quorum at any meeting of the Council shall be a majority of the Council.
- (7) Proceedings of all meetings of the Council shall be conducted in accordance with Roberts Rules of Order (latest edition).
- (8) Any meeting of the Council may be conducted by teleconference or other electronic means.

9. Committees

- (1) The Council may establish such Committees as meet the requirements of the Association.
- (2) The Chair and members of such Committees shall be appointed by the Council. The President of the Council shall be an ex-officio member of all Committees except the Complaints, Professional Conduct and Appeal Committees.
- (3) A quorum at any Committee meeting for which a quorum is not otherwise established in the Act or Regulations, shall be a majority of the Committee members.
- (4) Any meetings of Committees may be conducted by teleconference or other electronic means.

10. Fees

The fees for registration, licensing, and all other matters shall be determined by majority vote of the Council. The Council shall provide at least three months' notice to members before changing any fees or establishing new fees.

11. Notices

All notices or materials that are required to be issued pursuant to these By-laws, the Act or the Regulations shall be deemed to be issued on the date such notices or materials are sent by the most appropriate method including mail, courier, electronic communication or any other form of issuance.

12. Standards for Facilities

The Standards for each category of facilities set out in the Regulations are contained in Annex "A" to these By-Laws.

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