

## BY-LAWS OF

## PROGRESSIVE CONSERVATIVE

### ELECTORAL DISTRICT ASSOCIATION

1. The name of the Association is the \_\_\_\_\_ Progressive Conservative Association.

The objectives of the Association are:

- a To foster and encourage broad and active participation in the political process, essential in and to a free and democratic society, through membership in the Progressive Conservative Association of Nova Scotia;
  - b To secure good government by supporting the policies and principles of the Nova Scotia Progressive Conservative Association with particular reference to the electoral district of \_\_\_\_\_ as from time to time defined by the House of Assembly Act of the Province of Nova Scotia (hereinafter called the "Electoral District");
  - c To supervise, maintain and adequately fund the organization and conduct the affairs of the Progressive Conservative Association in the Electoral District and in every polling division thereof;
  - d To call conventions for the nomination of Progressive Conservative candidates for the House of Assembly representing the Electoral District and to take all proper steps to secure his or her election;
  - e To ensure the effective and democratic election of delegates and alternates to meetings and conventions of or called by the Nova Scotia Progressive Conservative Association;
  - f To ensure fullest participation by all members and supporters of the Association in the deliberations and activities of the Nova Scotia Progressive Conservative Association;
  - g To encourage active and meaningful participation in the affairs of the Nova Scotia Progressive Conservative Association by all adherents to the principles of the Nova Scotia Progressive Conservative Association;
  - h To promote all such things as are incidental or conducive to the carrying out of the above objectives; and
  - i To comply with the Election Act and any successor legislation thereto.
2. All objects of the Association shall be carried out without discrimination and without

regard to religion, sex, creed, race, colour, citizenship and national origin.

3. Nothing herein contained shall permit the Association to carry on any trade, industry or business and the Association shall be carried on without purpose of gain to any of the members and that any surplus of the Association shall be used solely for the purposes of the Association and the promotion of its objects.
4. If for any reason the operations of the Association are terminated, or are wound up, or are dissolved whether as a result of re-distribution or otherwise and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to the successor organization or organizations as such proportions as may be agreed or mandated by law.
5. The activities of the Association are to be carried on in the Electoral District of \_\_\_\_\_.
6. The registered office of the Association is the office address of the duly elected President from time to time of the Association or, if he or she has none, then his or her residence address and, until further notice, is \_\_\_\_\_.

#### **DEFINITIONS**

7. In these By-Laws, unless there is something in the subject or context inconsistent therewith:
  - a “Association” means \_\_\_\_\_ Progressive Conservative Association, an Association registered or to be registered with Elections Nova Scotia in accordance with the Elections Act of Nova Scotia;
  - b “Electoral District” means the district of \_\_\_\_\_ as from time to time defined by the House of Assembly of the Province of Nova Scotia;
  - c “Special Resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given;
  - d “Member” means a person as defined in Section 11 of the By-Laws; and
  - e The masculine gender includes the feminine and vice versa.
8. Individuals as shall be admitted to membership in accordance to these By-Laws or the By-laws and Constitution of the Nova Scotia Progressive Conservative Association, and no others, shall be members of the Association, and their names shall accordingly appear in the Provincial Membership Registry.

9. For the purposes of registration, the number of members of the Association is unlimited.
10. The membership of the Association shall consist of members and honorary members.
11. All persons having attained the age of fourteen (14) years, and who have their permanent residence in the Electoral District and so resided for at least four weeks (28 days) prior to seeking membership who have met the membership requirements and paid the annual prescribed membership fee, are members in the Association. All members in good standing of any recognized P. C. Youth Club or Association in the Electoral District shall automatically be able to exercise all rights and privileges of members of the Association, provided the residency requirement is met, but the age limits and requirements of P. C. Youth shall apply.
12. Honourary members may be created from time to time at an annual general meeting of the Association on recommendation of the Association Executive Committee. There shall be no residency or dues requirement. An honorary member may attend and participate in all meetings, but may not vote and may not hold an elected office.
13. No person who becomes a member during the seventy-two (72) hours immediately prior to the commencement of any annual, general or special general meeting of the Association or during such meeting is eligible to vote at that meeting. This restriction does not apply to regular renewals of memberships for persons who can establish that they held a valid membership in the previous calendar year. At a nominating meeting, the period for membership renewal is set in accordance to the rules for a contested nomination meeting.
14. Membership in the Association shall not be transferable.
15. A person who holds a valid membership in another Progressive Conservative Electoral District Association in Nova Scotia, and who has moved into the Electoral District, shall be a member for the balance of the membership term.
16. Membership in the Association shall cease upon the death of a member, or if, by notice in writing to the Association, he or she resigns membership, or, if he or she ceases to qualify for membership in the Party.

### **MEMBERSHIP FEES**

17. Membership fees for members and associate members shall be the same as that set by the Provincial Executive of the Progressive Conservative Association of Nova Scotia. A member may purchase a membership for more than one (1) year if this option is provided for by the Progressive Conservative Association of Nova Scotia.

### **MEMBERSHIP CARDS**

18. Except for multi-year memberships, membership shall be issued annually to each member of the Association upon payment of the annual membership fee. A membership card is evidence of membership only. A person is a member provided the person is on the membership list, whether or not he or she has a membership card.
19. Any person who has been denied a membership in the Association may appeal to the Credentials Chair appointed for each annual, general or nominating meeting, whose decision shall be final. In the event no Credentials Chair shall have been appointed, the Legal Counsel for the Association shall be the Credentials Chair.

### **FISCAL YEAR**

20. The fiscal year of the Association shall be the calendar year.

### **ORGANIZATIONAL STRUCTURE**

21. The activities of the Association will be conducted under the following organizational structure:
  1. Table Officers  
  
Executive Committee  
  
General Membership

### **TABLE OFFICERS**

22. The Table Officers of the Association shall consist of:
  - a. President
  - b. First Vice-President
  - c. Second Vice President;
  - d. Secretary;
  - e. Treasurer/Official Agent
  - f. Legal Counsel (this shall be an optional position to be filled at the discretion of the Members);
  - g. Immediate Past President of the Association; and,
  - h. The elected Progressive Conservative member representing the Electoral District,

or should there be no elected P.C. member, then the Candidate of Record;

The Table Officers are elected at any annual general meeting of the Association in accordance with these By-Laws.

A Table Officer holds an office for a one-year term, and may be re-elected for other terms. An immediate past president and candidate of record do not have to meet the residency requirement.

### **EXECUTIVE COMMITTEE**

23. The management of the activities of the Association shall be vested in the Executive Committee which, in addition to the powers and authority conveyed by these By-Laws or otherwise expressly conferred upon it, may exercise all such powers and do all such acts and things as may be exercised or done by the Association and are not hereby or by Statute expressly directed or required to be exercised or done by the Association in general meeting. The Executive Committee shall have full authority to act for the Association between the annual general meetings, shall meet from time to time at the call of the President, and shall carry out such duties as are entrusted to it from time to time. The Executive Committee may, from time to time, effect any appointment to any position should any position become vacant between annual general meetings. Any such appointee shall hold the office or position for such time only as would the person originally holding the position. No more than two members of the Executive Committee may reside outside the electoral district.
24. The Executive Committee of the Association shall consist of:
  - a. All Table Officers of the Association;
  - b. The President(s) of any Progressive Conservative Youth Group recognized by the Association;
  - c. The Official Agent of the Association appointed pursuant to the provisions of the Elections Act as amended. This person may also be the Treasurer.
  - d. Ten (10) additional members selected by the members of the Association.
25. The following persons shall be Ex-Officio Members of the Executive Committee, shall receive notices and minutes and be eligible to attend and participate in meetings of the Executive Committee, but shall not be able to vote:
  - a. The District Vice-President of the Nova Scotia Progressive Conservative Association whose district includes the Electoral District Association;
  - b. Regional Campaign Coordinator (or equivalent position when filled from time to

time) whose area of responsibility includes the Electoral District Association.

### **DUTIES OF OFFICERS AND OFFICIAL AGENT**

26. **PRESIDENT**: The President shall be the Chief Executive Officer of the Association and shall supervise and have the responsibility for the management of the affairs and business of the Association. The President shall preside at all meetings of the Association and shall be an ex-officio member of all Committees of the Association. The President shall enforce the due observance of the Memorandum of Association and By-Laws of the Association, decide all questions of order, announce the results of all voting at meetings of the Association, and give the casting vote in case of a tie. It shall also be the duty of the President to call all annual and special general meetings of the Association and meetings of the Executive Committee. At any annual meeting where the President seeks re-election, the Chair of the Nominating Committee shall preside while the election is in progress and such Chair shall have the casting vote in the event of a tie.
27. **VICE-PRESIDENTS**: The Vice-Presidents shall carry out duties as may be assigned to them by the Executive Committee or by the President. The First Vice-President shall take the place of the President in the case of illness or other unavailability of the President, in which case the Second Vice President shall assume the position of First Vice President.
28. **SECRETARY**: The Secretary shall prepare and keep Minutes of all general meetings of the Association, of the Table Officers, Executive Committee and shall conduct all ordinary business on behalf of the Association. The keeping of all records, custody of books and records and the giving of notices of meetings in accordance with the By-Laws, shall be the responsibility of the Secretary.
29. **TREASURER/OFFICIAL AGENT**: The Treasurer shall receive all monies which are the property of the Association and shall keep an accurate record thereof and shall submit the Association's accounts annually, or more often if required by the Association or the Executive Committee.
30. **LEGAL COUNSEL**: The Association Legal Counsel will be responsible for all legal filings of the Association and will provide legal advice and carry out duties at the request of the Table Officers and Executive Committee.
31. **OFFICIAL AGENT**: The Official Agent shall perform all duties required by law including, without limitation, maintaining all required government records and filings.

### **STANDING COMMITTEES**

32. At a meeting of the Executive Committee immediately after an annual general meeting or not later than four (4) weeks after an annual general meeting, the Executive Committee shall appoint the following Standing Committees of the Association:
  - a. **Policy & Resolutions**: This Committee shall encourage the discussion and debate

of general policy items and be responsible for the development of policy resolutions for debate at various meetings and for submission to the annual meeting of the Progressive Conservative Association of Nova Scotia.

- b. Membership: This Committee is charged with the responsibility of membership renewal and development.
  - c. Youth: This Committee shall work with any existing P. C. Youth organizations in the Electoral District Association, encourage the formation of additional organizations and generally strive to increase youth involvement in the Progressive Conservative Party.
  - d. Fundraising: This Committee shall be responsible for fund-raising plans and activities and act in an advisory capacity to the Executive Committee on all financial matters. If the Treasurer is not also Committee Chair, he or she shall be a member of the Fundraising Committee.
  - e. Organization and Campaign Readiness: This Committee shall be responsible for election campaign planning and campaign readiness at all times. It is anticipated that this Committee would be part of the Campaign Committee once an election has been called.
33. A Standing Committees' term is one year and there is no limit to the number of successive terms a person may serve on a Standing Committee.
34. The Executive Committee may set up and constitute such ad hoc committees or special committees as may be required from time to time.

## **NOMINATION OF OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE**

35. The Table Officers of the Association and members of the Executive Committee shall be elected by the members of the Association at each annual general meeting of the Association.
36. The Executive Committee shall appoint a Nominating Committee at least twenty (20) days prior to the annual general meeting of the Association consisting of no less than three (3) members. The Immediate Past President of the Association shall serve as a member and Chair of the Committee unless this role is declined by the Immediate Past President in which case the Executive Committee shall name a Chair. Members may submit names to the Nominating Committee for consideration.
37. Not later than three (3) days before the annual general meeting, the Nominating Committee shall file a written report with the Secretary of the Association setting out the names of the members which it proposes for election at the annual general meeting to the positions of Table Officers and members of the Executive Committee. In making the selection, the Committee shall endeavour to propose a slate of candidates as representative as possible of all the members and supporters. The Secretary shall provide a copy of the report to any member upon request. A maximum of two (2) Table Officers or Members of the Executive Committee may be members of other electoral district associations.
38. The report of the Nominating Committee shall be presented to the members at the annual general meeting. Candidates for the positions of Table Officers, members of the Executive Committee shall not necessarily be limited to those proposed by the Nominating Committee. Other candidates may be nominated by the members from the floor of the annual general meeting.
39. At the first annual general meeting of the Association and at every succeeding annual general meeting, all the Table Officers and members of the Executive Committee shall retire from office, but shall hold office until the dissolution of the meeting at which their successors are elected.
40. In the event that a Table Officer or a member of the Executive Committee ceases to hold office, his or her office shall be vacated and the vacancy thereby created may be filled for the unexpired portion of the term by the Executive Committee from among the members.
41. By Special Resolution, the Association may remove for cause any Table Officer or member of the Executive Committee before the expiration of their term and appoint another person in their stead. The person so appointed shall hold office during such time only as the person in whose place he or she is appointed would have held office had they not been removed.

## **ANNUAL AND SPECIAL GENERAL MEETINGS OF MEMBERS**

42. The annual general meeting of the members shall be held on such date as shall be decided by the Executive Committee. It shall be held not later than three (3) months after the end of the fiscal year of the Association, unless a Provincial or Federal Election intervenes in that period, in which case, it shall be held as soon as reasonably possible. Notice of the annual general meeting shall be given to all members by such means as may be determined by the Executive Committee, but may include written notice (including e-mail communication) or telephone notice.
43. A special general meeting of the Association may be called by the President or by the Executive Committee at any time, and shall be called by the Executive Committee if requested in writing by at least ten percent (10%) in number of the members.
44. Subject to a special quorum required for a nominating meeting pursuant to these By-Laws, no business shall be transacted at any annual general or special general meeting of the Association, unless a quorum of members is present at the commencement of such business and such quorum shall be not less than ten (10) members. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the request of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if, at such adjourned meeting, a quorum of members is not present, it shall be adjourned without date.
45. The President of the Association shall chair every general meeting of the Association. If there is no President, or if at any meeting he is not present at the time of holding the same, the Vice-Presidents in order of numerical seniority shall chair the meeting. If there is no President or Vice-President, or if at any meeting neither the President nor any Vice-President is present, the members present shall choose one of their number to chair the meeting.
46. The Chair shall have no vote, except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
47. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
48. At any general meeting, unless a poll is demanded by at least six (6) members present, a declaration by the chair that a resolution has been carried out shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
49. If a poll is demanded in the manner aforesaid, the same shall be taken by a show of hands, or by standing, or as the chair may prescribe, and the result of such poll shall be deemed to be the resolution of the Association in general meeting.

## **NATURE OF BUSINESS AT ANNUAL GENERAL MEETING**

50. At each annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Approval of the Minutes of the preceding annual general meeting;

Report of the President;

Reports of the Committees;

Report of Member of Legislative Assembly (if applicable);

Consideration of the financial statements;

Report of the Nominating Committee and the election of the Table Officers and the members of the Executive Committee for the coming year;

Special Business, if any;

Speeches if any; and

Other ordinary business.

## **MEETINGS OF THE EXECUTIVE COMMITTEE**

51. Meetings of the Executive Committee shall be held as often as the business of the Association may require, but not less than six times in any fiscal year, and shall be called by the President or Secretary. Notice of all meetings, specifying the time and place thereof, shall be given either orally, electronically or in writing to each member of the Executive Committee within a reasonable time before the meeting is to take place, but non-receipt of such notice by any member shall not invalidate the proceedings at any meeting of the Executive Committee.
52. In the event of neglect or refusal of the President to call a meeting of the Executive Committee, on the written request of five (5) or more members of the Executive Committee, such meeting may be called by the said five (5) or more members desiring a meeting.
53. No business shall be transacted at any meeting of the Executive Committee unless at least twenty-five percent (25%) in number of the members of the Executive Committee are present at the commencement of such meeting.
54. The President shall preside as chair at meetings of the Executive Committee. In the

absence of the President, the Vice-Presidents, in order of numerical seniority, shall preside at meetings.

55. The chair shall have no vote, except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.

### **NOMINATION PROCESS**

56. The bylaws governing the Nomination Process are set out in documents approved by the Executive Committee of the Party
57. In the event of unforeseen circumstances, the Convention Committee members present at the nominating meeting may make rules and decisions as required for the conduct of the nominating meeting, provided they are consistent with the By-Laws of the Party. Associations.

### **REPEAL AND AMENDMENT OF BY-LAWS**

58. The Association has power to repeal or amend any of these By-Laws by a Special Resolution passed in the manner prescribed by law. Written notice of any amendment must be given to all members at least seven (7) days before the general meeting at which the amendment is to be dealt with. This notice has to set out the exact text of the amendment. Any sub-amendments, ruled “in order” by the Chair, may be dealt with at any general meeting without prior notice having been given.

### **MISCELLANEOUS**

59. For greater clarity, where these By-Laws conflict with the Constitution and By-Laws of the Progressive Conservative Association of Nova Scotia, the latter shall prevail.
60. The books and records of the Association may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting of the Association.
61. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or a Vice-President, together with the Secretary, or otherwise as prescribed by resolution of the Executive Committee.
62. The borrowing powers of the Association may be exercised by a resolution of the Executive Committee.
63. Surplus Funds: The Treasurer is empowered to invest surplus funds that are not immediately necessary for the operation of the Association in guaranteed investments only. If any investment products, other than guaranteed investments, are to be used, it is the duty of the Executive or an Investment Committee, formed by the Executive, to develop a reasonably secure investment plan for any surplus funds.
64. Any changes to these by-laws must be registered with the Progressive Conservative

Association of Nova Scotia to be deemed approved.

65. The conduct of all meetings of the Executive Committee and of the general meetings of the Association shall be governed by Robert's Rules of Order.