



Bylaws

Approved by the Board of Directors effective July 8, 2015

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NOVA SCOTIA ASSOCIATION OF HEALTH ORGANIZATIONS “NSAHO”

BYLAWS

It is ordained by the Nova Scotia Association of Health Organizations that the following shall be the Bylaws of this Association, duly made and adopted under the authority of Chapter III of the Acts of Nova Scotia, 1960; “An Act to Incorporate the Nova Scotia Hospital Association” as amended by Chapter 29 of the Acts of Nova Scotia, 1974; entitled; “An Act to Amend Chapter III of the Acts of Nova Scotia, 1960,” and shall have force and effect when passed by the Association.

ARTICLE I - OBJECTS, POWERS AND PURPOSES

The objects, powers and purposes of the Association shall be as set forth in the said “An Act to Incorporate the Nova Scotia Association of Health Organizations” as amended by Chapter 29 of the Acts of 1974, and as may be further amended.

The objects of the Association shall be:

- (a) to seek and accept membership in the Association from persons or organizations involved in the delivery of health care;
- (b) to study, consider, discuss, accumulate and distribute information and advice to members of the Association regarding:
 - (i) the construction, equipment, and administration of institutions involved in the delivery of health care;
 - (ii) the care of the people they serve;
 - (iii) such other matters as may be related to institutions involved in the delivery of health care as factors in public health and welfare and any other health care undertaking;
 - (iv) the co-ordination and work of the staffs of institutions in the delivery of health care and bylaws and regulations relating to the same;
 - (v) legislation, bylaws, regulations and similar measures affecting the interest of institutions involved in the delivery of health care;
 - (vi) the education and training of personnel in institutions involved in the delivery of health care; and laws, rules, regulations or bylaws relating to the same; and,

- (vii) any other matters affecting the operation, administration or financing of institutions involved in the delivery of health care;
- (c) to administer or provide for the administration of a pension plan or plans for employees of the Association and of any member thereof;
- (d) to administer or provide for the administration of long term disability and other health and welfare plans for employees of the Association and of any member thereof;
- (e) to provide liaison with and representation to the Government of Nova Scotia, or any department, agency or commission of government as may be required from time to time, on behalf of members of the Association;
- (f) to provide a method and means of discussing matters of mutual interest with associations or persons employed or retained by members of the Association and to make recommendations regarding such matters to the members;
- (g) to provide a method and means of discussing matters that affect or concern members of the Association with municipal and local governments or associations of the same;
- (h) to develop and provide educational programs for persons involved in the delivery of health care, either by itself or in association with other associations; and to initiate, develop or participate in such research programs as may be desired; and,
- (i) to make known to the public the aims and objects of the Association and the attitudes of the Association on matters affecting or concerning the members of the Association.

For the purposes aforesaid, to acquire property and assets and the rights and privileges and assume the obligations of an unincorporated association known as the Nova Scotia Association of Health Organizations.

ARTICLE II - MEMBERSHIP

2.1 Membership in the Association will be open to all health service providers and other health related organizations who subscribe to the purposes of the Association. Any Health Authority as defined under the Health Authorities Act shall be entitled to apply for membership. The Board shall designate the class of membership to each applicant who has applied and has been accepted for membership. Each member is entitled to the rights and privileges, and is subject to the duties and obligations of the class of membership to which the member is designated.

2.2 APPLICATION FOR MEMBERSHIP

- (a) Every application for membership shall be in writing in a form prescribed by the Board and addressed to the President.
- (b) The application shall be presented to the Board following receipt of the application by the President. The Board shall consider the application and either accept or reject it and cause the applicant to be so advised.
- (c) Applicants approved for membership shall be designated the appropriate class of membership pursuant to these Bylaws and be advised of the effective date of membership and the membership dues payable.

2.3 CLASSIFICATION

The following classes of membership are established:

- (a) active member;
- (b) associate member;
- (c) personal member; and
- (d) honorary member.

2.4 ACTIVE MEMBER

An organization, corporation, or board is eligible for membership as an active member if the applicant is, in the opinion of the Board, reasonably exercised, engaged in providing or effecting health services in Nova Scotia including, but without being limited to, those engaged in or effecting health services within the meaning of the Hospitals Act, the Homes for Special Care Act, the Mental Health Act, the Health Authorities Act, or any other act of the legislature of Nova Scotia. An active member is entitled to all membership services provided and access to programs made available on a fee-for-service basis.

2.5 ASSOCIATE MEMBER

- (a) An organization, corporation, or board is eligible for membership as an associate member if the organization, corporation, or board is not otherwise eligible for active membership but is interested in an affiliation with the Association. Associate members may include foundations, shared service corporations or boards, private organizations under contract to provide

health or support services to health organizations, as well as non-governmental organizations engaged in support and fundraising for health-related issues.

- (b) An associate member is entitled to:
 - (i) mailing services;
 - (ii) access to fee-for-service programs; and,
 - (iii) access to services of the Association provided to its active members, subject to any limitations or conditions that may be prescribed by the Board.
- (c) An associate member is not entitled to provide persons to be nominated to, or to serve on, or become a member of the Board.

2.6 PERSONAL MEMBERSHIP

Personal membership is available to individuals active or interested in the provision of health services. A personal member is entitled to mailing services and to attend NSAHO conferences for the registration fee charged to members. Other services and programs of the Association are not available to personal members.

2.7 HONORARY MEMBERSHIP

Honorary members shall be persons who have served in the delivery of health care on a national or provincial level, and who, on approved motion of the Board of Directors, are hereafter honorary members of the Association. They shall pay no dues and shall have no right to provide persons to be nominated to, or to sit on, or become a member of the Board of Directors.

2.8 TERMINATION OF MEMBERSHIP

- (a) A member that has paid dues and maintained membership for a minimum of 12 months, may terminate its membership in the Association at any time upon notifying the Board in writing, providing not less than 90 days notice is given prior to the effective date of the termination.
 - (i) A terminating member that had, during membership, elected to join the NSAHO LTD plan must continue to participate in such LTD plan. A member who terminates or whose membership in NSAHO is terminated forfeits all rights to participate in all NSAHO benefit programs and services save and except the LTD Plan.
- (b) The membership of a member may be terminated by the Board, for reasons other than the non-payment of dues, provided that the member is given not

less than 90 days notice prior to the effective date of termination. The right of a member whose membership is terminated by the Board shall be subject to the same conditions with respect to participation in NSAHO programs as provided in paragraph 2.8 (a).

- (c) All members of NSAHO shall be required to pay dues established in accordance with these Bylaws. A member whose payment of dues is in arrears by 90 days may have their membership in NSAHO suspended. The rights of a suspended member to participate in NSAHO programs or activities shall be as determined by the Board of NSAHO on a case by case basis. A member whose suspension and non-payment of dues continues for a period of a further 60 days may have their membership in NSAHO terminated.
- (d) A member whose membership has been terminated pursuant to these Bylaws shall surrender to the Association any certificate of membership or other documents relating to membership as may be requested by the Board.
- (e) A former member is eligible to reapply for membership in accordance with these Bylaws.

ARTICLE III - DIRECTORS

- (a) The governance of the Association shall be vested in a Board of Directors, and the Board of Directors shall be constituted as follows:
 - i) Two directors, one of which shall be appointed by the Provincial Health Authority and one of which shall be appointed by the IWK Health Centre.
 - (ii) Three directors, from organizations with active membership in NSAHO, representing long term care (nominated from the Continuing Care Council), home care (nominated from the Home Care Network) and ARCs/RRCs (nominated from the Association of ARCs and RRCs). [See Article VII, sections (f) and (h)].
 - (iii) Three directors who possess the required skills and attributes reflecting each of our core services.
 - (iv) One additional member with business/marketing, finance and/or political acumen.
- (b) The term of each appointment shall be for a three year term unless the appointing body specifies a shorter term. Each board member may be re-nominated for a maximum of one additional three (3) year term. No one

board member shall serve any more than a maximum of six (6) consecutive years on the board.

- (c) The Board, at its discretion, may appoint two additional directors, who, in the opinion of the Board, can be of assistance to the Board in fulfilling its mandate. The term of such directors shall expire on December 31 in the year their appointment takes effect.
- (d) Should a Director fail, without adequate reason in writing to the Chair of the Association, to attend three (3) consecutive meetings of the Board of Directors, the Board may terminate said directorship. The President shall promptly notify such Director in writing by registered letter of the termination of their membership on the Board.
- (e) Should a vacancy occur due to death, resignation, termination or otherwise, the appointing body shall appoint a person to complete the unexpired term of the terminating member.

ARTICLE IV - OFFICERS

- (a) The Officers of the Association shall be as follows: The Chair, the Vice-Chair, the President and CEO, the Treasurer and such other Officers as the Board may appoint from time to time which Officers may be appointed every second year by the Board of Directors.
- (b) Should an officer be unable to fulfil his/her term, the officer will be replaced in accordance with Bylaw Article III(e) and the board shall fill the vacated officer position from the directors for the balance of the vacancy term.

ARTICLE V - DUTIES OF OFFICERS AND DIRECTORS

5.1 GENERAL

- (a) All power and authority to direct the affairs of the Association and to manage its business is vested in the Board of Directors.
- (b) The Chair shall call and preside at all meetings of the Board; exercise general supervision over the interests and welfare of the Association; and perform other such duties as may be assigned by the Board.
- (c) In the absence of the Chair, the Vice-Chair shall assume all duties of the Chair; or in the absence of both the Chair and Vice-Chair, a director elected by the directors present shall assume all duties of the Chair.

- (d) The Board of Directors shall approve a budget for the ensuing year in consideration of financial requirements of the Association and determine appropriate membership fees for the ensuing year.
- (e) Every Director shall respect the confidentiality of matters brought before the Board, keeping in mind that any unauthorized statement could adversely affect the interests of the Association.
- (f) The Treasurer shall cause to be kept an accurate account of receipts and disbursements and shall cause to be made a statement of the financial affairs of the Association. The Treasurer shall ensure regular financial reporting to the Board of Directors by the President/CEO. Any or all of the duties of the Treasurer may be delegated to the President/CEO at the discretion of the Board.
- (g) Every Director and Officer shall be loyal to the Association and shall exercise the powers and discharge the duties of the office honestly and in good faith and in the best interests of the Association; and in connection therewith, shall exercise the degree of care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.
- (h) The Board may exercise any and all power and authority which is vested in the Association to establish, invest in, administer and/or operate any body corporate (whether or not a subsidiary of, or a body corporate related to, the Association), for the purpose of allowing the Association to more fully meet its objectives, or to otherwise confer a benefit on any or all of the membership of the Association.
- (i) The Board of Directors shall report annually to the full membership on the affairs of the Association. The nature and format of the reporting shall be determined by the Board.
- (j) All Board members must follow Board policies.

5.2 SIGNING AUTHORITY

- (a) The Board shall authorize the Board Chair, the President and such other employees as deemed necessary to have signing authority of the Association. Such authority may be general or confined to specific instances.
- (b) The President/CEO and the Comptroller shall be eligible to be bonded by a surety company in such amounts as may be determined by the Board.

5.3 INDEMNIFICATION

Every Director and the President/CEO shall be indemnified and saved harmless out of the funds of the Association from and against:

- (a) All costs, charges and expenses that are sustained or incurred in or as a result of any action or proceeding that is brought, commenced or prosecuted against any Director and/or the President/CEO for or in respect of any act, matter or thing made, done or permitted by a Director and/or the President/CEO in the course of the execution of their duties except any costs, charges or expenses occasioned by a Director's or the President/CEO's own wilful neglect or default.
- (b) All other costs, charges and expenses that a Director and/or the President/CEO sustains or incurs in or in relation to the business and affairs of the Association.
- (c) This indemnification is in addition to, but subordinate to any indemnification, which may be provided to a director or the President/CEO under the terms of the Pension Trust Agreement and/or the Long Term Disability Trust Agreement.
- (d) This indemnification shall be assured through the obtainment of Directors and Officers Liability insurance. The responsibility of securing such insurance shall be borne by the President/CEO.

5.4 QUORUM

A quorum of the Board shall be a simple majority of the board members appointed and holding office from time to time. Each board member shall exercise one vote.

5.5 REGULAR MEETINGS OF THE BOARD

- (a) The Board may meet for the dispatch of business and regulate its meetings and proceedings as it deems appropriate subject to the provisions of Article 5.5(d).
- (b) The date, time and place of regular meetings shall be decided by resolution of the Board. However, the board shall meet no less than four times per calendar year
- (c) Meetings of the Board may be conducted through videoconferencing, teleconferencing or other means of remote access, as determined by the Board.

- (d) Certain matters, as specified herein, may be discussed by the Board, but shall not be subject to a vote unless all active members of the Association have been advised in writing or electronically of the matter under consideration and twenty-one clear days has elapsed from the date the notice was issued. These matters on which advance notice must be given are:
- The establishment of any assessment on NSAHO members other than membership dues specified by these bylaws.
 - Significant changes in the level of benefits provided through NSAHO's benefit programs.
 - Increases in premiums which may impact on NSAHO continuing care members.
 - Changes in NSAHO bylaws.
 - Increases in costs to members of NSAHO services.
 - A planned reduction in or the elimination of an NSAHO program.
 - The acquisition or sale of major assets, i.e. the building.
 - Incurring unsecured debt in excess of one year's dues revenue.
 - Mergers with other organizations which could change the essential character of NSAHO.
- (e) Provided such advance notice is given, the Board may decide such matters and its decision shall be binding on all members of the Association.

5.6 SPECIAL MEETINGS OF THE BOARD

A Special Meeting of the Board may be called from time to time by the Board Chair.

5.7 AUDITORS

Auditors shall be appointed each year by the Board of Directors and shall, yearly, and when otherwise required by the Association, audit the accounts of the Association and submit a written report to the Board of Directors.

5.8 PRESIDENT

The Board of Directors shall appoint a competent person as the President who shall be the Chief Executive Officer of the Association and perform such duties as may be assigned by the Chair or the Board of Directors. The President shall be responsible to the Board of Directors and shall be ex-officio, a member of all standing Committees of the Association without voting privileges.

ARTICLE VI - COMMITTEES

The following shall be standing committees of the Board of Directors whose duties and powers shall be determined by the Board:

- (a) EXECUTIVE COMMITTEE: The Executive Committee shall be composed of the officers of the Association. The Chair of the Executive Committee shall be the Chair of the Board of Directors. The Secretary of the Executive Committee shall be the President/CEO of the Association and shall be ex-officio, a member of the Executive Committee
- (b) AUDIT COMMITTEE: The Board shall appoint an Audit Committee and shall designate the Treasurer to be the Chair of that Committee. The Chair of the Association shall be an ex-officio member of the Audit Committee. The Audit Committee shall exercise such other powers as the Board of Directors may specify from time to time. The Audit Committee will be the liaison between the Association's auditor and the Board of Directors. The Audit Committee will review the financial statements. The Chair of the Audit Committee shall receive the audited financial statements and the Audit Findings Report.
- (c) GOVERNANCE AND NOMINATING COMMITTEE: The Board shall appoint a Governance and Nominating Committee comprised of three to five members of the Board for the purpose of 1) bringing forth a slate of recommended candidates to fill positions on the Executive Committee and other committees of the Board, and 2) governance work. The Governance and Nominating Committee shall also be responsible to nominate a replacement for any officer or committee member who is unable to complete their term of office and to bring forth recommendations for any other vacant positions referred to it by the Board.
- (d) OTHER COMMITTEES: The Board shall have power to constitute any other such committees as in their discretion are necessary for the conduct of the business of the Association, and to confer upon any such committee such authority and assign to it such specific duties as it may from time to time determine.
- (e) QUORUM: A majority of the members of any committee shall constitute a quorum for the committee.

ARTICLE VII – CONTINUING CARE COUNCIL

- (a) The Continuing Care Council, established by the Board of Directors is comprised of fourteen individuals, all drawn from NSAHO's continuing care membership.
- (b) The Continuing Care Council is established as an advisor to the Board of Directors to consider, and where appropriate, recommend to the Board on:

- (i) Issues related to the operation and administration of NSAHO (operational issues).
 - (ii) Health system issues
- (c) Operational issues shall include all matters concerning the governance and administration of Association affairs including, but not restricted to, those issues identified in Article 5.5(d). Recommendations on such matters shall be determined in accordance with the terms of reference for the NSAHO Continuing Care Council.
- (d) Recommendations on health system issues may include public policy issues, systems integration, and other matters of interest or concern to continuing care members. On recommendation of Continuing Care Council members and the approval of the Board of Directors, continuing care providers who are not members of NSAHO may be enjoined in the discussion and the determination of such recommendations.
- (e) The Continuing Care Council shall establish a nominating committee which shall identify and recommend representatives of Association members to serve as:
 - (i) Directors, as determined in Article III (a) ii of the Bylaws.
 - (ii) Trustees, as determined by the Pension Trust Agreement between the Board and the Trustees.
 - (iii) Such additional offices as the Continuing Care Council may decide are necessary for the conduct of its business.
- (f) The Chair of the Council shall be one of the three directors appointed to the NSAHO Board by NSAHO continuing care members. The Continuing Care Council shall decide annually who will assume the positions of Council Chair and Vice-Chair.
- (g) The Council shall have the power to make those appointments specified in Article VII(e). On all other matters, it shall act in an advisory capacity to the Board of Directors.
- (h) The Chair of the Home Care Network and the ARC/RRC Association respectively shall sit as directors of the NSAHO Board.

ARTICLE VIII - AFFILIATION

- (a) The Association may become a member of any other regional, national or international organization where such membership will further the interest and objectives of the Association.

ARTICLE IX - MEMBERSHIP DUES AND FEES

- (a) Every fiscal year, each active and associate member of the Association shall pay annual membership dues as determined by the application of the current membership dues formula.
- (b) Membership dues for subsequent fiscal years shall be determined by applying an indexing factor to the numerical values contained in the formula for both budget and fees. The increase in the numerical values shall be equal to 80% of the increase in health spending as determined by the provincial estimates for the Department of Health and Wellness, and the Department of Community Services for the preceding year.
- (c) Annual membership dues for health foundations shall be \$200 per fiscal year.
- (d) Members admitted for membership after the start of the fiscal year shall pay dues prorated to the portion of the fiscal year for which they have membership.
- (e) Any disagreement over the amount of dues owing by a member shall be referred to the Board of Directors and the decision of the Board shall be final and binding.
- (f) Additional fees may be levied on members of the Association with approval of the Board of Directors. Such fees and levies, when approved by the Board, become mandatory for all members. Additional fees and levies, approved by the Board, shall be paid within thirty (30) days after notice thereof from the Association.

ARTICLE X - FISCAL YEAR

- (a) The fiscal year of the Association shall begin on April 1st and end at the close of business on March 31st of the following year. The calendar year will be used to report on the NSAHO Pension Plan.
- (b) The term for Board appointments will coincide with the calendar year.

ARTICLE XI - SEAL

The Association shall have a corporate seal which shall have engraved upon it "Nova Scotia Association of Health Organizations - Incorporated 1960" which shall be kept in the custody of the President/CEO of the Association.

ARTICLE XII - AMENDMENTS

- (a) These Bylaws may be amended by the Board of Directors subject to the provisions of Article 5.5(d).

ARTICLE XIII - NOTICES

Any notice required under these Bylaws is deemed to have been received on the day it is delivered in person or three days after mailing the notice by either the member to the Association or by the Association to the member at the address on record with the Association.