



Nova Scotia Criminal Justice Association

By-Laws

Table of Amendments

Original	September 18, 2015	New bylaws
	June 18, 2021	Former s. 26 deleted New s. 26 added Former s. 41 deleted New s. 41 added
	June 13, 2022	Section 16 updated the requirements for quorum. Section 27 updated the filling of vacancies among directors. Section 60 updated the list of standing committees of the board of directors. Section 63 updated the language with respect to the diversity of the membership on the board of directors and to eliminate gender-specific language. Sections 18, 19, 27, 28, 34, 38, 39, and 50 updated to eliminate gender-specific language in keeping with the changes to Section 63.

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NOVA SCOTIA CRIMINAL JUSTICE ASSOCIATION

BY-LAWS

Definitions

1. In these by-laws:
 - a) "Society" means the Nova Scotia Criminal Justice Association (NSCJA).
 - b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c) "Special Resolution" means a resolution passed by not less than three fourths (75%) 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.

Membership Rights and Responsibilities

2. The NSCJA is ultimately accountable to its members.
3. Every member is entitled to attend any members' meeting of the Society.
4. Only members who have paid their fees for the current year will be eligible to vote at a meeting of the NSCJA.
5. Membership in the NSCJA shall consist of:
 - a) The minimum of 5 subscribers to the Memorandum of Association,
 - b) Any individual or group who support the objects of the NSCJA,
 - c) Those whose name and address are written in the Register of Members by the secretary, and
 - d) Who pay an annual fee in an amount to be determined by the NSCJA, in accordance with the fee structure in the affiliation agreement with the Canadian Criminal Justice Association as provided in Schedule "A".
6. Notwithstanding by-law 5, the Directors will have discretion to accept or reject any application for membership and will inform the Canadian Criminal Justice Association (the "CCJA") of their decision
7. Any person accepted for membership by the CCJA will automatically be a member of the NSCJA unless rejected by a two-third vote by the Directors.
8. Membership in the NSCJA shall cease:
 - a) If the member dies, or
 - b) If the member resigns by written notice to the NSCJA, or
 - c) If the member ceases to qualify for membership in accordance with these by-laws, or

- d) If the member's membership in the NSCJA is terminated by a majority vote of the members or the directors at a meeting duly called and for which notice of the proposed action has been given.
- 9. The members may repeal, amend, or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
- 10. No funds of the NSCJA shall be paid to or be available for the personal benefit of any member.

Members' Meetings

- 11. Every member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting.
- 12. A general or special meeting of the members may be held at any time and shall be called:
 - a) If requested by President, or
 - b) If requested by a majority of the Directors, or
 - c) If requested in writing by 15 of the members.
- 13. Notice to members is required for general or special meetings. The notice must:
 - a) Specify the date, place, and time of the meeting,
 - b) Be given to the members fourteen (14) days prior to the meeting,
 - c) Be given to members by one or more of the following: newsletters, newspapers, television, radio, mail, e-mail, telephone' fax and/or other electronic means,
 - d) Specify the nature of business, such as the intention to propose a special resolution, and
 - e) The non-receipt of notice by any members shall not invalidate the proceedings.
- 14. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
 - a) Specify the date, place, and time of the meeting,
 - b) Be given to the members fourteen (14) days prior to the meeting,
 - c) Be given to the members by one or more of the following: newsletters, newspapers, television, radio, mail, e-mail, telephone, fax and/or other electronic means,
 - d) Specify the intention to propose a special resolution, and
 - e) The non-receipt of notice by any members shall not invalidate the proceedings.

15. At the annual general meeting of the NSCJA the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
 - a) Minutes of the previous annual general meeting,
 - b) Consideration of the annual report of the directors,
 - c) Consideration of the annual Financial Statement of the NSCJA,
 - d) The appointment of auditors for the ensuing year, and
 - e) Election of directors.
16. Quorum at an annual general meeting, general or special Nova Scotia Criminal Justice Association meeting shall consist of 10 percent of the membership of the Association at the time that the meeting is called. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17.
 - a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to a time and place as a majority of the members present decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.
 - b) If a meeting is convened at the request of the members as per by-law 12 C and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
18. The President, or in their absence, the Vice-President, or in the absence of both, any member appointed from among those present, shall preside as Chair at members' meetings.
19. Where there is an equality of votes, the Chair shall have a casting vote in addition to the vote they have as a member.
20. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at any subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded, it shall be held by show of hands or by secret ballot as the Chair may decide.
22. The rules of procedure at general meetings will be determined at the first general meeting and may be amended from time to time by ordinary resolution.

Directors

23. Only members of the NSCJA shall be eligible to be elected a director of the NSCJA.
24. The number of directors shall be at least ten (10) but not more than twenty (20).
25. Directors shall retire from office at the end of each annual general meeting at which their successors are elected, subject to by-law 26.
26. A director's term of office shall be two (2) years. A director is eligible for re-election for consecutive two (2) year terms if the director otherwise qualifies to be a director.
27. If a director resigns their office or ceases to be a member of the NSCJA, their office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the directors from among the members of the NSCJA, on the recommendation of the Board Development and Governance Committee. Such director appointments must be ratified by the members present at the next annual general meeting and the newly ratified director's term of office will commence effective that date.
28. A director will vacate their office if at any regular meeting of the directors two thirds (66%) of the members present determine that the director should be removed from office.
29. Any director who misses three (3) regularly scheduled meetings without reasonable excuse, from annual general meeting to annual general meeting, will be deemed to have resigned as a director.
30. The members may, by special resolution, remove any director and appoint another person to complete the term of office.
31. The management of the NSCJA is the responsibility of the directors.
32. The directors may appoint an executive committee and other committees as they see fit.
33. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made
 - a) To the members, upon nomination, and
 - b) To the directors, if serving as a director, when the possibility of a conflict is realized.
34. A conflict of interest does not prevent a member from serving as a director if they withdraw from the decision-making on matters pertaining to that interest. The withdrawal shall be recorded in the minutes.

Directors' Meetings

35. The directors shall meet no less than four (4) times each year.
36. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other directors' meetings, notice is required and must:
 - a) Specify the date, place, and time of the meeting,
 - b) Be given to the directors seven (7) days prior to the meeting
 - c) Be given to the directors by one or more of the following: newsletters, radio, public bulletin boards, mail, e-mail, telephone, fax and/or other electronic means,
 - d) The non-receipt of notice by any director shall not invalidate the proceedings, and
 - e) Notice can be waived for directors' meetings with unanimous approval of the directors.
37. Quorum shall consist of fifty percent (50%) of the duly elected directors for a given year. No business shall be conducted at any meeting of the directors unless quorum is present to open the meeting and, upon request, before any vote.
38. The President or, in their absence, the Vice-President or, in the absence of both, any director appointed from among the directors shall preside as Chair.
39. At directors' meetings, where there is an equality of votes, the Chair shall have a casting vote in addition to the vote they have as a director.

Officers

40. The Past-President is an ex-officio Director and officer of the Association. The President, Vice-President, Treasurer, and Secretary shall be elected officers by the directors. The offices of Treasurer and Secretary may be combined.
41. The officers will be elected by the directors following the annual general meeting for a term of two (2) years. An officer shall be eligible for re-election for successive two (2) year terms if two-thirds of the directors in attendance agree to the officer's re-election.
42. The President shall be responsible for the development of the workplan of the board of directors and shall perform other duties as assigned by the members or directors.

43. The Vice-President shall perform the duties of the Chair during the absence, illness, or incapacity of the President, or when the Chair may request them to do so.
44. The Secretary shall:
- a) Have responsibility for the preparation and custody of all books and records including:
 - i) The minutes of members' meetings,
 - ii) The minutes of directors' meetings,
 - iii) The register of members, and
 - iv) Filing the annual requirements with the office of the Registrar, and
 - b) Have custody of the Seal, if any, which may be affixed to any document upon resolution of the directors, and
 - c) File with the Registrar:
 - i) Within thirty (30) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii) A copy of every special resolution within thirty (30) days after the resolution is passed, and
 - d) Have other duties as assigned by the directors.
45. The Treasurer shall have responsibility for the custody of all financial books and records of the NSCJA and carry out all other duties as assigned by the directors.
46. The officers will act on behalf of the directors in making any ordinary decisions between meetings of the directors.
47. Quorum for any meeting of the officers shall be three (3) officers.
48. The officers will make financial or extraordinary decisions on behalf of the directors on matters mandated by the directors.
49. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the NSCJA by any two of the President, Vice-President, Secretary or Treasurer, or otherwise as prescribed by resolution by the directors.
50. The President or their designate will represent the NSCJA at the Board meetings of the Canadian Criminal Justice Association and at national conferences.

Finance

51. The fiscal year end of the NSCJA shall be the last day of February.
52. The directors shall annually present to the members the past year's Financial Statement.
- The Financial Statement shall be in the form of:
- a) A balance sheet showing its assets, liabilities, and equity, and

- b) A statement of its income and expenditure in the preceding fiscal year.
53. A copy of the Financial Statement shall be signed by any two directors.
54. A signed copy of the Financial Statement shall be filed with the Registrar within fourteen (14) days after each annual general meeting.
55. An auditor of the NSCJA may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the Directors may do so.
56. The NSCJA may only borrow money as approved by a special resolution of the members.
57. The members may inspect the Annual Financial Statement and the Minutes of Membership and Directors' Meetings with one week's notice.
58. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of their duties.
59. The NSCJA shall not make loans, guarantee loans or advance funds to any director.

Standing Committees

60. The following will be the standing committees of the board of directors: Executive (officers), Board Development and Governance, Communications, John Dunlop Award, Marginalized Populations, Policy and Education, and Student Award.
61. The Chairs of the standing committees will be elected by the directors from amongst the directors.
62. The members of any standing committees, with the exception of the Executive, will be appointed by the Chair of the standing committee, subject to the terms of reference for the committee as approved by the directors.
63. The Board Development and Governance Committee will invite the members of the NSCJA to bring forward nominations for the board of directors for consideration by the committee. It will be the duty of the Board Development and Governance Committee to recommend to the annual general meeting candidates to fill vacancies on the board of directors. It will be the responsibility of the Board Development and Governance Committee, in drawing up its list of proposed directors, to strive to ensure that the board of directors is reflective of the diversity of the communities served by the NSCJA, thereby including

representation of First Nations peoples, racialized populations, people with disabilities, religious communities, youth, LGBTQ2S+ communities, and socio-economic groups. The Board Development and Governance Committee will seek to establish a balance of representation between by all genders on the board of directors. The Board Development and Governance Committee will strive to ensure representation on the board of directors from as many areas of the constituency and fields of interest as are represented within the NSCJA. The Board Development and Governance Committee, in collaboration with the Secretary, shall ensure that an accurate annual membership is maintained

Fees

64. The fees for membership in the NSCJA shall be in accordance with the fee structure as set by the as set by the Affiliation Agreement with the Canadian Criminal Justice Association, as described in Schedule "A".

Rules and Regulations

65. The directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the NSCJA as they deem expedient, provided that such rules and regulations will have force and effect only until the next annual general meeting of the members of the NSCJA when they shall be confirmed.
66. If they are not confirmed at the annual general meeting, they will immediately cease to have force and effect.

Schedule “A”
Affiliation Agreement with the
Canadian Criminal Justice Association



**CANADIAN CRIMINAL JUSTICE ASSOCIATION
ASSOCIATION CANADIENNE DE JUSTICE PÉNALE**

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AFFILIATION AGREEMENT

between

THE CANADIAN CRIMINAL JUSTICE ASSOCIATION (CCJA)

and

THE NOVA SCOTIA CRIMINAL JUSTICE ASSOCIATION (NSCJA)

2022-2024

The purpose of this agreement is to renew the partnership between the CCJA and the NSCJA to promote an improved criminal justice system in Canada.

It is recognized that each organization is constituted as an autonomous and independent body. This agreement represents a series of reciprocal commitments to which both parties adhere to in order to facilitate the achievement of common and specific objectives.

OBJECTIVES OF THE CCJA

1. To bring individuals together to promote a higher level of understanding and interaction among practitioners, professionals, and the public on criminal justice issues
2. To facilitate and encourage the public and voluntary sectors to work together to resolve problems in the criminal justice system and the community
3. To promote and foster improved criminal justice legislation, programs and policies

4. To recognize the special needs of those affected by crime, including victims, families of victims and offenders, as well as the community at large
5. To provide a forum in which members of the public can discuss criminal justice issues
6. To acquire and disseminate information and knowledge about all aspects of criminal justice

RESPONSIBILITIES OF THE NCSJA

1. The NSCJA exists as a non-profit organization and provides the CCJA with copies of its By-laws
2. Its stated objectives are compatible with those of the CCJA
3. It has an effective Board of Directors which meets regularly as directed by its By-laws
4. It agrees that its members will fulfill all of the requirements of CCJA membership
5. It shares a common membership base with the CCJA in the province
6. It informs the CCJA of its activities and programs
7. It provides the CCJA with a copy of its Annual Report including financial updates
8. It ensures that its publications, promotional materials, and the events it sponsors acknowledge its relationship to the CCJA
9. It is agreed that should the affiliate ever cease to function, it will transfer the balance of funds remaining to a CCJA trust account for future rejuvenation activities

RESPONSIBILITIES OF THE CCJA

1. The CCJA agrees to provide basic secretariat functions relative to duties flowing from the present agreement: collection and distribution of fees, membership lists and reports, support for congress and related activities as required
2. The CCJA upholds a standard membership fee structure and a fee-sharing formula. The CCJA will provide \$2000 in base funding annually and forward \$15 to the NSCJA for every CCJA member in Nova Scotia for the duration of this agreement
3. The CCJA shares a common membership base with the affiliate in the province
4. The CCJA will make its publications available to publicize affiliate activities, including advocacy work
5. The CCJA, where possible, provides resources (human/technical/financial) in support of its affiliates' functions including public education events

6. The CCJA ensures that its publications, promotional materials, and events acknowledge the relationship with the NSCJA
7. The CCJA seeks input from its affiliates in the development of position/policy statements where feasible

DURATION AND TERMINATION

This agreement is for valid for a two-year period commencing August 1, 2022.

Its terms and conditions will continue to apply until such time as they are modified by the CCJA in consultation with all of its affiliates. There shall be a standard affiliation agreement applicable to all provinces/territories. Any change to the terms and conditions will require the support of a majority of current affiliates.

Either party may terminate this agreement by written notice addressed to the Head Office of the other party, three months in advance of the effective date.

FOR THE CANADIAN CRIMINAL JUSTICE ASSOCIATION:

Name: _____
Title: _____
Signature: _____
Date _____

FOR THE NOVA SCOTIA CRIMINAL JUSTICE ASSOCIATION:

Name: _____
Title: _____
Signature: _____
Date _____

6. The CCJA ensures that its publications, promotional materials, and events acknowledge the relationship with the NSCJA
7. The CCJA seeks input from its affiliates in the development of position/policy statements where feasible

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FOR THE CANADIAN CRIMINAL JUSTICE ASSOCIATION:

Name:

IRVING KULIK

Title:

Executive Director

Signature:

[Handwritten Signature]

Date

July 29, 2022

FOR THE NOVA SCOTIA CRIMINAL JUSTICE ASSOCIATION:

Name: Sharon Martin

Title: President, NSCJA

Signature:

Sharon Martin

Date July 29, 2022