

## **BY-LAWS OF THE LIBERAL ASSOCIATION OF NOVA SCOTIA**

### **PREAMBLE**

In accordance with the terms and provisions of the arrangements agreed upon by the Provincial Board of the Liberal Party of Canada (Nova Scotia) and The Liberal Association of Nova Scotia to co-ordinate their affairs, be it enacted as the by-laws of The Liberal Association of Nova Scotia the following:

### **1. GENERAL**

- 1.1 The name of the association is The Liberal Association of Nova Scotia, which Association is registered to use the name Nova Scotia Liberal Party. Hereinafter, the Association is referred to as the “Party”, “Liberal Party”, or “Nova Scotia Liberal Party”.
- 1.2 Nothing herein shall permit the Party to carry on any trade, industry, or business and the Party shall be carried on without purpose of gain to any of the members and any surplus or any accretions of the Party shall be used solely for purposes of the Liberal Party and the promotion of its objectives.
- 1.3 The Party will promote diversity, inclusiveness and gender parity at all levels of the Party. These by-laws will operate without discrimination on the basis of race, national or ethnic origin, colour, religion, sex, gender identity or expression, sexual orientation, age or mental or physical disability. Nothing in these by-laws shall preclude a program, position or activity that has as its objective the amelioration of discrimination on the basis of the grounds enumerated above.
- 1.4 The Head Office of the Party shall be within the Halifax Regional Municipality in the Province of Nova Scotia at such place therein as may be determined by the Provincial Board.
- 1.5 If any provision of these by-laws is found to be inconsistent with the terms and provisions of the Nova Scotia Societies Act or any other applicable statutory or regulatory instruments, only that portion shall be deemed null and void and of no force and effect whatsoever.

1.6 All other rules and policies of the Party are hereby subject to the terms and provisions of these by-laws and are deemed null and void to the extent that they contravene the terms and provisions of these by-laws.

## **2. MEMBERSHIP**

2.1 Any person who ordinarily reside in Nova Scotia, support the objects of the Liberal Party, are members and/or registered liberals of the Liberal Party of Canada, are at least 14 years of age, and are not a member of any other provincial political party are eligible for membership in the Nova Scotia Liberal Party.

2.2 The Party will, under the direction of the Provincial Board, maintain a provincial register of all Liberal Members, indicating the Electoral District Association in which they are resident (hereinafter their “home Electoral District Association”).

2.3 Registration as a member will remain current for the period established by the Provincial Board.

2.4 A member can deregister at any time by request to the party office. Requests for deregistration must be made by the member in question. In the case of death or incapacity, a family member or the EDA Secretary may advise the party office. Deregistration will take effect immediately.

2.5 Each Liberal member shall support and promote the purposes of the Liberal Party and respect the rights of all other members, as outlined in these by-laws.

2.6 The Party Secretary may revoke, suspend or reinstate the status of any Liberal member who does not act in accordance with Section 2.5 or who no longer meets the qualifications for registration established by the Provincial Board. In the event that the Party Secretary is unable to be contacted or declares themselves in a conflict of interest, the President may exercise this power.

2.7 Any such action taken in accordance with Section 2.6 is subject to ratification at the next meeting of the Provincial Board.

2.8 The members of the Party are entitled to:

- (a) receive newsletters, information, and notices of General Meetings and other activities from the Party (provided that the Party may elect to limit certain notices to electronic form);

- (b) attend, speak, and vote at a General Meeting of their home Electoral District Association or any Commission or Commission Club with which they are registered;
- (c) attend and speak (but not vote) at a General Meeting of any Electoral District Association other than their home Electoral District Association;
- (d) attend, speak, and vote at any General Meeting of the Party, subject to such registration fees and procedures and codes of conduct as may be established by the Provincial Board;
- (e) be elected as Leader or as a candidate, or to any office in the Party, or any Electoral District Association, or any applicable Commission, provided, in each case that they comply with the requirements of these by-laws and the Provincial Board in respect of such office;
- (f) vote to elect the Party Leader, subject to the provisions of these by-laws and to such registration fees and procedures and codes of conduct as may be established by the Provincial Board; and
- (g) exercise any other right granted to them by the Provincial Board or any Commission, Committee or other Subsidiary Association of the Party.

### **3. MEMBERSHIP MEETINGS**

- 3.1 The Annual General Meeting of the Nova Scotia Liberal Party shall be held once per calendar year, in Nova Scotia and the time, date and location of the Annual General Meeting shall be set by the Provincial Board.
- 3.2 Notice of the Annual General Meeting shall be given no later than sixty (60) days prior to the date thereof and shall be published by electronic means.
- 3.3 The Provincial Board may call a Special General Meeting of the Liberal Party at any time for the purpose of determining any and all Liberal Party matters.
- 3.4 The Provincial Board shall call a Special General Meeting within sixty (60) days of receiving a written request to call a Special General Meeting signed by not less than one hundred (100) Party Members collected over a period of not more than thirty (30) days.
- 3.5 Notice of a Special General Meeting of the Liberal Party shall be given no later than fourteen (14) days prior to the date thereof and shall be published by electronic means.

- 3.6 Notice of a Special General Meeting should include the time, date and location of the proposed meeting.
- 3.7 Each Party Member who is properly registered and present in person at a meeting of the Party shall be entitled to one vote at a Special General Meeting or Annual General Meeting. In the event of an equality of votes, the chairperson of the meeting shall be entitled to a second or deciding vote. Under no circumstances shall any Party Member present at a Special General Meeting or Annual General Meeting hold more than one (1) vote.
- 3.8 The Provincial Policies of the Nova Scotia Liberal Party shall be established by the membership assembled at a General Meeting, according to rules and procedures established by the Provincial Board.
- 3.9 The quorum for all General Meetings of the Liberal Party shall be one hundred (100) members of the Liberal Party, including not fewer than half the members of the Provincial Board.
- 3.10 The Provincial Board shall establish rules and procedures governing General Meetings.

## **4. PROVINCIAL BOARD**

- 4.1 Nothing in these By-Laws prevents the Party from (a) sharing personnel, assets, information and/or meeting arrangements with the Liberal Party of Canada and its associations/subsidiaries, or to continue to cooperate in election readiness, campaign activities, and other mutually agreed to activities and (b) allowing Members from holding office with the Liberal Party of Canada or any association/subsidiary thereof.
- 4.2 The elections shall be held during the biennial conventions of the Provincial Board of the Liberal of Canada (Nova Scotia) which shall occur concurrently with every second Annual General Meeting of the Nova Scotia Liberal Party.
- 4.3 The Provincial Board is the highest governing authority of the Nova Scotia Liberal Party save for the membership assembled at a General Meeting.
- 4.4 The President of the Nova Scotia Liberal Party shall also be the Director of the Provincial Board of the Liberal Party of Canada (Nova Scotia) and in respect of the provincial portions of their role shall:
  - (a) chair and preside over meetings of the Provincial Board;

- (b) call meetings of the Provincial Board, in accordance with the terms and provisions of these by-laws;
  - (c) determine the agenda for Provincial Board meetings, subject to amendment in the ordinary course;
  - (d) serve as an ex-officio member of each committee of the Provincial Board;
  - (e) supervise the affairs and administration of the Party; and,
  - (f) perform such other duties as the Provincial Board may assign.
- 4.5 The Vice-President of the Nova Scotia Liberal Party shall also be the Vice-Chair of the Provincial Board of the Liberal Party of Canada (Nova Scotia) and in respect of the provincial portions of their role shall:
- (a) perform the duties of the President in the President's absence or incapacity;
  - (b) assist the President in the performance of the President's duties; and,
  - (c) perform such other duties as the Provincial Board may assign.
- 4.6 The Secretary of the Nova Scotia Liberal Party shall also be the Secretary of the Provincial Board of the Liberal Party of Canada (Nova Scotia) and in respect of the provincial portions of their role shall:
- (a) prepare and deliver, as necessary, notices, agendas and minutes of meetings of the Provincial Board;
  - (b) keep an accurate account of all meetings;
  - (c) have custody of the books and records of the Party;
  - (d) have custody of the seal of the Liberal Party, which may be affixed to any document upon direction of the Management Committee.
  - (e) handle official correspondence on behalf of the Party; and,
  - (f) perform such other duties as the Provincial Board may assign.
- 4.7 The Organization Chair of the Nova Scotia Liberal Party shall also be the Organization Chair of the Provincial Board of the Liberal Party of Canada (Nova Scotia) and in respect of the provincial portions of their role shall:

- (a) chair all Provincial Board committees relating to party organization;
  - (b) oversee the terms and provisions of all rules and procedures relating to party organization; and,
  - (c) perform such other duties as the Provincial Board may assign.
- 4.8 The Policy Chair of the Nova Scotia Liberal Party shall also be the Policy Chair of the Provincial Board of the Liberal Party of Canada (Nova Scotia) and in respect of the provincial portions of their role shall:
- (a) chair all Provincial Board committees relating to policy development;
  - (b) oversee the terms and provisions of all rules and procedures relating to policy development; and,
  - (c) perform such other duties as the Provincial Board may assign.
- 4.9 In respect of the provincial portions of their roles, the remaining voting and non-voting members of the Provincial Board, including directors at-large and commission representatives, shall undertake such roles and perform such duties as the Provincial Board may assign.
- 4.10 The President, Vice-President, Secretary, Organization Chair, and Policy Chair shall constitute the Officers and Directors under the Societies Act and act as the Management Committee of the Nova Scotia Liberal Party.
- 4.11 The designated Treasurer of the Nova Scotia Liberal Party shall:
- (a) have the care and custody of all funds of the Party;
  - (b) oversee the keeping of accurate records of all funds of the Nova Scotia Liberal Party;
  - (c) be a non-voting member of the Provincial Board and Management Committee; and,
  - (d) perform such other duties as the Provincial Board may assign.

## **5. BOARD POWERS**

5.1 The Provincial Board shall have the power to:

- (a) make rules, by majority vote, to determine any matter delegated to it

in these by-laws (provided that such rules must be consistent with these bylaws and appropriate notification given in order to be effective, and shall only be effective until the next Annual General Meeting unless ratified or amended at such a meeting) including without limitation:

- (i) the delegation of authority to the Management Committee;
  - (ii) the establishment and governance of Standing and Special Committees, including without limitation Committees dealing with matters of policy, election readiness, provincial campaigns, nomination and other appeals, General Meetings, and leadership contests;
  - (iii) the establishment and governance of Commissions, and the recognition of sections, branches and clubs;
  - (iv) the governance and administration of Electoral District Associations;
  - (v) the process of provincial policy consultation and development followed by the Party;
  - (vi) the rules governing registration and attendance (both remote and in-person) at any General Meeting of the Party;
  - (vii) the responsibilities, rules and procedures of the Provincial Board and the Management Committee;
  - (viii) the rules governing the nomination of candidates to the House of Assembly;
  - (ix) the rules governing leadership conventions;
  - (x) the designation and duties of a Party Treasurer; and,
  - (xi) the designation and duties of an Official Agent for the Party;
- (b) oversee the financial administration of the Party, including the approval of budgets, fees, expenses and revenue targets and the administration of banking matters;
- (c) oversee the hiring and supervision of personnel, employed, contract or otherwise, of the Party and any Electoral District Association, Committee, or Commission;

- (d) exercise of borrowing powers and approve the incurrence of debt and granting of security on behalf of the Party and any Electoral District Association, Committee, or Commission; and,
- (e) approve the entering into of any lease or agreement or the acquisition of any real, personal, moveable or immovable property on behalf of the Party and any Electoral District Association, Committee, or Commission.

5.2 The powers herein enumerated may be further delegated by the Provincial Board but the Provincial Board shall remain accountable for their use.

## **6. BOARD MEETINGS**

6.1 The meetings of the Provincial Board shall be called by the President or within fifteen (15) days of a written request signed by at least one-half (1/2) of the members of the Provincial Board.

6.2 The President shall determine the times, dates and locations of meetings with notice to be not less than three (3) days.

6.3 The Provincial Board shall meet not less than four times per calendar year, and shall establish rules to govern its procedures.

6.4 The Provincial Board may meet in person or by electronic means, but if they meet by electronic means, each member must be able to communicate with each other member.

6.5 Quorum for the transaction of business shall be one-half (1/2) of the Provincial Board, including either the President or Vice-President, and any meeting of the board at which quorum is present shall be legally competent to exercise any and all powers vested in the Provincial Board.

6.6 If notice of a resolution is given to all members of the Provincial Board before it becomes effective, then a resolution approved in writing by a simple majority of the voting members of the Provincial Board will be as valid and effective as if it had been passed at a properly convened meeting of the Provincial Board.

6.7 Where the Provincial Board deems that matters of a confidential or personal nature are being discussed, it may, by a two-thirds (2/3) majority of the board, go in-camera and shall be subject to the following rules:

- (a) persons not serving on the Provincial Board may not be present during in-camera sessions of the board unless the board provides for their attendance by a two-thirds (2/3) majority vote of the board;



- (b) once in-camera the chair shall not permit any individual to enter or leave the session except in extraordinary circumstances as determined by the chair.
- 6.8 The minutes of each meeting shall be ratified at a subsequent meeting of the board and following their ratification they shall be signed by the Secretary and be made available for inspection by all members at the Head Office of the association.
- 6.9 No accidental error or omission in giving notice of any meeting of the board or any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat and any board member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **7. ELECTORAL DISTRICT ASSOCIATIONS AND COMMISSIONS**

### **7.1 Electoral District Associations**

- (a) Recognition may be granted by the Provincial Board to one (1) Electoral District Association in each provincial Electoral District, and such recognition may be revoked, pursuant to rules and procedures the Provincial Board shall establish.
- (b) Each Electoral District Association shall:
  - (i) endorse and support the candidate of the Party for election to the House of Assembly for its Electoral District;
  - (ii) engage in, and support, field organizing, outreach, and fundraising in its Electoral District; and,
  - (iii) facilitate input into provincial policy by members in its Electoral District consistent with the policy process established by the Provincial Board and in accordance with these by-laws.
- (c) The executive or governing board of an Electoral District Association shall be composed of Party Members (whether or not living within the applicable Electoral District) in such numbers and according to such rules and procedures as determined by the Provincial Board. Electoral District Associations shall comply with such other rules and procedures as to their governance, financial management and reporting, as may be implemented by the Provincial Board.

- (d) Each officer or executive member of an Electoral District Association must be a Party Member and shall be elected at a General Meeting of that Electoral District Association in accordance with the rules of procedure determined by the Provincial Board.

## **7.2. COMMISSIONS**

- (a) The Provincial Board may establish Commissions to provide forums for the engagement and representation of groups of Party Members.
  - (i) Commissions shall be governed by the rules established by the Provincial Board, and shall have such sections, branches and clubs as are recognized in accordance with the rules. Any amendments to Commission rules will only occur after thorough and effective communication and consultation with the affected Commission.

## **8. RIGHTS OF ELECTORAL DISTRICT ASSOCIATIONS AND COMMISSIONS**

- 8.1 Any Electoral District Association or Commission may, by a two-thirds (2/3) majority vote of its executive or governing board, petition the Provincial Board to render a decision on any matter the Electoral District Association or Commission resolves is incidental or conducive to the attainment of the objectives of the Nova Scotia Liberal Party.

## **9. PARTY LEADER**

- 9.1 The Party Leader is entitled to exercise all authority of a leader according to the laws of Nova Scotia and is elected by the members of the Party.
- 9.2 The Leader is responsible to:
  - (a) speak for the Party concerning any political issue;
  - (b) take part in the development of the Provincial Policies and the Party Platform;
  - (c) be guided by the Provincial Policies and the Party Platform; and,
  - (d) report to the membership at every Annual General Meeting.

- 9.3 The Leader ceases immediately to be the Leader when:
- (a) due to incapacity, the Leader is no longer recognized by the Lieutenant-Governor as the Leader of the Party in the House of Assembly;
  - (b) the Leader dies;
  - (c) the Leader ceases to be a Party Member;
  - (d) a resolution to call a leadership convention is passed by the membership assembled at a general meeting; or,
  - (e) the Provincial Board declares by a three-quarters (3/4) majority that the result of a leadership convention is invalid.
- 9.4 If the Leader delivers to the President a written resignation or a written request to call a leadership convention, then the Leader ceases to be the Leader on the earlier of the appointment of an Interim Leader and when a new Leader is elected by Party Members.

## **10. LEADERSHIP CONVENTION**

- 10.1 In the event of a resignation or vacancy in the office of Party Leader, the President must call a meeting of the Provincial Board to be held within thirty (30) days, and at that meeting the Provincial Board must set a date for a leadership convention within eighteen months (18) of the date of the resignation or vacancy.
- 10.2 The Provincial Board shall be responsible to plan, organize, and carry out the leadership convention and to determine the method of voting and of the counting of votes. The Provincial Board may delegate these responsibilities, in whole or in part, to any committee or any agent it shall designate.
- 10.3 Each member of any committee or any agent appointed by the Provincial Board to, in whole or in part, plan, organize, and carry out the leadership convention or determine the method of voting and of the counting votes, must agree in writing to remain neutral in the election of the Party Leader and to not run in the election of the Party Leader.
- 10.4 Every person who is a Party Member thirty (30) days prior to the date of the leadership convention, ordinarily resides in Nova Scotia, and who complies with the rules and procedures that govern the leadership convention, shall be entitled to vote to select the Party Leader.
- 10.5 Party Members shall vote by secret ballot.

- 10.6 If a date has been set for a leadership convention and the Provincial Board, by resolution passed by three-quarters (3/4) of its voting members, determines that political circumstances require that the date be reset to another date, then the Provincial Board may, by resolution passed by a majority of the votes cast, reset the date for the leadership convention to another and may review and alter any logistical arrangements already made for the leadership convention.
- 10.7 For the period between a vacancy in the office of Party Leader and the selection of a new Leader, the Nova Scotia Liberal Caucus shall select, from among its members, a candidate for Interim Leader of the Nova Scotia Liberal Party.
- 10.8 As soon as practically possible after the selection of a candidate for Interim Leader by the Nova Scotia Liberal Caucus, the Provincial Board shall meet to approve or reject the Nova Scotia Liberal Caucus' candidate for Interim Leader.
- 10.9 If there are no Liberal Members of the House of Assembly, the Provincial Board shall select the Interim Leader.
- 10.10 The person appointed Interim Leader shall exercise all the powers of the Leader under these by-laws until a new Leader has been elected.
- 10.11 The person appointed Interim Leader must agree in writing to remain neutral in the election of the Party Leader and to not run in the election of the Party Leader.

## **11. LEADERSHIP REVIEW**

- 11.1 A resolution calling for a leadership convention shall be placed automatically on the agenda of the first Annual General Meeting following each provincial general election in which the Leader does not become or continue to be the Premier.
- 11.2 Party Members shall vote on resolutions calling for leadership conventions by secret ballot.

## **12. ADMINISTRATION**

- 12.1 The Provincial Board shall fix the fiscal year of the Party and appoint an auditor to audit the accounts and financial statements of the Party for report to the membership each year. The auditor shall be remunerated in an amount fixed by the Provincial Board.

- 12.2 The agents designated by the Provincial Board shall sign the contracts, documents, or instruments in writing requiring the signature of the Party and all contracts, documents, and instruments in writing so signed shall be binding upon the Party without any further authorization or formality.
- 12.3 Every director, officer, agent and employee of the Party and their executors, administrators and estates shall be indemnified and saved harmless, out of the funds of the Party, from and against:
- (a) All costs, charges and expenses whatsoever that they sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by them, in or about the execution, in good faith, of the responsibilities of his office or in respect of any such liability;
  - (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 willful neglect or default. The Party shall carry such sufficient indemnification insurance as is currently available and can be reasonably afforded by the Party.
- 12.4 The Party shall file with the Registrar of Joint Stock Companies, with its Annual Statement, a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of directors, notify the Registrar of Joint Stock Companies of the change.
- 12.5 The Party shall file with the Registrar of Joint Stock Companies a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.
- 12.6 Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings shall be the responsibility of the Secretary.
- 12.7 The books and records of the Party may be inspected by any member at any reasonable time within two (2) days prior to the Annual General Meeting at the registered office of the Liberal Party.
- 12.8 The Treasurer shall make an annual written report to the members as to the financial position of the Party and the report shall contain a balance sheet and operating account. The auditors shall make an annual written report to the members upon the balance sheet and operating account, and in every such report, the auditors shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Party and properly drawn up so as to exhibit a true and correct view of the Party's affairs, and such report shall be read at the Annual General Meeting.

A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting in each year as required by law.

### **13. AMENDMENTS**

- 13.1 These by-laws may be amended by a resolution passed by not less than three fourths (3/4) of such members entitled to vote as are present at a General Meeting of which notice specifying the intention to propose an amendment has been duly given.
- 13.2 The Provincial Board, any Electoral District Association (EDA), any duly recognized Commission, or any Party Member in good standing for at least one year may propose amendments to be voted upon at a General Meeting, subject to such rules and procedures regarding notice of motion and other procedural matters as may be adopted by the Provincial Board.
- 13.3 An amendment takes effect on the date it is accepted by the Registrar of Joint Stock Companies.