

SCHEDULE "A"

Nakile Housing Corporation Bylaws

Nakile Housing Corporation deems it expedient that all Bylaws of the Corporation heretofore enacted be canceled and revoked, and that the following Bylaws be enacted for regulating the affairs of the Corporation.

Article 1. Title

- 1.1 This Corporation shall be known as Nakile Housing Corporation hereinafter referred to as the "Corporation".
- 1.2 The headquarters of the Corporation shall be situated at:

Nakile Home for Special Care
35 Nakile Drive
Argyle, Nova Scotia
B0W 1W0

Article 2. Definitions

- 2.1 "Corporation" means Nakile Housing Corporation, a body corporate, formed pursuant to the provisions of the Municipal Housing Corporation Act, Chapter 30 of the Revised Statutes of Nova Scotia, 1989.
- 2.2 "Home" means Nakile Home for Special Care, the premises of the Corporation.
- 2.3 "Board" means the Board of Directors of the Home.
- 2.4 "Members" mean members of the Board.
- 2.5 "Officers" mean executive members of the board.
- 2.6 "Physician" means a person who has a licence to practice in the province of Nova scotia, and who will administer medical care to the resident of Nakile.
- 2.7 "Medical Director" means a physician accepted by the Board to oversee the medical care of residents at Nakile.
- 2.8 "Resident" means a person whose normal place of residence is Nakile Home.

2.9 “Administrator” means the Administrator of Nakile Home for Special Care.

2.10 “Immediate family member” means the person’s spouse, child, parent, or sibling.

Article 3. Aims & Objectives

3.1 It is the purpose of the Corporation to operate and maintain a Home for Special Care in compliance with the Home for Special Care Act and all other matters incidental thereto.

Article 4. Board of Directors

4.1 The Board of Directors shall consist of not fewer than eight (8) members, three (3) of which shall be appointed solely by the Municipality of the District of Argyle (hereinafter called the “Municipal Appointees”). All Municipal Appointees shall be appointed to the Board by the Council of the Municipality of the District of Argyle at the pleasure of the said Council. All other members shall be appointed in the following manner for the following terms, that is to say:

- (a) A Nominating Committee will be appointed yearly by the Nakile Board to advertise for interested persons to serve on the Nakile Board. After review and approval of the committee’s recommendations, by the Nakile Board at its annual meeting, these will be forwarded to Municipal Council for its approval.
- (b) The term of office shall be for three (3) years, with the possibility of being reappointed for an ensuing term or terms.
- (c) At least one third (1/3) and no more than half (1/2) of the Board Members shall be eligible for appointment at each Annual General Meeting.
- (d) Persons who are employees of the Home or whose immediate family member is an employee of the Home shall not be a Board Member. Furthermore, upon appointment to the Board, and as changes take place thereafter, Directors shall declare their relationship to their spouse and to a child, parent, brother, sister, and their spouses, who are employees of the Home, and shall absent themselves from any discussion which would constitute a conflict of interest as defined pursuant to the Municipal Conflict of Interest Act of Nova Scotia.
- (e) Any resident of the Municipality of Argyle, age eighteen (18) years or over shall be eligible for Board membership.

Article 5. Election of Officers

5.1 The Officers of the Board shall be elected by the Members annually and shall consist of: Chairperson, Vice-Chairperson, Secretary, and Committee Chairs.

Article 6. Duties & Responsibilities of the Board Members

6.1 Chairperson: The Chairperson of the Board shall:

- (a) Preside at all meetings of the Board.
- (b) Report to each annual meeting of the Board concerning the governance of the corporation and at other times as deemed fit or requested by the Board.
- (c) Be an ex-officio member of all committees, without a vote and not being counted in the quorum.

6.2 Vice-Chairperson: The Vice-Chairperson of the board shall:

- (a) Have all the powers and perform all the duties of the chairperson, in the absence of the chairperson together with such other duties, as may be determined by the Board from time to time.

6.3 Secretary: The secretary of the Board shall:

- (a) Keep minutes of all meetings of the Board and the Executive Committee.
- (b) Attend to all correspondence to and from the Board.
- (c) Have custody of all minutes, records, and documents of the Board.
- (d) Perform such other duties as ordinarily pertain to this office, and as the Board may direct.
- (e) Give such notice, as required in the bylaws, of all meetings of the Board and the Executive committee.
- (f) Have the powers and duties generally pertaining to this office.
- (g) The secretary shall be responsible for the duty set forth in the bylaws but may delegate some duties as approved by the Board.

Article 7. Signing Authority

7.1 The Chairperson of the Board, the Chairperson of Finance, the Administrator, and the Business Manager shall have signing authority. The Administrator and Chairperson must sign contracts and documents. The Chairperson, Business Manager, Administrator and Finance Chairperson may sign cheques and banking documents.

Article 8. Corporate Seal

8.1 The Seal of the corporation shall be in the custody of the secretary and all papers and documents required to be sealed on behalf of the Board shall be signed as required.

Article 9. Board Meetings

- 9.1 Unless otherwise specified pursuant to section 9.1(b)
- (a) Regular Board meetings shall be held at Nakile Home for Special Care or by virtual means such as teleconference or video conference, on the third Wednesday of each month, except there shall be no regular meetings during the months of July and August.
 - (b) Regular and annual Board meetings may be rescheduled, relocated or cancelled by resolution or consensus, including a contingent resolution or consensus, of the Board at a previous meeting or more days in advance of the additional or special meeting.
- 9.2 The Chairperson, or in his or her absence, the Vice-Chairperson may convene any meeting. In the event that both are absent, any member shall reside as chairperson.
- 9.3 Three (3) members of the Board can request the Chairperson to call a special Meeting to deal with one (1) matter only.
- 9.4 In the absence of a regular meeting or a special meeting, the Board may, at its discretion, vote on any motion via email.
- 9.5 The Secretary shall provide notice of the Board meetings at least seven (7) days before the meeting date.
- 9.6 The Secretary is responsible for the custody and maintenance of the register under the Municipal Conflict of Interest Act. A member with a conflict of interest shall declare the details of the conflict before the Board prior to appointment and/or vote on a related matter and shall absent himself/herself from the portion of business or vote related to said matter.
- 9.7 The solicitor and auditor may attend Board meetings at the request of the Board.
- 9.8 The Administrator attends Board meetings as a non-voting member to provide information and make suggestions. Board members cannot give orders to the Administrator or staff, but Board decisions are communicated to the Administrator through the Board Chairperson.
- 9.9 Minutes of the Board meeting may be made available to members of the public who request them in writing.

- 9.10 Formal notice of the Annual meeting shall be given to all members, at least fourteen (14) days prior to the date of meeting.
- 9.11 A majority of members of the Board present in person shall constitute a quorum at any regular or special meeting of the Board.
- 9.12 Meetings shall be conducted in accordance with Robert's Rules of Order.
- 9.13 Unless otherwise specified pursuant to section 9.1 (b), the annual meeting of the Board shall be on the third Wednesday of June.
- 9.14 The order of the business at the Annual Board meeting shall be as follows:
- (a) Call to order
 - (b) Confirm a quorum
 - (c) Approve the agenda
 - (d) Declare conflict of interest
 - (e) Minutes of preceding annual meeting
 - (f) Business arising from the minutes
 - (g) Chairperson's report
 - (h) Reports of standing committees
 - (i) Correspondence
 - (j) New business
 - (k) Report of Nominating Committee
 - (l) Election of Officers and appointment of auditor for the ensuing year
 - (m) Adjournment

Article 10. indemnity of Board Members, employees & Volunteers

- 10.1 Every member, officer, employee or volunteer of the corporation, or other person having been duly authorized by Resolution of the Board, and their heirs, executors, administrators, and estate and effects respectively, who has undertaken or is about to undertake any liability on behalf of the corporation, shall from time to time and at all times, be indemnified and saved harmless, out of the funds of the corporation, from and against:
- 10.2 All costs, charges, and expenses whatsoever which such member, officer, employee, or volunteer sustains or incurs in respect to any action, suit or proceeding which is brought, commenced, or prosecuted against him or her or in respect of any act, deed, matter or thing whatsoever made, done, or permitted by him or her in or about the execution of his or her duties in service to the corporation.

10.3 All other costs, charges, and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

Article 11. Powers and Duties

11.1 The Board of Directors is responsible for developing policy for administrative purposes, ratifying the management structure of the Home, and approving salary ranges for each position.

11.2 All Board members, employees, physicians, and volunteers shall conform to Federal and Provincial statutes or regulations governing the Homes for special care.

11.3 Should any vacancy occur on the Board as a result of a Board member elected by the Corporation and confirmed by the Council of the Municipality of the District of Argyle having vacated such a position, the Board shall nominate a new member for appointment by the Municipal Council to complete the term of the vacant Board seat. Should a municipal appointee vacate a position on the Board, then the aforementioned Council may appoint a new Board member in his or her stead in the manner herein provided.

11.4 If a Board member is absent without leave of absence for three (3) consecutive meetings and without providing reason for his or her absence, then the office shall be declared vacant.

11.5 The Board shall be empowered to appoint both the Standing and Ad Hoc Committees and shall define their terms of reference consistent with the aims and objectives of the Board.

11.6 A Board member may hold more than one office

11.7 Committees specifically named in the bylaws, shall be designated as Standing Committees and others established from time to time shall be designated as Ad Hoc.

11.8 Standing Committees are:
a) Personnel Committee;
b) Finance Committee;
c) Audit Committee.

11.9 Standing Committees shall review and report on all matters arising out of the terms of reference established by these bylaws and shall exercise such powers as may be delegated from time to time by the Board. A Board member shall only chair one (1) Standing Committee.

11.10 Ad Hoc committees shall review and report on specific matters arising out of the terms of reference as established from time to time by the Board.

11.11 Terms of Reference:

(a) Personnel Committee: The Chairperson and the Committee are responsible to approve sound personnel policies, to maintain an awareness of issues pertaining to hiring and firing of all employees of the Home, to promote an effective working relationship between Nakile Board and employees and to monitor any conflict of interest within the Board and the organization.

(b) Finance Committee: The Chairperson and the Committee are responsible to make recommendations to the Board on matters concerning the custody and management of the land, building, equipment, securities, and all other properties of the Corporation, to advise the Board on contracts and on compensation of all employees. Without limiting the generality of the above the Committee will advise the Board in respect to an annual budget for capital and operating revenues and expenses and in respect to periodic financial reports to the Board, and to advise the Board on any financial matters as requested by the Board.

(c) Audit Committee: The Chairperson and the Committee are responsible to provide oversight of the financial reporting and audit process as well as monitoring and/or implementing appropriate internal controls. The Committee will advise the Board on fraud risk management, cyber crime and security over confidential data to ensure that adequate controls are in place so that Nakile is properly protected.

Article 12. Administrator

12.1 The Board shall appoint an Administrator who shall, on behalf of the Board, be responsible for the general administration, organization, and management of all affairs of the Home, without exception, and to hire and terminate the employees of the Home.

Article 13. Medical Staff

13.1 The Board shall appoint a Medical Director and define his/her duties. The Medical Director will report to the Administrator and to the Board and the Board shall determine his/her term of office.

13.2 Medical practitioners shall hold a current license to practice medicine in the Province of Nova Scotia and shall be in good standing with The Nova Scotia Medical Society and shall promote the objectives of the Home and adhere to all governing regulations.

13.3 The Medical Director shall audit the practice of the medical practitioners from time to time.

Article 14. Appointment of Auditor

14.1 The Board of directors shall appoint the auditor at the Annual General Meeting.

14.2 The financial records of Nakile shall be audited annually.

14.3 The Accounting firm appointed under this section shall make an annual report of the audit to the Board with such recommendations as he/she sees fit, and shall from time to time, report to the Board on his/her work, as directed by the Board.

Article 15. Amendments to Bylaws

15.1 These bylaws may be amended only if passed by a special resolution at the annual meeting by three-fourths (3/4) vote of the members present.

15.2 All proposals for amendment are to be in writing and pre circulated to members, through the Secretary at least twenty (20) days prior to the Annual meeting, provided a notice to so amend has been given to the Secretary at least one (1) month prior to the Annual meeting.

Article 16. Banking/Investments/Legal Affairs/Bonding

16.1 Banking Investments

(a) All monies deposited or invested on behalf of the Home shall be deposited or invested in such a manner as permitted of a Trustee under the Trustee Act, or in accordance with an investment policy approved by the Board.

(b) The current funding authority shall determine the fiscal year.

16.2 Bonding

Such persons as are designated by the Board shall be bonded under a blanket bond by a guarantee company, in such amount as determined by the Board, the expense of which shall be borne by the corporation.

Article 17, Miscellaneous

17.1 In all matters of procedure not provided for in the Bylaws, the provisions of "Robert's Rules of Order" shall apply.