



Federation of
Foster Families
of Nova Scotia

FEDERATION OF FOSTER FAMILIES OF NOVA SCOTIA

BY-LAWS #2

Updated May 2024

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BY-LAWS #2

FEDERATION OF FOSTER FAMILIES OF NOVA SCOTIA

ARTICLE I – REPEAL OF PREVIOUS BY-LAWS

1.01 The previous By-Laws, which shall be referred to as By-Laws #1 have been repealed and replaced as follows:

1.02 INTERPRETATION

- i. “Act” means the Societies Act, R.S.N.S, 1989, c.435, as amended;
- ii. “Ad Hoc committee” is a committee formed for a specific task or objective, and dissolved after the completion of the task or achievement of the objective;
- iii. “Attending virtually” means attending a meeting or committee of the Board of the Federation of Foster Families of Nova Scotia (FFFNS) via live webcast enabled through the use of computers and the internet or through conference call;
- iv. “Board” means the Board of Directors of the FFFNS;
- v. “Board Policy” means any and all policies adopted by the Board for the purposes of the FFFNS.
- vi. “Chair” means the member elected by the Board to serve as chair of the FFFNS, who shall preside and chair all meetings of the Board of Directors and of the executive committee;
- vii. “Majority vote” is fifty percent plus one, unless otherwise stated in these By-laws;
- viii. “Motion” relates to a matter which is proposed to be put forward to a meeting and discussed, then voted on;
- ix. “Region” means the six geographic regions of Nova Scotia defined by the FFFNS as Eastern, Northern, Central, Western, Mi’kmaq First Nations and African Nova Scotians.
- x. “Resolution” is an adopted motion;
- xi. “Special meeting” is a meeting that convenes outside the regular timetable;
- xii. “Special resolution” means a resolution passed by not less than three fourths (3/4) of such members entitled to vote at a special meeting, of which notice specifying the intention to propose the resolution as a special resolution, has been duly given;
- xiii. “Society” means the Federation of Foster Families of Nova Scotia;
- xiv. “Standing committee” refers to those committees established in accordance with Section XI of these By-laws.

ARTICLE II – PURPOSE, OBJECTS AND GOALS

2.01 PURPOSE

To ensure foster families receive the resources and support they require to support the development and well-being of children and youth.

2.02 OBJECTS AND GOALS

The objects and goals of the FFFNS are the following:

- i. to work towards providing foster parents with the resources to support the well-being of children, youth, and their families;
- ii. to promote and maintain a positive working relationship with the Department of Community Services so that issues and concerns can be discussed and resolved on an on-going basis;
- iii. to represent, act on behalf of foster parents and enter into agreements, including funding agreements with the Department of Community Services and any other organization;
- iv. to develop, encourage and improve the opportunity for foster parents to engage in discussions in the regions with social workers and others engaged in the delivery of foster care services;
- v. to provide forums in the regions and /or provincially for foster parents to share and discuss issues and concerns and solutions and
- vi. to promote the growth and development of foster care.

ARTICLE III – HEAD OFFICE

- 3.01** The Head Office of the FFFNS shall be in the Halifax Regional Municipality (HRM), in the Province of Nova Scotia.

ARTICLE IV – MEMBERSHIP

- 4.01** The Board of Directors may from time to time define membership classes and prescribe the conditions of membership.
- 4.02** Membership in the Society shall not be transferable.
- 4.03** There are two classes of members: Active Members, as defined in these By-Laws and Honorary Members.
- 4.04** Active Members shall be those persons approved as foster parents in the Province of Nova Scotia.
- 4.05** The Board of Directors may by resolution, nominate any person who has given distinguished services to the FFFNS, or who the Board otherwise deems appropriate, as an honorary member of the Society. Upon approval of the nomination, the nominee becomes an honorary member of the Society.
- 4.06** Any member may resign from the FFFNS by providing notice in writing to the Society.
- 4.07** Every Active Member of the Society shall be entitled to attend meetings of the Society and shall have voting privileges at any Annual General Meeting, or Special Meeting of the Society and be eligible to hold office, subject to the By-Laws and policies of the Society. Honorary Members shall be entitled to attend meetings of the Society, but shall not have voting privileges, nor be eligible to hold office.
- 4.08** Any member may be required to resign by the Board of Directors for violation of any provision of these By-laws, or for conduct detrimental to the interests of the FFFNS or to its goals and

objectives. The procedures for termination of membership, which shall include reasonable notice of the grounds for such proposed termination and the opportunity for a hearing therein if requested by the member, shall be prescribed by the Board of Directors, as shall procedures and standards for re- instatement of membership.

ARTICLE V – MEMBERSHIP MEETINGS

- 5.01** An annual meeting of the members shall be held in each calendar year, within three (3) months after the end of the fiscal year, at such time and place in Nova Scotia as the Board of Directors shall designate;
- 5.02** Annual meetings may be held in person or virtually by means of such video conferencing, conference call or other communications technology as permit all persons participating in the meeting to hear each other.
- 5.03** Minutes and reports from a meeting shall be forwarded to the Federation Office within thirty (30) days after the meeting is held. This includes all Federation meetings, be it an Annual General Meeting, a Regional Meeting, or a Special General Meeting.
- 5.04** All members entitled to attend the Annual General Meeting shall be given at least thirty (30) days notice of the meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business. Notice will be given in writing electronically, by facsimile, or by prepaid mail. Such notice shall be directed to each member at its last address or email address entered in the records of the FFFNS. Non receipt of any notice by any member shall not invalidate the proceedings at any General Meeting.
- 5.05** The business of the Annual General Meeting will include:
- i. Minutes of the preceding Annual General Meeting;
 - ii. Annual report of the Chair;
 - iii. Annual report of the Executive Director;
 - iv. Financial Statements, including balance sheets and operating statements and the report of the auditors;
 - v. Appointment of Auditors;
 - vi. Any amendments to these By-laws as further outlined in Section XIII;
 - vii. Presentation of the incoming Board of Directors;
 - viii. Any other report(s) that a board member may wish to present, which has been submitted 30 days in advance of the Annual General Meeting to the office of the FFFNS.
 - ix. Such special business as the Board wishes to be considered at the Annual General Meeting and
 - x. Any motions prepared and submitted for approval at the Annual General Meeting.
- 5.06** The Chair of the Board will preside as Chair at every Annual General Meeting of the Society;
- 5.07** The Chair may, with the consent of the majority of the members participating in the meeting, adjourn the meeting from time to time and place to place. Business left unfinished at the meeting from which the adjournment took place will take place at the next agreed upon meeting;
- 5.08** **QUORUM**
- i. A quorum for the Annual General Meeting shall be the lesser of thirty (30) or 10 percent of the members present.

- ii. In the absence of a quorum, a majority of those voting members present or attending virtually, the chair may adjourn the meeting to another place and time, and providing members are given fifteen days' notice of the adjourned meeting, the members who attend the adjourned meeting will be considered a quorum and may transact business as might have been transacted at the meeting originally called.

5.09 VOTING

- i. At each meeting of members, each voting member shall be entitled to one vote;
- ii. During a virtual meeting, members may vote by using the website of the FFFNS. Votes submitted to the Head Office of the FFFNS cannot be changed or altered. A summary of the voting results will be posted on the website without identifying information;
- iii. At each meeting of members, a quorum being present, all matters, except as otherwise provided by law or by this By-law, shall be decided by vote of a simple majority of the members who shall be in attendance;

The chair shall not vote unless there is a tie and then the chair shall cast a deciding vote;
- iv. A resolution in writing, signed by all the Directors entitled to vote on that resolution at a meeting of Directors or a committee of Directors, is as valid as if it had been passed at a meeting of Directors or committee of Directors;
- v. a Director may participate virtually in a meeting of the Board or of a committee of the Board by means of such conference or video call or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting;
- vi. At any Annual General Meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect documented in the book of proceeding of the Society, shall be evidence of the fact, without proof of the number or proportion of the voting members in favour, or against such resolution;
- vii. Non-voting members may attend at and participate in all meetings of members unless otherwise restricted by the Board and
- viii. Voting for the election of regional board members as per section 6.16 shall be no more than 13 days.

- 5.10** A meeting of the Board of Directors may be held anytime, if there is insufficient time to provide the thirty (30) days' notice as per section 6.07 and there is unanimous consent of the Directors to waive notice of the meeting.

ARTICLE VI – BOARD OF DIRECTORS

- 6.01** The business and affairs of the FFFNS shall be managed by a board of twelve (12) directors, of whom seven (7) shall constitute a quorum. Two (2) Directors will be selected from each the following six (6) regions of the Province (Central, Northern, Western, Eastern, Mi'kmaq First Nations (one from Cape Breton and one Director from the Mainland and African Nova Scotians (one of whom shall have been born and raised in Nova Scotia or who have a substantial connection with a historically African Nova Scotian community).

- 6.02** A Director may be elected for a second term of three years, but at no time can a director serve more than two consecutive terms, subject to the following exceptions:

- i. Where there is a vacancy in a Board Position, due to no member expressing interest in running for a board seat during the nomination process for the Regional Elections, a director may serve an additional year on the Board. During this one-year period, the Board will make every reasonable effort to recruit a new member to fill this vacancy. If there continues to be no nominations during the next election, the current board member may serve on a year-to-year basis. A Director who is serving year to year must relinquish their seat once a replacement has been found
 - a. If a member becomes elected before the end of a 3-year term, that partial term will not be considered their first term and they could run for up to two consecutive 3-year terms if elected.
 - b. If a director resigns, the board will call a special election, and the newly elected member will finish the remaining term of the resigned seat and may reoffer for election for two additional 3-year terms.
 - c. If a member shows interest in a vacant board seat before the election call, the board reserves the right to interview them to ensure they are aware of the commitment and expectations required to be a director. A special election will then be called and if elected, they will serve until the end of the original term and may reoffer for election for two additional 3-year terms.
 - d. The board reserves the right to adjust the length of the board member's term to ensure staggering of elections in each region to ensure continuity. This is to ensure that no two seats are vacant and up for election at the same time.
- ii. Past Chair. The Past Chair will remain a Board member, with no voting privileges, for a period of one year. The Board will use its discretion whether or not to have the Past Chair attend any Board Meetings they deem necessary (either virtually or in-person). The Past Chair shall support the Chair by ensuring continuity during governance transition and to provide historical context for issues.

6.03 Directors are eligible to be re-elected after an absence of one year.

6.04 Ratification of Directors shall take place at the annual meeting of members, or at a special meeting called for that purpose.

6.05 Members unable to attend a Board meeting in person can attend and vote virtually during video conferencing, conference call or other electronic means as permit all persons participating in the meeting to hear each other.

6.06 The office of a Director shall be automatically vacated:

- i. if a Director has resigned by delivering a written resignation to the secretary of the FFFNS. Such resignation shall take effect at the time therein specified and, unless otherwise specified, the acceptance of such resignation shall not be necessary to make it effective;
- ii. if the Director conducts themselves in a manner contrary to the purpose, objects, and

goals of FFFNS;

- iii. if at an annual or special meeting of members, a resolution is passed by three-quarters (3/4) majority of the members present at the meeting to remove the Director from office;
- iv. if a Director misses two (2) consecutive meetings without a valid reason;
- v. If any vacancy shall occur for any reason on the Board of Directors, the Board of Directors may elect a member to fill any vacancy, until the term of the vacant board member expires.

- 6.07** Notice of each regular or special meeting of the Board of Directors shall be sent by electronic media to each Director, addressed to the email on file with FFFNS, at least thirty (30) days prior to such meeting. Notice of any meeting of the Board need not be given to any Director if such notice shall be waived by themselves in writing before, during or after the meeting. At any meeting at which every member of the Board is present, any business may be transacted though the meeting is held without notice;
- 6.08** There shall be at least three meetings per year of the Board of Directors, which shall be called by the chair at such time and place as the chair may designate;
- 6.09** No business shall be transacted at any meeting of the Board unless a majority of the Board Members are able to participate in person or virtually;
- 6.10** An agenda issue that is specific to a particular region shall be deferred to the next meeting of the Board of Directors, if there is no Board Member in attendance from that region.
- 6.11** A meeting of the Board of Directors may be held anytime, if there is insufficient time to provide the thirty (30) days' notice as per section 6.07 and there is unanimous consent of the Directors to waive notice of the meeting.
- 6.12** The Directors shall serve without remuneration but shall be reimbursed for reasonable expenses incurred when conducting business on behalf of the Society including, attendance at meetings of the FFFNS.
- 6.13** A Director shall not take a vote on any matter before the Board of Directors where said Director has a conflict of interest, and any such interests shall be declared prior to the discussion;
- 6.14** Minutes of the Board of Directors meetings shall be available to the general membership of the FFFNS;
- 6.15** At each meeting of the Board of Directors of the Society, the business will include:
- i. Welcome and introductions;
 - ii. Approval of the agenda;
 - iii. Minutes of the previous meetings;
 - iv. Old business;
 - v. Correspondence;
 - vi. Treasurer's report;
 - vii. Executive Director's report;
 - viii. Committee(s) report;
 - ix. New business;
 - x. Any other business placed on agenda, subject to adequate time to deal with the business;
 - xi. Date of the next meeting;

- xii. Adjournment.

ELECTION OF REGIONAL BOARD MEMBERS TO THE PROVINCIAL BOARD OF DIRECTORS

- 6.16** In the year when a Regional Election is necessary, the election must take place 30 days prior to the FFFNS AGM. In each region where an election is taking place, each Foster Parent from that region will be contacted by the FFFNS Office well in advance of the Election Day with instructions regarding the upcoming election. Each Foster Parent can either nominate themselves or another Foster Parent from their region. In the event the number of regional members interested in serving on the Board of Directors is equal to the vacant position(s) available in a region, a regional election is not required and the vacant position(s) will be filled by acclamation. When there are more members in a region interested in serving on the Board of Directors than vacant positions available, an election will be held. A list of the nominees' name and bio for each region will be posted on the FFFNS website. All Foster Parents from each region will be provided with the notice of the date of the election for their region, and the voting will be done by either email using the FFFNS website or by calling in the FFFNS 1-800 #.
- 6.17** Votes submitted to the Head Office of the FFFNS cannot be changed or altered. A list of the successful candidate(s) for each region will be posted on the website of the FFFNS and they will be ratified at the FFFNS AGM.

SPECIAL MEETINGS

- 6.18** Special meetings of the society may be called by the chair or by written request of any twenty (20) members of the Society, within 60 days after receipt of such request, which shall state the purpose or purposes of the requested meeting.
- 6.19** Special meetings of the Board of Directors may be called at any time by the chair at such time and place as the Chair may designate, and shall be called by the chair upon written request of three (3) Directors. Any such requested meeting shall be held within thirty (30) days of the receipt of such request and at such place or through such form or participation as may be designated by the chair. A special meeting of the members may be called at any time and place, or virtually, by the chair and two other members and shall be called by the chair upon the written request of twenty (20) members or more voting members within sixty (60) days after receipt of such request, which request shall state the purpose or purposes of the requested meeting.
- 6.20** Notice of each annual or special meeting of the members shall be in writing and shall state the time and place where the meeting is to be held or details for connecting virtually. In the case of a special meeting, the purpose or purposes for which the meeting is called shall be stated with sufficient information to permit a member to make a reasoned judgment in the decision to be taken. A copy of such notice shall be delivered personally, mailed, sent by electronic media or faxed, at least thirty (30) days prior to the date of such meeting, to each member. Such notice shall be directed to each member at its last address or email address entered in the records of the FFFNS.

ARTICLE VII – POWERS OF THE BOARD OF DIRECTORS

- 7.01** The Directors of the FFFNS shall govern the affairs of the society in a manner that is consistent with its policies and its By-laws, or otherwise authorized to exercise and do; including, without limiting the generality of the foregoing:
- i. to enter into service agreements and protocols with the Department of Community Services, Province of Nova Scotia for the purpose of carrying out the business of the Society;

- ii. to receive and deposit all funds made payable to the Federation of Foster Families of Nova Scotia by the Department of Community Services, Province of Nova Scotia;
- iii. enter into a trust arrangement with a chartered financial institution for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interests of the FFFNS, in accordance with such terms as the Board of Directors may prescribe;
- iv. to enter into leases to procure office space for the Society;
- v. to solicit and receive donations, bequests, gift, legacies or otherwise and to enter into agreements, contracts and undertakings incidental thereto for the bursary program of the FFFNS;
- vi. to authorize expenditures on behalf of the FFFNS;
- vii. Develop and execute the strategic direction of the Society and
- viii. Develop and approve policies governing the Society.

7.02 The Board of Directors may employ an Executive Director and other staff as required to carry on the business of the Society. The remuneration of the Executive Director and staff shall be fixed by the Department of Community Services, Province of Nova Scotia. The appointment of the Executive Director may be terminated by resolution upon a majority decision of all Board members. Notice of such resolution must be included in the notice of the meeting at which it is to be considered.

ARTICLE VIII – OFFICERS

- 8.01** The officers of the society shall be a chair; vice chair; secretary; treasurer; past chair and such other officers as may be designated by the Board from time to time with such duties as identified by the Board upon such designation, all of whom shall be members of the FFFNS and members of the Board.
- 8.02** The officers shall be elected annually by the Directors from their members at the first meeting of the Board of Directors following the annual meeting of members. .
- 8.03** At every Annual General Meeting the retiring Directors shall hold office until the dissolution of the meeting, at which time their successors shall take office.

ARTICLE IX – DUTIES OF OFFICERS

- 9.01** The chair shall preside and chair all meetings of the Board of Directors and of the executive committee. The chair shall see that all directions and resolutions of the Board of Directors are implemented. The chair shall perform such other duties, or as may be required by the Board of Directors, the executive committee, or the members. In the absence or disability of the chair, the vice chair shall act in the chair's place. If the chair and vice chair shall be unable to perform their duties, the past chair shall act in their place, or any Director from among the other Directors shall be appointed to preside at meetings of the Board;
- 9.02** The vice chair shall perform such duties as shall from time to time be imposed upon the vice chair by the chair, the Board of Directors, the executive committee or the members, and shall perform all duties of the chair in the absence of, or in the case of disability of the chair.
- 9.03** The treasurer, subject to the By Laws and decisions made by the Board of Directors, shall be responsible for the custody of the funds and securities of the society and for the deposit of all

funds in the name of the society in such banks or trust companies as the Board of Directors or executive committee may designate. The treasurer shall be responsible for presenting the annual budget for Board approval, seeing that proper books of account are kept, showing at all times the amount of property and funds belonging to the society. The treasurer shall also perform such other duties as shall from time to time be imposed upon the treasurer by the Board of Directors.

9.04 The secretary shall ensure that minutes are kept for each meeting of the Board and membership, and shall also perform such other duties as shall from time to time be imposed upon the secretary by the Board of Directors.

9.05 The Board of Directors, by vote of three-quarters (3/4) of the Directors present at a duly called meeting, shall have the power to remove any officer.

ARTICLE X – EXECUTIVE DIRECTOR

10.01 The Executive Director shall be subject to the control of the Board of Directors and the officers, have charge of its operations and shall also have such other powers and perform such other duties as the Board of Directors may assign to the Executive Director;

10.02 The Executive Director shall:

- i. Attend all meetings of the membership, Board or its committees as an ex-officio member, except where being excused so that salaries, benefits and performance may be discussed;
- ii. Ensure that minutes are kept of all meetings of the members, the Board of Directors and of the executive committee. The Executive Director shall make proper record of the same, signed by the Chair and Executive Director;
- iii. Be the central point of official communication with the Board;
- iv. Implement the Society's policies;
- v. Table reports at the Board, Annual and Special meetings of the FFFNS;
- vi. Select, employ and supervise employees of the Society;
- vii. Terminate any employee, if necessary, with legal counsel consultation and approval of the Board;
- viii. Arrange for the training/education of Board Members;

10.03 A performance review of the Executive Director shall be done each year by the Executive Committee and approved by the Board.

ARTICLE XI – STANDING COMMITTEES

11.01 The Board of Directors may appoint standing committees whose members will be members of such committees at the pleasure of the Board of Directors. The Board of Directors shall determine the duties of such committees. The standing committees shall be as follows: Executive, Human Resources and Occupational Health and Safety, (OHS), Bursary and Diversity and Inclusion .

EXECUTIVE COMMITTEE:

11.02 The Executive Committee will be composed of the Officers of the Society and the Executive

Director as an ex-officio member. The Chair of the Board of Directors will be the chair of the Executive Committee. The executive committee shall exercise such powers as are delegated to it by the Board of Directors. Any executive committee member may be removed by a majority vote of the Board of Directors.

In the intervals between meetings of the Board, the executive committee shall possess and may exercise all the powers of the Board in the management of the business and affairs of the Society, subject to any limitations or directions given by the Board. The executive committee shall keep a record of its proceedings and any action by the executive committee shall be reported to the Board of Directors at its next meeting succeeding such actions for ratification.

- i. Meetings of the executive committee may be called at any time by the chair at such a time and place as the chair may designate, and shall be called by the chair upon written request of not less than three (3) members of the committee. Any such requested meeting shall be held within thirty (30) days of receipt of such request at such time and place as may be designated by the chair. Any one or more Directors may participate virtually in a duly called meeting of the executive committee by means of conference or video call or similar communications equipment allowing all persons participating in the meeting to hear each other at the same time, provided that all members of the committee consent to the holding of the meeting in this manner.
 - a) Notice of Meetings: Notice of each meeting shall be given to each member of the executive committee not later than fourteen (14) days prior to such meeting and shall specify the purpose or purposes for which it was called. Such notice shall be given by electronic media, or telephone. Notice may be waived by any member of the committee in writing signed before, during or after any such meeting. At any meeting of the committee at which every member of the committee is present, any business may be transacted though the meeting is held without notice.
 - b) Quorum: Fifty (50) percent of the membership plus one (1) of the executive committee shall constitute a quorum.

Minutes of executive committee meetings shall be available to the members of the general membership of the FFFNS.

HUMAN RESOURCES AND OCCUPATIONAL HEALTH AND SAFETY COMMITTEE (HR/OHS)

- 11.03** The HR/OHS Committee shall be responsible for supporting the Board and the Executive Director in the development and evaluation of human resources/OHS policies and practices, with consultation from independent professional contractors as required. Additional responsibilities may include leading the performance review of the Executive Director, reviews of staffing needs, job descriptions and grievances, review of benefits and diversity initiatives. .

BURSARY COMMITTEE

- 11.04** The Bursary Committee shall be responsible for supporting the Board by overseeing the development and delivery of the Jenny Cajolais and Thelma Goodall Memorial bursaries or any other bursaries that may be established by the FFFNS.

DIVERSITY AND INCLUSION COMMITTEE

- 11.05** The Diversity and Inclusion Committee shall be responsible to identify issues and ways that the FFFNS can enhance its effectiveness and ability to meet the needs of its diverse membership. The committee can make recommendations regarding ways that programs, policies and practices can support inclusiveness and diversity.

OTHER STANDING COMMITTEES

- 11.06** In addition, the Board of Directors may create other standing committees, from time to time as deemed necessary or proper to further the purpose of the corporation.

AD HOC COMMITTEES

- 11.07** The Board may from time to time appoint such ad hoc committees as it may deem advisable, and the composition, duties, and tenure of such committees shall be solely at the discretion of the Board.
Any ad hoc committee constituted hereunder shall be deemed to be dissolved when it has fulfilled its terms of reference and has reported to the Board.

ARTICLE XII – INDEMNIFICATION OF DIRECTORS AND OTHERS

- 12.01** Both the Board of Directors and staff of the FFFNS shall be covered by liability insurance in sufficient amount as determined by the Board of Directors.
- 12.02** Any person or their administrator, heirs, executor or estate made a party to any action, suit or proceeding, whether civil or criminal, by reason of the fact that themselves is or was a Director, officer or employee of the society or of the FFFNS, shall be indemnified by the FFFNS for reasonable expenses (as determined by the Board) including legal fees, actually and necessarily incurred by themselves in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such Director, officer, or employee is liable for negligence or misconduct in the performance of their duties. Without limitation of the generality of the foregoing, the expenses referred to in the preceding statement shall be deemed to include (1) if any such action, suit or proceeding shall proceed to judgment, any and all costs and other expenses imposed upon such person by reason of such judgment, except in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such officer, Director or employee is liable for negligence or misconduct in the performance of their duties; and (2) in the event of any settlement of any such action, suit or proceeding, all reasonable costs and other expenses of such settlement (other than payment made to the FFFNS itself).
- 12.03** The Department of Community Services, Province of Nova Scotia will be made aware immediately of any action, suit or proceeding related to the discharge of duties by the FFFNS.

STANDARD OF CONDUCT

- 12.04** No confidential information concerning the Society or regarding any child, child's family or foster family shall be divulged by a Board Member, or any employee of the Society, except at the direction of the Executive Director.

FINANCIAL YEAR

- 12.05** Unless otherwise determined by the Board of Directors, the fiscal year-end of society shall be April 1 to March 31st.

EXECUTION OF DOCUMENTS

- 12.06** Contracts, documents or any instruments in writing made on behalf of the FFFNS shall be signed by the Chair or their designate and the Executive Director, and all contracts, documents and instruments in writing so signed shall be binding upon the FFFNS without any further authorization or formality. The Directors shall have power from time to time by resolution to

appoint an officer or officers, the Executive Director and/or other management staff acting on behalf of the FFFNS to sign specific contracts, documents and instruments in writing.

BOOKS AND RECORDS

- 12.07** The Directors shall ensure that all necessary books and records of the society required by the by-laws of the society or by an applicable statute or law are regularly and properly maintained;
- 12.08** The books and records of the Society may be inspected with ten(10) days' notice, in writing, by any member, during regular business hours, at the Head of the FFFNS.

AUDIT REPORTS AND AUDITORS

- 12.09** At each annual meeting of the members, the treasurer shall present a financial report outlining the fiscal operations of the society, which will have been audited by an independent auditor.
- 12.10** The members shall, at each annual meeting, appoint an auditor to audit the accounts of the society for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Board of Directors.

POLICIES

- 12.11** The Board of Directors may develop and approve such policies, not inconsistent with these By-laws relating to the management and operation of the FFFNS as they deem expedient, with the consultation and advice of independent professional contractor(s) as required.

DISSOLUTION

- 12.12** It is specifically provided that in the event of the dissolution or winding-up of the society, all its remaining assets after payments of its liabilities shall be returned to the Department of Community Services, Province of Nova Scotia.

ARTICLE XIII – REPEAL/AMENDMENTS OF BY-LAWS

- 13.01** The by-laws of the society may be repealed or amended by an affirmative vote of quarters (3/4) majority vote of those members entitled to vote and who are present, either in person or virtually, at the Annual General Meeting.
- 13.02** A motion to amend these By-laws may be made by one or more members entitled to vote at the Annual General Meeting and must be:
- i. In the hands of the Executive Director not less than thirty (30) days prior to the Annual General Meeting; and
 - ii. Reviewed by the Board and the recommendation, if any, of the Board with respect to the Motion to Amend will be included with the Motion to Amend given to the members entitled to vote.
- 13.03** A proposed amendment may itself be amended at the Annual General Meeting provided that the intent of the amendment is not altered.
- 13.04** Every three years and otherwise as may be required, the Board will review the By-Laws, with consultation and advice of independent professional contractor(s) as required, to determine whether amendments should be made to them.
- 13.05** Amendment(s) to the By-Laws shall take effect upon approval by the Registrar of Joint Stock Companies, Province of Nova Scotia.