



Bylaws for Kings Regional Rehabilitation Centre

Reviewed and Approved: July 2022

Approved by the Minister of Community Services: September 2022

Date

This letter confirms the Kings Regional Rehabilitation Centre (KRRC) Bylaws were reviewed by the Minister of Community Services.

The Bylaws have been reviewed and approved by the full Board of Directors as noted on each page.

Date of Approval:

MMM / DD / YYYY

Sept/07/2022

Signature:

M Salsman

Murray Salsman
Chairperson
Board of Directors



Date of Approval:

MMM / DD / YYYY

Sept/07/2022

Signature:

See letter attached

Karla MacFarlane
Minister of Community Services





**Community Services
Office of the Minister**

PO Box 696, Halifax, Nova Scotia, Canada B3J 2T7 • novascotia.ca

September 7, 2022

Murray Salsman, Board Chair
Kings Regional Rehabilitation Center
PO Box 128
Waterville, NS B0P 1V0

via email: msalsman@xcountry.tv

Dear Mr. Salsman:

I thank the Board for updating the Kings Regional Rehabilitation Center's By-laws.

Per subsection 6 (2) of the Kings Rehabilitation Centre Act (1990), I approve the By-laws appended to this letter.

Sincerely,

A handwritten signature in blue ink that reads "Karla MacFarlane".

Hon. Karla MacFarlane
Minister

Attachment

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Section 1: Authority and Definitions

1.1 Authority

These Bylaws are made pursuant to the provisions of the Homes for Special Care Act and the Kings Regional Rehabilitation Centre Act.

Where there is a conflict between the Homes for Special Care Act and the following Bylaws, the provisions of the Homes for Special Care Act shall apply.

1.2 Definitions

In these Bylaws:

- a. **Act:** means the Homes for Special Care Act.
- b. **Board:** means the Board of Directors of the Kings Regional Rehabilitation Centre (KRRC).
- c. **Bylaws:** means the Bylaws of KRRC as amended or replaced from time to time.
- d. **Centre:** means all facilities owned or operated by the Kings Regional Rehabilitation Centre.
- e. **Chair:** means, according to the particular context,
 - i. the Chair of the Board of Directors; or
 - ii. the Vice-Chair if the Chair is absent or incapacitated; or
 - iii. a Director appointed to act as Chair in the event of the absence or incapacity of both of the above.
- f. **Chief Executive Officer:** means the Chief Executive Officer of KRRC as recruited by the Board.
- g. **The Directors or the Board:** means the Directors of KRRC for the time-being.
- h. **KRRC:** means Kings Regional Rehabilitation Centre.
- i. **Member:** means an individual accepted by the Board as a Member as set out in By-Law Section 2 – who is in good standing with KRRC.
- j. **Month:** means calendar month.
- k. **Office:** means the regular/registered place of administration for KRRC.
- l. **Resident:** means a resident of the Kings Regional Rehabilitation Centre.
- m. **Special General Meeting:** means a meeting of the Board called for a specific purpose other than a regular Board meeting or the Annual General Meeting.
- n. **Special Resolution:** means a resolution passed by a majority vote of the Board of Directors as are present (in person or through alternate venue {e.g., electronic}) at a special meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
- o. **Words importing the singular number only** include the plural number and vice versa.
- p. **Words importing the masculine gender only** include the feminine gender and vice versa.
- q. **In writing or written:** includes printing, lithography, and other modes of representing or reproducing words in visible form.

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Section 2: Board of Directors

- a. The Board of Directors governs the organization.
- b. Remuneration for Board members is in accordance with established legislation or policy for non-profit organizations in the province of Nova Scotia.
- c. The Directors hold office until a new Board of Directors is appointed by the Province of Nova Scotia and Municipality of Kings County.
- d. Members of the Board shall be appointed in accordance with the KRRC Act.
- e. The new Board of Directors shall consist of ten (10) Directors.
- f. The ten (10) persons appointed as Directors shall hold office for a term of three years.
- g. A Board member may serve in the same executive role for three (3) years and may be reappointed for one additional three-year term.
- h. No employee of KRRC or the spouse of any KRRC employee may serve on the Board.
- i. A Board member whose term has not expired may be removed or suspended for cause.
- j. A majority of the Directors constitutes a quorum for decision-making and may therefore transact business on behalf of KRRC. They also hold all authority, powers, and discretions to transact such business.
- k. Questions arising at a meeting of the Directors shall be determined by a majority of votes. The Chair shall only vote when there is an equality of votes.
- l. In January of each year the Board shall elect one of its members to be Chair, one to be Vice-Chair and one to be Treasurer. These positions serve as the Executive Committee of the Board.
- m. The Board may establish committees and delegate such authority to them as they see fit. Committees act under the direction of the full Board.
- n. The meetings and proceedings of committees are subject to the same provisions as apply to regular Board meetings and subject to the direction of the Board.
- o. Any Director who violates any provision of these Bylaws or does anything which is injurious to KRRC (organization) or its reputation, or who refuses or neglects to comply with any rule, regulation, resolution, or direction of the Board, may be removed/expelled from the Board in accordance with these Bylaws.
- p. Directors may be removed from office through a resolution passed by two thirds of the Members of the Board.
- q. Board members will participate in Board governance training.
- r. The position of a Board member may be vacated when:
 - i. The Board member misses three (3) consecutive meetings without a valid reason as determined by the Board.
 - ii. The Board member gives written notice of resignation to the Executive Assistant to the Board.
 - iii. In accordance with clause o. noted above.
- s. Where a vacancy occurs on the Executive Committee as a result of conditions in clause r) above, the Chair may appoint another Board member to serve in that role on an interim basis until the vacancy is filled per these Bylaws.

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Section 3: Powers of Directors

- a. The governance of the business of the organization is vested in the Board of Directors. The powers and authority of the Directors are outlined in these Bylaws.
- b. The Directors are responsible to set the strategic direction for the organization.
- c. The Directors are responsible to provide for the management of the organization and may delegate authority and responsibility to a Chief Executive Officer.
- d. The Directors have the authority to:
 - i. Purchase or otherwise acquire any property, rights, or privileges that KRRRC is authorized to acquire, and at such price and on such terms and conditions as they set out.
 - ii. Pay for any property or service rendered to KRRRC.
 - iii. Execute mortgages for the fulfillment of any contracts or engagements for service.
 - iv. Appoint a trustee to accept and hold in trust for KRRRC any property belonging to KRRRC; to execute deeds as required and to provide for the remuneration of any such trustee.
 - v. To appoint Legal Counsel to address any legal proceedings required by the business of the Board/Society and provide for the remuneration of the Legal Counsel.
 - vi. To invest and deal with any of the funds of KRRRC not immediately required in the daily operation of the organization with advice from appropriately trained accountants or investment specialists.
 - vii. Ensure appropriate processes are in place to allow for the payment, disbursement, and release of funds to the organization; to enter into contracts and execute negotiations for contracts or services for the organization's purposes.
 - viii. Make decisions that will further the aims and objectives of KRRRC.
 - ix. Delegate the powers of the Directors to the Chair to carry out the business of KRRRC.

Section 4: Officers of the Board

- a. The Officers of the Board are:
 - i. Chair
 - ii. Vice-Chair
 - iii. Treasurer
- b. The Chair, Vice-Chair and Treasurer are elected by the Board from among its members.
- c. If a vacancy occurs in any of these positions, the Board may appoint another member to serve in an interim capacity until the election of officers in January.
- d. If the Chair or Vice-Chair is absent or unable to serve in their role, the Board may appoint one of its members to be an Acting Chair or Vice-Chair.
- e. The Officers of the Board will also comprise the Executive Committee of the Board.

Section 5: Duties of the Officers

5.1 Chair

- a. The Chair will preside at all meetings of the Board.
- b. The Chair will only vote on a matter if there is a tie vote.
- c. The Chair is responsible to appoint members to committees of the Board as outlined in these Bylaws.
- d. The Chair sits in an ex-officio capacity on all Board committees.
- e. The Chair may perform other duties as determined by the Board.

5.2 Vice-Chair

- a. Assists the Chair as required and if the Chair is incapacitated or absent, serves as Chair.

5.3 Treasurer

- a. The Treasurer will have appropriate financial skills to exercise duties specific to the role.
- b. Chair of the Finance Committee of the Board.
- c. Will ensure the preparation and custody of all reports, books of account and records of KRRC including funds, financial holdings, assets, credits, sales and purchase of goods and transactions of KRRC.
- d. Ensures audited financial statements are obtained and presented to the Board on an annual basis.
- e. Ensures the annual operating budget is presented to the full Board for approval.
- f. Ensures minutes of all meetings are prepared including the names of those in attendance; all orders, proceedings and decisions or resolutions made by the Directors at the meetings. The Minutes are to be signed by the Chair at the most expedient time and are then considered evidence of the proceedings of the meetings.
- g. Be responsible for the corporate seal.
- h. Ensure all records, books, financial statements, and Minutes of Board meetings are kept at KRRC's registered office and available to members upon one week's notice.
- i. Such other duties as may be assigned by the Board.
- j. KRRC staff may be assigned tasks by the CEO related to the above as determined by the Executive Committee.

Section 6: Conflict of Interest

- a. The Board shall develop, approve, and regularly review a Code of Conduct to govern all members while they serve as Board members. This Code of Conduct is assumed to have the same force and effect as these Bylaws.
- b. Where a member has any direct or indirect conflict of interest while acting/attending as a Board member, he/she/they shall:
 - i. Declare the nature of the conflict at the commencement of the meeting.
 - ii. Withdraw from the meeting when the matter comes up for discussion.
 - iii. Refrain from participating in any discussion around the subject matter and from voting on the matter.
 - iv. Refrain from attempting to influence the decision of other Board members with respect to the matter either before or after the meeting.
- c. Where a Director was not present at a meeting where they could benefit monetarily from a decision on a matter before the Board, they must disclose their interest at the next Board meeting and follow the procedure outlined in (b) above.
- d. The Secretary to the Board must record the declaration of interest as brought forward by a member in (b) or (c) above.

Section 7: Meetings

7.1 Annual General Meeting

- a. An Annual General Meeting (AGM) must be held every calendar year and not later than 18 months from the last AGM. The Chair will provide notice of the time, date, and place of the meeting to all KRRC members at least fourteen (14) days prior to the AGM.
- b. The business of the AGM is to include:
 - i. Review of the minutes of the previous AGM,
 - ii. Presentation of annual report,
 - iii. Any other business as determined by the Board.

7.2 Regular Meetings of the Board

- a. The Board will hold a minimum of 10 meetings per year at a time and place as determined by the Board.
- b. The Executive Assistant to the Board will provide at least 5 business days' notice to Board members of the date, time, and location of the scheduled meeting. All appropriate documentation required for the meeting will be provided to Board members at least 5 days prior to the meeting.
- c. A Quorum (majority) of Directors has the authority to conduct the regular business of the Board. If a Quorum is not present the meeting will not proceed.
- d. Questions arising at the meeting are to be decided by majority vote. In the case of a tie, the Chair will cast the deciding vote.
- e. The Executive Assistant to the Board will record and distribute the minutes of all Board and committee meetings within 10 business days of the meeting.

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7.3 Special Meetings of the Board

- a. The Chair may call a special meeting of the Board by providing advance notice to all Board members.
- b. The Chair will state the purpose of the special meeting and provide any additional information/documentation that may be available.
- c. Any decision from the Special meeting of the Board must be recorded and presented at the next regular Board meeting.

Section 8: Committees of the Board

- a. The Chair will appoint any Standing or other Committees which are approved by the Board.
- b. These committees must include Finance and Audit; Quality Management & Risk, Apple Tree Foundation, Executive and any other committees as approved by the Board.
- c. The committees are to meet at least quarterly, with the exception of Executive which is to meet on an as needed basis.
- d. The Chair of each committee will be appointed by the Chair of the Board following an expression of interest process.
- e. The Chair of each committee will present to the full Board at a regular meeting.

Section 9: Financial Administration

- a. The powers of the Board with respect to borrowing and the use of funds are set out in the KRRC Act. Generally, the Board can use its funds and property for the attainment of its objects and purposes.
- b. The Board will deposit or invest monies in accordance with the KRRC Act or as approved by the Board.
- c. Two of the following: Chair, Vice Chair, Treasurer and the Chief Executive Officer or others designated by the Board, may become Signing Officers, and may make transactions on behalf of KRRC:
 - i. To draw, accept, sign, and make all or any bills of exchange, promissory notes, cheques, and orders for payment of money.
 - ii. To receive all money, release or discharge a debt and provide an account of such.
 - iii. Subject to the approval of the Board, borrow money from a bank or other lending institution.
 - iv. Subject to the approval of the Board, assign and transfer to the bank, trust company or other financial institution, all or any stocks, bonds, or other securities.
 - v. In the name of KRRC, transact any business deemed appropriate.
- d. The Board may designate those who are authorized to:
 - i. Negotiate with, deposit with, or transfer to a bank or other financial institution, for the credit of KRRC, any bills or exchange, promissory notes, cheques, or orders for the payment of money and other negotiable paper.
 - ii. Receive all said cheques and vouchers.

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- iii. Arrange, settle, balance, and certify all books of accounts between KRRC and KRRC's bank.
- iv. Sign the bank's form of settlement of balance and release.
- e. The Fiscal Year of KRRC will be April 1 to March 31 of the following year.

Section 10: Seal of Kings Regional Rehabilitation Centre

The Directors will approve a common seal for KRRC with KRRC's name engraved. The Seal can be used on any instrument for certification with the signatures of any two of the Directors – Chair, Vice Chair or Treasurer. The Directors may choose to authorize another person to affix the seal.

Section 11: Standard of Conduct

A Board member or any staff member shall not divulge confidential information about the organization unless directed by the Board or required by law to do so.

Section 12: Legal Counsel

The Board shall appoint a Legal Counsel to represent KRRC. The Legal Counsel is not eligible for membership on the Board but may attend meetings at the request of the Board.

Section 13: Remuneration

The amount of remuneration to Board members and reimbursement of expenses incurred in the performance of the duties of the Board members shall be consistent with the policy of the Municipality of the County of Kings for reimbursement to other Boards and committees of the Municipality. Board and committee expenses are considered an administrative cost.

Section 14: Auditors and Audits

- a. The Board will appoint an Auditor. This appointment is in effect for a time prescribed by the Board. The Auditor will prepare and provide a report to the Board in accordance with generally accepted accounting standards.
- b. The Directors may remove an Auditor for cause by resolution on majority vote at a special meeting called for that purpose. A new Auditor may be appointed at that time.
- c. Should the Board consider removing an Auditor, notice of that intent will be provided to the Auditor along with the reasoning for such action.
- d. The Auditor's report will be presented annually and made available to Members or stakeholders if requested.
- e. Should an error or misstatement occur in the audited statements, the Auditor will notify the Board immediately and follow their direction to address the matter.

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Section 15: Indemnification of Members of the Board

- a. Every member of the Board, their families, executors, and administrators are indemnified and saved harmless from and against all costs, charges, and expenses while acting in their role as Director. This includes any action, proceeding or suit brought against a Board member while they performed their duties as a Board member unless the Board member action was through willful neglect or dishonesty.
- b. The organization will ensure appropriate indemnification and insurance coverage is in effect for all members of the Board.

Section 16: Appointment of the Chief Executive Officer

- a. The Board shall appoint a Chief Executive Officer (CEO) the day-to-day management of the organization.
- b. The Executive Committee will determine the compensation package and terms of employment for the CEO which will be reviewed on a yearly basis based on performance.
- c. The Board will provide a job description for the CEO.
- d. The CEO is responsible to the Board, through the Chair, for the planning, organizing, and controlling of all aspects of the management and operation of the organization. The CEO is the person responsible for carrying out any policies from time to time established by the Board.
- e. The CEO has and may exercise such power and authority as conferred by these Bylaws, law and rules, regulations, policies, or directives of the Board.
- f. The CEO shall:
 - i. Be an ex-officio member of the Executive Committee and other committees of the Board.
 - ii. Be responsible for the recruitment, retention, control, and dismissal of all employees required to carry out the work of the organization.
 - iii. The CEO shall attend meetings of the Board as required.
 - iv. Arrange for training/education sessions for the Board.
 - v. Perform such other duties as directed by the Board.
- g. The performance review of the CEO shall be done each year by the Executive Committee and will be brought to the full Board for approval.