

# Colaisde na Gàidhlig | The Gaelic College FOUNDATION BY-LAWS

*Note: The following By-Laws are associated with Achd Fonndas Colaisde na Gàidhlig | The Gaelic College Foundation Act as passed by the Province of Nova Scotia House of Assembly. (2018)*

## 1. DEFINITIONS

In these by-laws, unless there is something in the subject or content inconsistent therewith,

- a) "Foundation" means the The Gaelic College Foundation or Fonndas Colaisde na Gàidhlig
- b) "Board" means the Board of Governors of the Foundation
- c) "Chair" means Chairperson
- d) "Vice-Chair" means Vice-Chairperson

## 2. MEMBERSHIP

- a) Only persons as shall be admitted to membership in accordance to these by-laws, and none others, shall be members of the Foundation, and, their names shall be entered in the Registrar of Members, accordingly.
- b) For the purposes of registration, the number of members of the Foundation is unlimited.
- c) Every member of the Foundation shall be entitled to attend any meeting of the Foundation.
- d) Every member of the Foundation who has reached the full age of 18 shall be entitled to vote at any meeting and to hold any office. There shall be no proxy voting.
- e) Membership in the Foundation shall be open to all persons who have a genuine desire to further the objects of the Foundation.
- f) A member may be expelled from the Foundation by the Board of Governors for improper conduct or for action deemed by the Board of Governors to be detrimental to the Foundation's objectives.
- g) Only those Foundation members whose fees are paid shall be entitled to vote at a meeting. Such names shall be ascertained from the Registry of Members maintained by the Board of Governors. Memberships expire one year from the date that the membership fee was paid.
- h) The quorum for an Annual General Meeting, or special meeting of the Foundation, shall be a minimum of fifteen members or a simple majority.

## 3. MEMBERSHIP FEE

The annual fee for membership shall be determined by the Board of Governors and reported at the Annual Meeting of the Foundation.

## 4. FISCAL YEAR

The fiscal year of the Foundation shall be the period from April 1<sup>st</sup> of one year to the 31<sup>st</sup> of March of the following year.

## 5. HEAD OFFICE

The Head Office of the Foundation is located at:

Colaisde na Gàidhlig | The Gaelic College

51779 Cabot Trail, St. Ann's, Nova Scotia

Mailing address: P.O. Box 80

Englishtown, Nova Scotia B0C 1H0

## 6. BOARD OF GOVERNORS

The promotion of the objects, conducting of the affairs and general administration of the Foundation is vested in a Board of Governors.

The Board is composed of:

- a) Not more than seven governors elected by and from the members of the Foundation.
- b) The 'Immediate Past Chair' remains as a governor automatically, without election, as one of the seven governors, for term of no less than one year.
- c) The election of Governors shall occur following the report of the Nominating Committee.
- d) Three Governors shall hold office for a term of 2 years.
- e) Three Governors shall hold office for a term of 3 years.
- (f) As per the Act, one governor is appointed by the Governor in Council (Province of Nova Scotia), for a term of three years.
- g) The Board of Governors shall meet a minimum of four times a year.
- h) Quorum of a Board Meeting shall be a simple majority with no less than four members present.
- i) A Board member is required to participate in 75% of the Board's meetings. A member, who fails to attend two consecutive meetings without adequate excuse, will be deemed to have resigned. The Board may, by resolution; remove the member from the Board, and upon the passage of the resolution, that member ceases to be a member of the Board.
- j) A meeting of the Board, which is to be held within sixty days of the Annual Meeting of the Foundation, shall be deemed the Annual Board Meeting. The Board shall, annually, at that meeting Elect : a Chair - Vice-Chair - Treasurer - Executive Governor. These individuals shall constitute the Executive Committee for the term of office as specified by the Board.

## 7. COMMITTEES

In addition to an Audit Committee, Education Committee, and, a Nomination Committee, the Chair of the Board may establish whatever standing committees are deemed advisable. The Board, via, resolution, shall approve selection for Membership of committees.

## **8. EXECUTIVE COMMITTEE**

- a) The Executive Committee shall be responsible to the Board for administrating the business and financial affairs of the College.
- b) The Executive Committee shall meet: Preceding each Board meeting to review business slated to come before the Board, and, once during each month in which full Board meetings are not scheduled (except during months deemed by the Committee to be a period of inactivity). A special meeting of the Committee can be called at any time by the Chair, or at the request of a majority of Executive Committee members.
- c) The Executive Committee shall be empowered to fulfill any other powers of the Board under terms and conditions as set by the Board of Governors.

## **9. APPOINTMENT OF PRESIDENT AND/OR CHIEF EXECUTIVE OFFICER (CEO)**

- a) The Board of Governors shall have the power to select and appoint a President and/or Chief Executive Officer (CEO) of the College as a permanent staff officer.
- b) The CEO shall hold office at the pleasure of the Board, and upon such terms as may be negotiated from time to time with the Board, and, may not be a member of the Board of Governors.
- c) The CEO shall have the responsibility for all staffing and supervising the work of the College and applying the policy of the Board of Governors. He/she shall be an ex-officio member of all standing committees and shall at all times conform to the specific instructions of the Board of Governors as evidenced by resolutions.

## **10. RESIGNATIONS**

Any Governor may resign at any time upon delivering such resignation in writing and/or electronic mail to the Chair of the Board of Governors. Such resignation shall take effect immediately upon delivery of notification. No acceptance by the Board in writing shall be required.

## **11. BANKING**

- a) All monies received from time to time by the College shall be promptly deposited to the credit of the College in such Financial Institution as may be designated by the Board of Governors.
- b) Signing Officers shall be determined by way of resolution of the Board.
- c) All cheque payments made out by the College shall have two signatures from the list of approved signing officers.

## **12. AMENDMENTS**

- a) No recommendation for changes in by-laws shall be presented to the membership without first having received approval of the Board by a vote of at least two-thirds in number of the members present at a meeting, of the Board, the notice of which has specified the proposed alterations.
- b) Such alterations shall be submitted to the Annual Meeting of the Foundation for approval and all officers and persons acting under any such by-law so repealed may continue to act under existing by-laws until after the approval of the Annual Meeting.



### **13. EFFECTIVE DATE**

This by-law shall come into force when confirmed and adopted by the Foundation members at a duly warned meeting or at the Annual General Meeting.

### **14. VALIDATION OF PREVIOUS ACTS**

All previous by-laws of the Colaisde na Gàidhlig | The Gaelic College are repealed as of the coming into force of these by-laws at the organizational meeting of The Gaelic College Foundation held pursuant to the Act. Such repeal shall not affect the previous operation of any by-law so repealed or affect the validity of any Act done or right, privilege, obligation or liability acquired or incurred under any such by-law prior to its repeal.

### **15. HONOURARY GOVERNORS**

In recognition of distinguished/noteworthy service to Colaisde na Gàidhlig | The Gaelic College, the Board of Governors, may, by way of resolution, recognize individuals with the title of 'Honorary Governor', for life. The title does not hold with it additional meeting, or, voting privileges, outside of standard Foundation membership norms, as described in the Act and associated By-laws.

