



NOVA SCOTIA
FEDERATION OF
MUNICIPALITIES

NSFM By-laws

LEGISLATION

The Nova Scotia Federation of Municipalities, formerly the Union of Nova Scotia Municipalities, was incorporated in 1981 under the Act to Incorporate the Union of Nova Scotia Municipalities (attached as Appendix A to these by-laws). The Act was amended on May 22, 2003.

DEFINITIONS

In these bylaws:

"Act" means Chapter 103 of the Acts of 1981, An Act to Incorporate the Union of Nova Scotia Municipalities;

"Board" means the Board of Directors of the Federation;

"Director" means a Member of the Board;

"Elected Municipal Official" means a person who holds an elected office in a Member Unit;

"Federation" is the Nova Scotia Federation of Municipalities, formerly called the Union of Nova Scotia Municipalities;

"Good Standing" means a Member Unit's annual membership dues are paid in full;

"Local government" includes a town, a regional municipality, a municipality of a county and a municipality of a district;

"Member Unit" means a municipal unit that is a member in good standing of the Federation;

"Past President" is the person who held the office as President prior to the election of officers held at the most recent Annual Conference, and who is still an Elected Municipal Official

“Policy” means a document, approved by the Board that is on file at the Federation office, that contains statements of principle, procedures or protocols about how certain work of the Federation is to be done;

“Regional Municipality” means a regional municipality established by, or continued pursuant to, the Municipal Government Act.

"Rural Municipality" means a county or district municipality

"Town" means an incorporated town

ARTICLE 1 – NAME

The name of the organization is the Nova Scotia Federation of Municipalities.

ARTICLE 2 - OBJECTIVES

The objectives of the Federation, as outlined in Section 4 of the Act are to:

- a) represent the interests of municipal governments in the Province, and to act as the advocate for member units on all such matters as are properly within the jurisdiction of the government of the Province;
- b) carry out, or cause to be carried out, such research activities as will assist in the betterment and encourage a higher degree of efficiency of local government in the Province;
- c) act as a clearing house for the collection, exchange and dissemination of statistical data and general information on all matters of municipal practices and procedures;
- d) hold Annual Conferences for information, discussion and resolutions, and to hold a general workshop and discussion sessions at each Annual Conference to give delegates an opportunity to present problems of concern;
- e) promote and strengthen what is best in local government and service;
- f) protect the rights and privileges of responsible government in municipal affairs;
- g) further municipal interests by encouraging cooperation between municipal units;

- h) undertake such activities on its own or in concert with others as may be in the best interests of local government in the Province;
- i) to do all such other acts and things as are incidental or conducive to or consequential upon the attainment of the objects in the exercise of the powers of the Federation.

ARTICLE 3 - MEMBERSHIP/CAUCUSES

3.1 Conditions of Membership

Every Nova Scotia municipality is eligible for membership in the Federation.

3.2 Fees

Members must pay the annual membership fee and upon payment they become or remain Member Units.

3.3 Resignation

- a) Member Units may apply to the Board to resign by providing written notice directed to the Chief Executive Officer.
- b) A resignation by a Member Unit is not effective until accepted by a resolution of the Board.

3.4 Termination of Membership

Member Units cease to be members upon:

- a) dissolution of a municipality, or
- b) failure to pay the annual membership fee in the year in which the fee is due.

3.5 Reinstatement of Membership

A former member may not apply to be reinstated to membership unless it has deposited with the CEO a sum equivalent to its membership fee for the current year, which sum will be applied to the membership fees if the application is accepted.

3.6 Rights of Members

- a) A Member Unit
 - is a member of a Caucus, without additional fees
 - must receive notice of members' meetings, and

- b) may send Elected Municipal Officials to members' meetings, where they are voting delegates and may speak and vote on behalf of the Member Unit
- c) may send municipal staff as advisors to Elected Municipal Officials to members meetings. Staff advisors shall not have voting rights but shall be entitled to speak at such meetings.
- d) may, through an Elected Municipal Official, inspect the annual financial statements, minutes of Board meetings and other books and records of the Federation, that are not confidential, at the office of the Federation on one week's notice to the President or Chief Executive Officer.
- e) request for inspection pursuant to para. (d) must be in writing, addressed to the President or Chief Executive Officer and must specify the proposed time and identify the name of the person who will attend for the requested inspection.

3.7 Elected Municipal Officials

Every Elected Municipal Official may:

- a) attend any members' meeting of the Federation held pursuant to Art. 6.2 and 6.5;
- b) vote at any members' meeting of the Federation;
- c) be elected as an officer under Art. 4.1

but may not be paid or receive any personal benefit from the Federation, other than for reimbursement of expenses or a per diem allowance when serving on the Board or a committee.

3.8 No Transfer of Rights

Rights of an Elected Municipal Official to the Federation are not transferable.

3.9 Membership Shall Cease

An Elected Municipal Official membership shall cease:

- a) upon death, or
- b) if the Member Unit resigns by written notice to the Federation, or
- c) if, by a vote of the majority of the members of the Federation or a majority vote of the Directors of the Federation at a meeting duly called and for which notice of the proposed action has been given, the Elected Municipal Official credentials to the Federation have been terminated.

3.10 Caucuses - Role and Governance

- a) There are caucuses of Member Units constituted as follows:
 - i. The regional municipalities, excluding the Region of Queens Municipality,
 - ii. The towns,
 - iii. The rural municipalities, including the Region of Queens Municipality.
- b) No Caucus has the authority to speak on behalf of the Federation or to bind the Federation.
- c) Caucuses operate within the framework of the Federation and as part of the Federation structure and have no independent legal existence separate from the Federation.
- d) Procedures on election of a Caucus member to be a caucus chair are outlined in the "Federation Elections Policy".
- e) Each Caucus
 - must elect Elected Municipal Official to serve as Caucus Chair, who then is appointed to serve as a member of the Board;
 - may make recommendations to the Federation on matters of interest and concern to members of the Caucus;
 - may adopt procedures and terms of reference, consistent with the Act and By-Laws, governing their operations, which terms of reference and any amendments to these documents must be filed with the Federation's Office.
- f) No municipal unit may be a member of a caucus unless it is a Member Unit of the Federation.

ARTICLE 4 – OFFICERS

4.1 Officers

- a) The Officers of the Federation are the President, Vice President and Past President.
- b) The Officers are subject to the control, direction and established policies of the Board of Directors.
- c) The President and Vice President of the Federation are elected by Elected Municipal Officials at the Annual General Meeting and serve a one-year term or until their successors are elected at the next Annual General Meeting.

- d) The Officer positions rotate on an annual election cycle so that the positions of President, Vice President and Past President are filled by Elected Municipal Officials from towns, rural municipalities and regional municipalities in sequence.
- e) For greater clarity, in 2019-20, the President is from a town; the Vice President is from a rural municipality and the Past President is from a regional municipality. In 2020-21, the President shall be from a rural municipality, the Vice President from a regional municipality and the Past President from a town. In 2021-22, the President shall be from a regional municipality, the Vice President from a town and the Past President from a rural municipality. This cycle will continue in the previously described order.
- f) Specific procedures for election of Federation officers and other officials shall be governed by the "Federation Elections Policy".

4.2 Powers and Duties of Officers

- a) The President:
 - is responsible for the general direction of the affairs of the Federation;
 - chairs all meetings of the Board of Directors, Executive Committee, and special meetings;
 - performs any duty as assigned by the Board;
 - may vote at meetings of the Board;
 - serves as an ex officio non-voting member of all Federation committees.
- b) The Vice President:
 - exercises the authority of the President in the absence or incapacity of the President;
 - chairs the Resolutions Committee;
 - performs other duties as assigned by the Board;
 - serves as an ex officio non-voting member of all Federation committees.
- c) The Past President:
 - chairs the Nominations Committee;
 - performs other duties as assigned by the Board.

4.3 Chief Executive Officer

- a) The Board must appoint a Chief Executive Officer.
- b) The Chief Executive Officer, under the direction of the Board, is responsible for the management and coordination of all phases of the operation, administration,

finances, organization, supervision and maintenance of all activities of the Federation.

- c) Specific duties of the Chief Executive Officer are outlined in the "Federation Chief Executive Officer Policy".
- d) In the absence of a Chief Executive Officer the Board must appoint a person to serve as interim Chief Executive Officer.

4.4 Execution of Contracts

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Federation by any two of the President, Vice-President and the Chief Executive Officer, or as otherwise as prescribed by resolution of the Board.

ARTICLE 5 - BOARD OF DIRECTORS

5.1 Powers

The powers governing the Board of Directors are granted by *An Act to Incorporate the Union of Nova Scotia Municipalities* (1981) as amended.

5.2 Composition

The Board of Directors consists of thirteen (13) members:

- the President,
- the Vice President,
- the Past President,
- the Chairs of the caucuses, appointed by them,
- two (2) Elected Municipal Officials representing the Rural Caucus,
- two (2) Elected Municipal Officials representing the Towns Caucus,
- two (2) Elected Municipal Officials representing the Regional Municipality Caucus, and
- a voting representative appointed by the Association of Municipal Administrators

5.3 Election

- a) The Board is elected by Elected Municipal Officials at the Annual General Meeting and members serve a one-year term or until their successors are elected at the next Annual General Meeting.
- b) Elected Municipal officials may be nominated for membership on the Board by any member.

- c) Elections are held in accordance with the Federation's Elections Policy which is attached as Appendix 1 to these By-laws.

5.4 Indemnification

- a) The Federation must maintain Officers and Directors Insurance that indemnifies the Directors for actions in the normal course of their duties.
- b) Directors or Officers may rely on the accuracy of any statement or report prepared by the Federation's auditor.
- c) The Federation indemnifies each Director against all costs and charges resulting from any act done as a Director for the Federation, except for acts of fraud, dishonesty, or bad faith.
- d) No Director is liable for:
- the acts of any other Director, Officer or employee,
 - any loss or damage as a result of acting on that statement or report of the Federation's Auditor,
 - any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Federation,
 - any loss due to an oversight or error in judgement, or
 - an action when acting as a Director or Officer, unless the act is fraud, dishonesty, or bad faith.

5.5 Executive Committee

- a) The Executive Committee consists of the President, Vice President, Past President, and Chairs of the caucuses.
- b) The Chair of the Regional Caucus cannot be from the same municipality as one of the Officers.

5.6 Term Limits

- a) A Board Member may serve seven (7) consecutive years on the Board.
- b) A Board Member who serves seven (7) consecutive years on the Board must wait one year before being reappointed or re-elected to the Board.
- c) Article 5.6 (a)(b) does not apply if:

- i. a new member does not come forward to replace a Board member who has reached the term limits
- ii. a Board Member becomes Vice President in their sixth or seventh consecutive year on the Board.

5.7 Removal of a Board Member

A Board Member, who without excuse satisfactory to the Board, is absent from three (3) consecutive meetings of the Board, is deemed to have resigned from the Board.

5.8 Code of Conduct & Conflict of Interest

- a) The Federation's Code of Ethical Conduct adopted by the Board applies to all Directors, Officers and members of Committees of the Federation.
- b) The Municipal Conflict of Interest Act applies to all Federation meetings. No Elected Municipal Official is entitled to vote or be present at the portion of a meeting where matters being discussed may create a conflict of interest for that Elected Municipal Official. If such a matter arises, the affected person shall immediately declare a conflict. A conflict of interest shall be as described in the Municipal Conflict of Interest Act.

5.9 Board Expenses

- a) Directors and Officers serve without remuneration and may not receive any profit from their positions, including the receipt of loans, loan guarantees or advance funds to any Director.
- b) The Federation reimburses Board Members for reasonable expenses incurred while undertaking Federation business and provides a per diem allowance to each Board member. Such expense reimbursement and per diem allowances are governed by the "Federation Expenses Policy".
- c) The President, in lieu of a per diem allowance, receives an annual stipend as determined by the Board of Directors.

5.10 Vacancies

- a) If that the President or Vice President resigns or becomes ineligible to serve as a member of the Board, the Board must appoint an eligible replacement from the same caucus to serve as President or Vice-President for the remainder of the term.

- b) If the Past President is no longer an elected municipal official, the Past-President position is to be assumed by the most recent Past-President still holding elected municipal office in Nova Scotia and willing to serve.
- c) In the event any other Board Member resigns or becomes ineligible to serve, the vacancy is to be filled by a replacement member elected by the relevant caucus. If the vacancy is not filled within sixty (60) days, the Board of Directors must appoint an eligible replacement. Service as a replacement is not considered a term for purposes of calculating term limits.
- d) In the event that a replacement is required as per Article 5.10(c), a Caucus must call for nominations from members of the caucus and may utilize electronic voting.

ARTICLE 6 - MEETINGS

6.1 Board of Directors

- a) The Board must meet at least six times per year.
- b) Immediately following the Annual General Meeting, the Board must meet in order to set the dates for its future meetings, make any necessary appointments and conduct any matters that must be considered by the Board.
- c) Notice of Board meetings are to be given by the Chief Executive Officer to all directors at least one week before the meeting.
- d) Meetings of the Board and committees may be conducted in person or by teleconference, videoconference or other electronic means.
- e) Any action taken during or as a result of by teleconference, videoconference or other electronic meeting is the same as if the members of the Board or Committee were physically present at the meeting.
- f) The Board may establish a “Policy on Meetings” that, among other matters allows a vote on a motion via email.

6.2 Annual Conference

- a) The Board of Directors must set the time and place of the Annual Conference to be held in the fall of each year.

- b) The CEO must provide Member Units with written notice of the Annual Conference and the Annual General Meeting at least thirty-one (31) days before the meeting.
- c) The Annual General Meeting will take place during the Annual Conference and must conduct the following business:
 - Consider and approve the minutes of the previous Annual Meeting and any special meetings held since the previous Annual Meeting,
 - Consider and approve the audited financial statements,
 - Appointment of Auditors for the fiscal year,
 - Consider and approve any proposed amendments to the by-laws,
 - Consider and approve any borrowing resolution proposed by the Directors,
 - Elect the President and Vice-President, who assume office immediately after the adjournment of the Annual Meeting;
 - As required by these by-laws, elect Board Members, which assumes office immediately after the adjournment of the Annual Meeting;
 - Any other business properly brought before the Meeting
- d) Every Member Unit may send delegates to the Annual Conference, the caucus meeting of units representing that classification of Member Unit, or any special meeting of the Federation.
- e) All other procedural issues relating to meetings of the Federation (regular, special, board, executive committee, caucuses, and annual general meeting) are outlined in the Federation Rules of Procedure Policy.

6.3 Caucus Meetings

- a) Each Caucus holds its annual meeting during the Annual Conference.
- b) Caucus meetings may be called by the Chair of the Caucus on the request of five (5) Member Units except for the Regional Caucus, in which case a caucus meeting is to be held on the request of one (1) Member Unit.

6.4 Special Meetings

- a) Special Meetings of the Federation may be called by the Board or upon written request signed by at least one-third of the Member Units with all three caucuses represented.
- b) Special Meetings must be called within thirty (30) days of such request.
- c) At least seven (7) days prior to a Special Meeting, the CEO must give written notice to all members specifying:

- i. the date, place and time of the meeting, and
 - ii. the nature of business, such as the intention to propose a special resolution, and the non-receipt of notice by any member shall not invalidate the proceedings.
- d) Notice by e-mail to the address used by the Federation for communication with members constitutes written notice.
- e) No other business shall be conducted at Special Meeting without the unanimous consent of those present.

6.5 Quorum

- a) No business may be transacted at a Board meeting or at Federation meetings unless a quorum of Elected Municipal Officials is present.
- b) If within thirty minutes from the time appointed for the meeting a quorum is not present, the meeting can only be convened by those gathered for the sole purpose of setting the date for another meeting.
- c) Where a meeting begins with the requisite quorum and such quorum is lost before the conclusion of the meeting, no more business may be conducted until a quorum is resumed.
- d) A quorum of the Board of Directors is seven (7) Directors.
- e) A quorum of the Executive Committee is four (4) Executive members.
- f) A quorum for the Annual General Meeting or a Resolutions Session is 25 Elected Municipal Officials with at least one Elected Municipal Official from each caucus.
- g) A quorum for each Caucus may be determined by each Caucus.
- h) A quorum for Special Meetings is the same as the Annual General Meeting.
- i) A quorum for a Committee is half the appointed membership of the Committee

ARTICLE 7 - COMMITTEES

- a) The Board of Directors may establish committees to achieve its mandate.
- b) The Board of Directors must adopt Terms of Reference for each committee.
- c) The Standing Committees of the Federation are:
 - Executive Committee
 - Nominations Committee

- Resolutions Committee
- Audit Committee

ARTICLE 8 - AUDIT OF ACCOUNTS

- a) The Auditor of the Federation is appointed by resolution at the Annual General Meeting.
- b) At each Annual General Meeting the Auditor, must provide a written report to the Member Units of the results and conclusions of its audit.
- c) At least every three years the Board must review the performance of the Auditors and present the results of that review at the Annual General Meeting.

ARTICLE 9 - PARLIAMENTARY AUTHORITY

In all cases not specifically addressed in any special procedural rules policy that the NSFM may adopt, the rules contained in the current edition of Robert's Rules of Order Newly Revised (RONR) shall govern NSFM proceedings.

ARTICLE 10 – BY-LAW AMENDMENTS

- a) These By-Laws may be amended at the Annual General Meeting or a Special Meeting, on a motion passed by two thirds (2/3) of voting members present.
- b) Notice of proposed amendments to the by-laws must be provided at least twenty-eight (28) days prior to the meeting at which it is to be discussed.

Approved: October 15, 2003

Amended: November 6, 2019

Appendix A

CHAPTER 103-ACTS OF 1981
An Act to Incorporate
the Union of Nova Scotia Municipalities
(As amended up to and including May 2003)

Be it enacted by the Governor and Assembly as follows:

1 This Act may be cited as the Union of Nova Scotia Municipalities Act.

Definitions

2 In this Act,

(aa) "former member unit" means a municipal unit that was, immediately prior to the coming into force of this Act, a member of the unincorporated Union;

(b) "member unit" means a municipal unit that is a member of the Union;

(c) "municipal unit" means a regional municipality, town or municipality of a county or a municipality of a district; (1996)

(ca) "regional municipality" means a municipal unit incorporated as a regional municipality by or pursuant to an Act of the Legislature; (1996)

(d) "unincorporated Union" means the Union of Nova Scotia Municipalities prior to the incorporation of the Union;

(e) "Union" means the Union of Nova Scotia Municipalities incorporated by this Act.

3 The former member units and such municipal units which become members of the Union in accordance with the provisions of this Act and by-laws made thereunder are hereby created a body corporate under the name of the "Union of Nova Scotia Municipalities".

4 The objects of the Union are,

(a) to represent the interests of local governments in the Province, and to act as the advocate for member units on all such matters as are properly within the jurisdiction of the government of the Province;

(b) to carry out, or cause to be carried out such research activities as will assist in the betterment and encourage a higher degree of efficiency of local government in the Province;

- (c) to act as a clearing house for the collection, exchange and dissemination of statistical data and general information on all matters of municipal practices and procedures;
- (d) to hold Annual Conferences for information, discussion and resolutions, and to hold a general workshop and discussion sessions at each Annual Conference to give delegates an opportunity to present problems of concern;
- (e) to promote and strengthen what is best in local government and service;
- (f) to protect the rights and privileges of responsible government in municipal affairs;
- (g) to further municipal interests by encouraging cooperation between municipal units;
- (h) to undertake such activities on its own or in concert with others as may be in the best interests of local government in the Province; and
- (i) to do all such other acts and things as are incidental or conducive to or consequential upon the attainment of the objects in the exercise of the powers of the Union.

Powers

- 5 The Union may exercise such powers and engage in such activities as are necessary or conducive to the attainment of its objects and, without restricting the generality of the foregoing, may
- (a) purchase, acquire by gift or otherwise, take, lease, hold and enjoy real and personal property or any other interest by ownership, lease or otherwise and use and apply the same to the realization of the objects of the Union;
 - (b) raise money for the purposes of the Union;
 - (c) draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, cheques and other negotiable and transferable instruments;
 - (d) borrow on the security of its real and personal property, or either of them, or on any other security, or without any security whatever, all such money as it shall deem necessary, and mortgage, pledge or otherwise charge its real and personal property or any part thereof for the purpose of securing any sum or sums so borrowed;

- (e) improve, enlarge, repair, erect and maintain any building or buildings suitable for the purposes of the Union;
- (f) mortgage, lease, sell or otherwise dispose of, or deal with any of the assets of the Union as it may deem expedient; and
- (g) do all such other things as may be necessary or incidental to the attainment of the objects and purposes of the Union.

- 6
- (1) There shall be a Board of Directors of the Union.
 - (2) The Board of Directors shall be elected or appointed by representatives of member units in accordance with the by-laws of the Union.
 - (3) The Board of Directors may, subject to the by-laws of the Union,
 - (a) exercise the powers of the Union; and
 - (b) appoint committees and delegate to committees such powers and duties as the Board of Directors considers necessary or desirable.
 - (4) Notwithstanding subsection (2),
 - (a) the members of the Executive Committee of the Union holding office immediately before the coming into force of this Section are the first Board of Directors and hold office until a Board of Directors is elected or appointed in accordance with that subsection; and
 - (b) the officers of the Union holding office immediately before the coming into force of this Section continue to hold office until their successors are elected in accordance with the by-laws of the Union.

By-laws

- 7
- (1) The Board of Directors may make by-laws not inconsistent with this Act or contrary to law providing for the conduct and management of the affairs, business and property of the Union, and for the exercise of its objects, and without restricting the generality of the foregoing may make by-laws.
 - (a) prescribing the terms and conditions of membership in the Union, and suspension or expulsion therefrom;
 - (b) prescribing the fees payable by member units;
 - (c) prescribing the rights and obligations of membership;

- (d) regulating and governing the appointment, functions, duties, remuneration, suspension and removal of employees;
- (e) regulating the calling, holding and conduct of meetings and conferences of the Union, the Board of Directors and other committees;
- (ea) respecting the election of officers and members of the Board of Directors and members of committees and prescribing the duties thereof; (1994-95, c.34, s.6)
- (eb) respecting the right to vote and the manner of voting by delegates at any meeting of the Union; (1994-95, c.34, s.6)
- (f) any matter incidental or necessary for the carrying out and management of the objects and affairs of the Union.

Signing Officers

8. The Union, by such signing officers as are authorized by its by-laws, may make and execute under the corporate seal of the Union deeds, leases in which the Union is either landlord or tenant, mortgages and other conveyances of the real and personal property or any interest therein held by the Union.

Non-Profit Organization

9. Any profits derived from carrying out the affairs and business of the Union shall be devoted and applied solely in promoting and carrying out its objects and exercising its powers and shall not be divided among its member units.

Not Personally Liable

10. No officer or employee of the Union shall be personally liable for any debt, liability or obligation of the Union unless he specifically renders himself liable in his individual capacity.

Successor

11. Upon the passing of this Act all property belonging to or held in trust or by the unincorporated Union hereby vests in and belongs to the Union, and the Union shall be the successor to the unincorporated Union.

Additional Powers

12. In addition to the power by law vesting in a body corporate and without limiting the generality of any powers conferred by this Act, the Union shall have, for the purpose of carrying out its objects, the power to
- (a) Contract with any person respecting any matter within the power or objects of the Union and to do all such acts, deeds and things and to execute all such documents as may be considered expedient in the attainment of the objects of the Union and
 - (b) enter into agreements with
 - i. the Government of the Province,
 - ii. any department, board, commission, corporation or agency of Her Majesty in the right of the Province, and
 - iii. any municipal unit or department, board, commission, corporation or agency thereof.

to carry out the purpose of this Act and may by such an agreement establish intergovernmental or other committees to co-ordinate or implement programs relating to the objects of the Union.

Tax Exemptions

13. The Union and its property are exempt from taxation under or pursuant to any enactment of the Legislature.

Union Deemed Municipality

14. For the purpose of
- (a) any enactment conferring upon a municipal unit a tax exemption of property, and
 - (b) any enactment providing for a grant or assistance to be paid to a municipal unit,
- the Union shall be deemed to be a municipality.

By-laws, Rules and Regulations

15. All by-laws, regulations and rules of procedure of the unincorporated Union remain in force and apply to the Union until they are amended or repealed by the Union.

NOTE: The headings in bold type have been inserted for convenience only and are not part of the Act.