

DCI DESIGN AND CONSTRUCTION INSTITUTE OF NOVA SCOTIA

PO Box 93, Halifax PO Central, NS B3J 2M4

MEMORANDUM OF ASSOCIATION OF NOVA SCOTIA BY-LAWS

February 2024

1. Purpose - Mission, Vision, Values

1. The name of the Society is the "DESIGN & CONSTRUCTION INSTITUTE"

2. The objectives of the Society are:

- a. To promote the development and expansion of the design and construction industry in the Province of Nova Scotia.
- b. To advance co-operation and understanding among the various facets of the design and construction industry in the Province of Nova Scotia.
- c. To create, assist, sponsor, administer or otherwise affect ways and means of solving operational problems of procedure and policy between the various facets within the design and construction industry, in the Province of Nova Scotia.
- d. To promote friendly and cordial relations between participants and organizations associated with the design and construction industry in the Province of Nova Scotia.

3. The activities of the Society are to be carried on within the Province of Nova Scotia.

4. The registered office of the Society is at a location in the Province of Nova Scotia as established by the Board of Directors on an annual basis.

Vision: A vibrant and mutually supportive Design and Construction Industry in the province of Nova Scotia.

Mission: To provide a forum for the discussion and resolution of common issues facing the design and construction industry and to foster supportive relationships amongst members.

Values:

- *Respect:* We treat our membership and community at large with dignity and respect.
- *Integrity:* We act with integrity and communicate directly, honestly, and transparently.
- *Innovation:* We encourage innovation, growth and continuous improvement within our industry.
- *Commitment:* We commit to improving the design and construction of our built environment.

2. MEMBERSHIP

1. Members can subscribe either through invited membership or through the online platform. Members can register under the following 4 categories:
 - Individual member
 - Student member
 - Industry Retiree member
 - Life Member (Past Directors Only)

2. The Directors of the Institute shall subscribe to the Memorandum of Association.

3. Members shall subscribe to these by-laws.

4. The names of the members shall be entered in a book kept by the Institute to be entitled "The Register of Members".

5. Membership shall be for a 1-year term with the exception of "life members." Life members are those who joined and served the institute as a director, committee member or member of the executive committee for a 4-year term on or before 2024.

6. Voting members shall have one vote at general meetings of the Institute.

7. Honorary Members may be appointed by the Board of Directors in recognition of non-DCI members who are prominent supporters of the design and construction industry. Such individuals will be life members of DCI with non-voting status.

8. Distinguished Members may be appointed by the Board of Directors each year in recognition of individuals who embrace the Vision, Mission, and Values defining DCI and have demonstrated outstanding leadership and contribution to DCI. Distinguished Members shall enjoy all rights and privileges of membership for life.

3. MEETINGS

1. The Annual General Meeting of the Institute shall be held each year at an appropriate time following the end of the fiscal period when the annual reports, budget and annual financial statement of the Institute shall be presented and when the Board of Directors and Officers of the Institute shall be elected.

2. Special meetings of the institute shall be called by the President or, in their absence, on written request of no less than 9 members of the Institute.

3. Minimum of 10 working days notice of general meetings of the Institute shall be communicated to each member of the Institute.

4. BUSINESS YEAR

1. The business and financial year of the Institute shall be from the first day of January to the last day of December.

5. QUORUM

1. Nine voting members of the Institute shall constitute a quorum for any meeting of the Institute.

6. EXPULSION OF MEMBERS

1. The Institute may, by resolution, and approved by no less than 9 directors of the board of directors in attendance at a regularly called meeting of the Institute, expel any member from the Institute.

7. DIRECTORS AND OFFICERS

1. The Board of Directors shall consist of not less than fifteen (15) nor more than twenty (20) members.

2. New Directors of the Institute shall be elected to a four (4) year term by resolution of the membership passed at each Annual General Meeting.

3. Each year a nominating committee consisting of at least two current Board members shall prepare a list of at least four (4) nominees for election as new Directors and present it to the Annual General Meeting of the Institute.

4. The Nominating Committee will make its best effort to accommodate proportionate representations on the Board of Directors to ensure representation from all significant aspects and stakeholders of the industry. (ex; owners, consultants, contractors, suppliers)

5. At the recommendation of the nominating committee, an outgoing Director may be re-elected as a Director for an additional two (2) year term or such shorter period as may be proposed by the nominating committee.

6. At the recommendation of the nominating committee, an outgoing or past Director may be re-elected as a Member-at-Large. Members-at-Large are eligible to vote when in attendance, and as needed to supplement to the Board of Directors as needed to meet quorum.

7. At the Annual General Meeting, voting members shall elect from among the directors an Executive Committee (Officers) consisting of a President, a Vice President, a Secretary and a Treasurer. To be eligible for President or Vice President, a director must have served for a minimum of 1 year. Officers may be re-elected for an additional one (1) year term or such shorter period as may be proposed by the nominating committee.

8. The President shall have no vote at meetings of the Institute, except in case of a tie.

9. Directors shall be required to pay Annual Dues as determined by the Board of Directors.

10. Directors who have arrears in Annual Dues for a period longer than 90 days shall be suspended from the Board until such time as their dues are brought current. Directors who have arrears in Annual Dues for a period longer than twelve months shall be dismissed from the Board.

8. MEETINGS OF DIRECTORS

1. The Directors shall hold meetings at the discretion of the President for a minimum of eight (8) meetings each year.
2. Notice of meetings of the Directors shall be communicated to each director at a minimum of 10 working days before the meeting is to take place.
3. No less than 9 directors of the board of directors shall constitute a quorum at any meeting of the Directors.
4. From time to time, the Officers may decide there may be the need for electronic voting. No less than 9 directors of the board of directors shall constitute a quorum for electronic voting.

9. POWERS OF THE DIRECTORS

1. Without limiting or restricting the generality of authority conferred upon or vested in them, the Directors shall have authority subject to these by-laws to:
 - a. Carry on the day-to-day business of the Institute;
 - b. Constitute and appoint committees, prescribe their functions, duties and powers;
 - c. Subject to limitations imposed by any trust, to invest funds of the Institute in such manner as the Directors deem expedient, and which funds may be required for immediate current or capital expenditures;
 - d. Expend over such times and in such manner as the Directors deem advisable, such sums of money as may be to the credit of the Institute whether income from fees or received through grant, gift, bequest, donation or otherwise;
 - e. Rent, lease or otherwise obtain, maintain and keep in proper order and condition, such building or parts thereof and equipment, furniture and other chattels as the Directors consider necessary for the operation of the Institute and to dispose of same as and when, in their discretion, the Directors deem appropriate;
 - f. Exercise any or all the powers conferred upon the Institute, and as would apply to the Executive direction of the Institute, under the Society's Act of Nova Scotia;
 - g. Two (2) Directors will be appointed by the Board to review and provide their written comments to the Board on both the current year's financial transactions and the

Treasurer's prepared annual statement of financial position prior to the Annual General Meeting. This will be the audit committee.

10. SIGNING POWER

1. All contracts, deeds, cheques, negotiable instruments, and other documents requiring the seal of the Institute shall be executed by any two of the President, Vice-President, the Secretary, or the Treasurer.

11. DUTIES OF SECRETARY, TREASURER & VICE PRESIDENT

1. The Secretary shall have charge of the Minute Book; Register of Members and such other records of the Institute as the Directors shall determine. The Secretary shall cause records to be made and preserved of all meetings of the Institute, Board of Directors and all committee meetings. The Secretary shall have the custody of the Institute seal.

a. The Secretary shall file within 14 days of the Annual General Meeting with the Registrar of Joint Stocks all information required under the Societies Act including the balance sheet, statement of income and expense signed by two directors, the list of Directors and any special resolutions.

2. The Treasurer shall have charge of the books of accounts and shall generally supervise the receipts and expenditures of the Institute and shall be the custodian of its funds provided that the Directors may from time to time transfer or delegate any or all of the powers to the Treasurer. All funds shall be deposited by him or her in a Chartered Bank designated by the Directors.

a. The Treasurer shall ensure preparation of an annual statement of the financial position of the Institute and shall present the report to the members at the Annual General Meeting. The Board will appoint two (2) of its Directors to review and provide their written comments to the Board on both the current year's financials and the Treasurer's prepared annual statement of financial position prior to the Annual General Meeting.

3. The Vice President shall assume the duties of the President in his or her absence and shall have responsibility for providing continuity of planning and administration within the Institute.

12. DUTIES OF THE PRESIDENT

1. In addition to the duties of the President mentioned in the above Articles, the President will chair all meetings of the Boards of Directors, prepare the meeting agenda, act on behalf of the Board as requested by the Board and represent the Institute at official functions when the Institute has been invited to attend.

13. MISCELLANEOUS

1. These By-Laws may be amended by a special meeting as prescribed in section 3.2 above.