

Nova Scotia Rainbow Action Project Proposed Bylaw Amendments 2017

| Article | Motion | Current Bylaw | New Bylaw | Rationale |
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| 26, 27 (x2), 30, 34, 35, 36(a) and 38 | Motion to strike gendered pronouns (he, him, his, she, her, hers) in articles 26, 27 (x2), 30, 34, 35, 36(a) and 38 and replace with they, their, them, or theirs. | Affects articles 26, 27 (x2), 30, 34, 35, 36(a) and 38 | New bylaws use they, their, them, theirs | Bylaws need to be updated to use gender neutral language instead of binary language that does reflect the gender spectrum. |
| 5 | Motion to strike "to the support of the Society in an amount to be determined at the General Meeting" and replace with "a fee determined by the Society" in article 5 | 5. The following shall be admitted to membership in the Society: "Member" - any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society and contributes to the support of the Society in an amount to be determined at the General Meeting. | 5. The following shall be admitted to membership in the Society: "Member" - any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society and contributes a fee determined by the Society. | Current language ambiguous and practice of setting membership fees has not been done at recent General Meetings. |
| 6 | Motion to strike "to the support of the Society in an amount to be determined at the General Meeting" and replace with "a fee determined by the Society" to article 6 | 6. Any organization or any individual over the age of 18 years residing outside Nova Scotia that upholds the objects of the Society and contributes to the support of the Society in an amount to be determined at the General Meeting shall be admitted as an Associate member in the Society. Associate members of the Society shall be entitled to attend any meeting of the Society but shall not vote at any meeting of the Society or hold any office. | 6. Any organization or any individual over the age of 18 years residing outside Nova Scotia that upholds the objects of the Society and contributes a fee determined by the Society shall be admitted as an Associate member in the Society. Associate members of the Society shall be entitled to attend any meeting of the Society but shall not vote at any meeting of the Society or hold any office. | Current language ambiguous and practice of setting membership fees has not been done at recent General Meetings. |
| 7 | Motion to add "unless advanced notice of proxy voting is given as determined by the Society." to article 7. | 7. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting. | 7. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting, unless advanced notice of proxy voting is given as determined by the Society. | Proxy voting may be added as needed by the Society to accommodate members who can not travel to the location of the meeting. This may need to be considered as many members reside outside of Halifax where most meetings of the Society take place. |
| 11 | Motion to add the heading "General Meetings" before article 11. | | | Heading missing in current document |
| 12 | Motion to strike article 12 and replace with the following "12. Thirty days' notice of a general meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by email to each member at their last known e-mail address, and posted publicly on the Society website and social media platforms. Any notice shall be deemed to have been given by e-mail when transmission has been confirmed. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting." | 12. Thirty days' notice of a meeting , specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by facsimile or by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. | Thirty days' notice of a general meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by email to each member at their last known e-mail address, and posted publicly on the Society website and social media platforms. Any notice shall be deemed to have been given by e-mail when transmission has been confirmed. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. | The intent of this article remains the same but it has been updated for current communications practices. |
| 13 | Motion to add "if auditors have been appointed;" after "...the report of the auditors" and "at the discretion of the Society" after "Appointment of Auditors" in article 13 | 13. At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business: Minutes of preceding general meeting; Consideration of the annual report of the directors; Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; Election of directors for the ensuing year; Appointment of Auditors. All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society. | 13. At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business: Minutes of preceding general meeting; Consideration of the annual report of the directors; Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon, if auditors have been appointed; Election of directors for the ensuing year; Appointment of Auditors at the discretion of the Society. All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society. | Audited financial statements are not required for non-profit societies under with an annual budget under \$100,000. Therefore the Society may wish wave the requirement to appoint auditors at the General meeting. |
| 14 | Motion to strike "any" and add "a general" and strike "5" and add "15" in article 14. | 14. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members . | 14. No business shall be transacted at a general meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen (15) members. | Updated to specify that this article refers to general meetings (not board meetings). Threshold of quorum is recommended to increase to for better democratic practice. |

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| 28 | Motion to add "Or Chair" after "the Secretary" to article 28. | 28. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors. | 28. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary or Chair . A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors. | Update to recognize the practice where either the Secretary and Chair can call meetings. |
| 29 | Motion to add ", in person, by speaker phone or by other form of conference call," after "directors are present" in article 29. | 29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business . | 29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present, in person, by speaker phone or by other form of conference call , at the commencement of such business . | Update to recognize the practice of using conference calls to accommodate Board members who reside outside of Halifax where most meetings take place. |
| 31 | Motion to strike " the Chair shall have casting vote in addition to the vote to which the Chair is entitled as a director." and replace it with "on a given motion, a tie will be deemed to fail." in article 31. | 31. The Chair may be entitled to vote as a director and, in the case of equality of votes, the Chair shall have casting vote in addition to the vote to which the Chair is entitled as a director. | 31. The Chair may be entitled to vote as a director and, in the case of equality of votes on a given motion, a tie will be deemed to fail . | Update for best practice of a tie vote being a failing vote. |
| 34 | Motion to add "The directors may elect two of their number to be share the duties of the Chair of the Society as Co-Chairs." to article 34. | 34. The directors shall elect one of their number to be the Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as maybe assigned to them by the members from time to time. | 34. The directors shall elect one of their number to be the Chair of the Society. The directors may elect two of their number to be share the duties of the Chair of the Society as Co-Chairs. The Chair shall have general supervision of the activities of the Society and shall perform such duties as maybe assigned to him or her them by the members from time to time. | Update to include the practice of having Co-Chairs to share the work load of the Chair position. |
| 37 | Motion to add "The requirement to appoint an auditor may be waived upon motion." to article 37. | 37. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so. | 37. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so. The requirement to appoint an auditor may be waived upon motion. | Audited financial statements are not required for non-profit societies under with an annual budget under \$100,000. Therefore the Society may wish wave the requirement to appoint auditors at the General meeting. |
| 38 | Motion to strike "audited by the auditors" and add "signed by the auditors or two (2) directors to article 38. | 38. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance .sheet and operating account, and in every such report, he shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditors , shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law. | 38. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance .sheet and operating account, and in every such report, he shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, signed by the auditors or two (2) directors , shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law. | Updated to best practices and acknowledging that the Registry of Joint Stocks accepts the signature of 2 directors on financial statements. |
| 44 | Motion to add "or by appointment with a director, in the case that the Society does not have an office." to article 44. | 44. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society. | 44. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society, or by appointment with a director in the case that the Society does not have an office. | Update for the case that the Society does not have an office. Maintains the right of members to review the books and records of the Society. |
| 39 | Motion to move article 39 from to the section on General Meetings, renumber this article 21, and renumber the bylaws accordingly. | N/A | N/A | Since bylaws must be amended by special resolution at a general meetings this article should appear in the appropriate section. |
| N/A | To add the following article after article 27 and renumber the articles accordingly "If any director is absent from three (3) meetings of the Board of Directors without regrets an automatic motion for the removal of that director will be placed on the agenda of the next meeting of the Board of Directors. An automatic motion does not require a mover and seconder to be considered regular business of the meeting, and must passed by not less than three-fourths of the directors present and eligible to vote. Only in the case of an automatic motion may the directors vote, without special resolution, to remove a board member before the expiration of the period of office. The vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society." | N/A | If any director is absent from three (3) meetings of the Board of Directors without regrets an automatic motion for the removal of that director will be placed on the agenda of the next meeting of the Board of Directors. An automatic motion does not require a mover and seconder to be considered regular business of the meeting, and must passed by not less than three-fourths of the directors present and eligible to vote. Only in the case of an automatic motion may the directors vote, without special resolution, to remove a board member before the expiration of the period of office. The vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society. | A new bylaw is required because absentee board members may not return correspondence or official resign but may stop participating in any way. In order for the Society to maintain operation, Board members who are not engaged and will not answer correspondence need to be removed by the Board of Directors without the requirement of a special resolution at a general meeting. |