

## **BY-LAWS**

### **NOVA SCOTIA RAINBOW ACTION PROJECT SOCIETY**

(Society Name)

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
  - (a) "Society" means Nova Scotia Rainbow Actions Project Society.
  - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### **MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by -laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Membership in the Society shall not be transferable.
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.
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.
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.
8. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
9. Membership in the Society shall cease upon the death of an individual member or Associate member, or if, by notice in writing to the Society, the member or Associate member resigns or ceases to qualify for membership in accordance with these by -laws.

### **FISCAL YEAR**

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

## GENERAL MEETINGS

11.
  - (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
  - (b) An extraordinary general meeting of the Society may be called by the Chair or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
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.
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.
14. 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.
15. 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 ten (10) members.
16. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.
17.
  - (a) The Chair of the Society shall preside as Chair at every general meeting of the Society;
  - (b) If there is no Chair or if at any meeting the Chair is not present at the time of holding the same, the Vice-Chair shall preside as Chair;
  - (c) If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the holding of the same, the members present shall choose someone of their number to be Chair.
18. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.
19. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

20. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
21. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.
22. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

#### VOTES OF MEMBERS

23. Every member shall have one vote and no more. Associate Members shall have no vote.

#### DIRECTORS

24. Unless otherwise determined by general meeting, the number of directors shall not be less than four or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
25. Any member of the Society shall be eligible to be elected a director of the Society.
26. Directors shall be elected by members at each ordinary or annual general meeting of the Society.
27. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
28. In the event that a director resigns their office or ceases to be a member in the Society, whereupon the office as director shall ipso facto be vacated, 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.
29. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed.
30. If any director is absent from three (3) consecutive 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 be 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.
31. 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.

32. 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.
33. The Chair or, in their absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
34. 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.

#### POWERS OF DIRECTORS

35. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a coordinator or other staff and to determine their duties and responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

#### OFFICERS

36. The officers of the Society shall be a Chair, a Vice-Chair, a treasurer and a secretary. The officers of treasurer and secretary may be combined.
37. The directors shall elect one of their number to be the Chair of the Society. The directors may elect two of their number to 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 them by the members from time to time.
38. The directors may also elect from their number a Vice-Chair. The Vice-Chair shall, at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period of the Chair may request them to do so.
39.
  - (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to them by the members. The directors shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the directors think fit, the same person may hold both offices of secretary and treasurer.
  - (b) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

#### AUDIT OF ACCOUNTS

40. 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.

41. 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, they 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.

#### MISCELLANEOUS

42. The Society shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.
43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
44. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
45. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
46. 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.
47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
48. The borrowing powers of the Society may be exercised by special resolution of the members.