

Halifax Federation of Community Organizations

Society By-Laws

1. In these by-laws:

- a) Society means The Halifax Federation of Community Organizations
- b) Registrar means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) A Special Resolution means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person 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 Society is primarily accountable to its membership, this to be comprised of two groups:

- (a) Members who are non-profit, non-governmental organizations operating and residing in the Halifax Regional Municipality.
- (b) Associate Members who are individuals and other organizations that support the values, mission and goals of the Society.

The members include a minimum of five (5) subscribers to the Memorandum of Association incorporating the society.

3. Members and Associate Members (including Founding and Sustaining members) of the Society shall be entitled to attend any meeting of the Society. Only members who are non-profit, non-governmental organizations will have a vote at any meeting of the Society.

4. Membership in the Society shall not be transferable.

5. Membership in the Society requires the payment of an annual fee, the amount to be approved by the members set in the form of a fee structure for both regular and associate members.

6. Payment of the annual fee represents formal admission to the membership and the Secretary shall maintain a list of members, which shall include the name and address of every member.

7. Membership in the Society shall cease upon a resignation notice in writing to the Society, the cessation of activities of an organization, the death or relocation of an individual, or if a membership is revoked by a two-thirds (2/3) majority of members present at a general or annual general meeting.

Fiscal Year

8. The fiscal year of the Society shall be the period from April 1 to March 31

Members' Meetings

9. Every nonprofit organizational member shall have one vote and there shall be no proxy voting.

10. Special meetings:

a) An ordinary or special general meeting of the members called by the Chair or directors may be held at any time and shall be called if requested in writing by ten (10) of the members.

b) An annual general meeting (AGM) of the Society shall be held within three months (90 days) of the end of each fiscal year of the Society.

11.

a) Ten (10) days notice to members is required for a *special general meeting* of the members. The notice must specify the date, place and time of the meeting and in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting

b) One (1) month's notice is required for an *ordinary general meeting*. There shall be at least one *ordinary general meeting* of the members per year. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.

12. One (1) month's notice is required for an *annual general meeting*. The notice must specify the date, place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Such notice is to be given to the members by means deemed by the directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards, e-mail and/or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.

At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed *ordinary* business:

- a) Minutes of the previous annual general meeting
- b) Consideration of the annual report of the directors and other reports
- c) Consideration of the annual financial report of the Society and, if required by these by-laws, the appointment of auditors for the ensuing year.
- d) Election of directors
- e) Special Resolutions about changes in by-laws (if any)

All other types of business transacted at an ordinary general, annual general or special general meeting of the members shall be deemed special business.

13. No business shall be transacted at any members' meeting of the Society unless a quorum of members is present. Quorum is defined as 10% of membership and must include at least 50% of the board members.

14. If, within one-half hour from the time appointed for a members' meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In all other case it shall stand adjourned to such time and place as a majority of the members then present shall direct. At such adjourned meetings the members present shall constitute a quorum only for the purpose of winding up the Society.

15. The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those members present, shall preside as Chair at members' meetings.

16. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.

17. Quorum:

a) If within one-half hour from the set time of the meeting, a quorum of members is not present, the meeting, if called by the membership will be dissolved. The members present at the meeting shall set a new time and place to meet. If there is not a quorum at this new meeting time the matter shall be closed.

b). If reasons beyond the immediate control of the board a meeting can not be held at the set time and location, with mutual agreement of all those present a new time and location may be set. The decision can be taken no longer then one hour after the prescribed meeting time.

18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution or motion has been carried and the entry in the minutes 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. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may prescribe and the result of such poll shall be deemed to be the decision of the Society.

Directors (Board of Directors)

19. Unless otherwise determined by special resolution, the number of directors shall not be less than five (5) or more than fifteen (15). The minimum of five (5) subscribers to the Memorandum of Association shall be the first directors of the Society.

20. Only representatives of nonprofit organization members of the Society shall be eligible to be elected as directors of the Society, except a person who is:

- a. a member of a political caucus: or
- b. a person employed by a political party of the Provincial or Federal government; or
- c. a person employed by the Federal, Provincial or Municipal government

is not eligible to sit on the Board of Directors of the Halifax Federation of Community Organizations.

21. Directors shall be elected by members at the annual general meetings of the Society as per bylaw #12 (d).

22. At the annual general meeting of the Society, the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election.

23. In the event that a director resigns his/her office, or ceases to be a member in the Society, 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.

24. The directors may, by special board resolution, remove any of their number before the expiration of the period of office and appoint another person in his/her stead. The directors may, with respect to this article, develop a code of conduct for board members.

25. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the society, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a director, when the possibility of a conflict is realized.

A conflict of interest does not preclude a member from serving as a director provided that he/she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

26. Directors are not entitled to remuneration for service but may be reimbursed for reasonable expenses incurred in the conduct of their duties. Such expenses may be specified in advance by the Board of Directors.

27. The responsibility for the management of the activities of the Society shall be vested in the directors who, in addition to the powers and responsibilities outlined by these by-laws or otherwise expressly conferred upon them, may exercise, within the limits of the law, all powers as may be required by the Society to achieve its purposes. In particular, the directors shall have power to set policy to guide the management of the society, engage staff, and to determine their duties, responsibilities and remuneration. The directors may appoint an executive committee and other committees consisting of directors and/or other such persons as they may determine are required.

Directors' Meetings (Board Meetings)

28. Meetings of the Board of Directors shall be held as often as the business of the Society may require but not less than quarterly. A meeting of directors may be held at the close of every ordinary or annual general meeting of members of the Society without notice. Special board meetings may be called by the directors. If notice is required it shall specify the time and place thereof and shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place. Non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

29. No business shall be transacted at any meeting of the Board of Directors unless at least fifty (50%) percent of the directors are present at the commencement of such business.

30. The Chair or, in his/her 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.

31. At a directors' meetings, the Chair shall have a vote. In the case of an equality of votes, the motion shall be lost.

Officers

32. The officers of the Society shall be elected by the Directors at their first meeting following the Annual General Meeting. The officers shall include a Chair, a Vice-Chair, a Secretary and a Treasurer. The offices of Treasurer and Secretary may be combined.

33. The Chair shall be responsible for the effectiveness of the Board of Directors and shall perform such other duties as may be assigned to her/him by the Board from time to time.

34. The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, and such other duties as may be assigned to her/him by the board from time to time.

35. The Secretary of the Society shall be responsible for the minutes of the meetings of members and directors, and shall perform such other duties as may be assigned to him/her by the board. The directors may also appoint a Recording Secretary who is not a Director, for the purpose of taking minutes.

The minutes of all the meetings of the Society and other legal books and records of the Board of Directors shall also be the responsibility of the Secretary.

36. The Treasurer of the Society shall be responsible for insuring that the Society adheres to sound financial management and accountability practices, that the Directors understand the financial situation of the Society, and may carry out other such duties as the Board may assign.

Board Committees

37. The Board has the authority to establish committees to support the operations of the organization.

Audit of Accounts

38. The directors are responsible for insuring that all members receive annually a written report on the financial position of the Society. This statement shall be in the form of a balance sheet showing the particulars of its liabilities and assets, and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the society's financial affairs, shall be signed by the auditor or, if there is no auditor, by two directors and shall be filed with the Registrar within fourteen days after the annual general meeting in each year as required by law.

39. An auditor for the Society may be appointed annually by the members of the society at the annual general meeting and, on the failure of the members to appoint an auditor, the directors may do so.

Miscellaneous

40. The Society has power to repeal or amend any of these by-laws by a special resolution passed by the members, subject to the approval of the Registrar.

41. The Society shall file with the Registrar, with its Annual Financial 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.

42. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

43. If the Society has a seal it shall be in the custody of the Secretary and may be affixed to any document upon a resolution of the Board of Directors.

44. The annual financial statements and minutes of membership and directors meetings may be inspected by any member with one week's notice at the registered office of the Society. All other 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.

45. Contracts, deeds, bills of exchange, banking purposes and other instruments and documents may be executed on behalf of the Federation by the Chair, Secretary and the Treasurer. Any two of three signatures shall be required.

46. The borrowing powers of the Society may be exercised by special resolution of the members.

47. The Board shall insure that the Society's assets are protected against damage or loss, and, if it is determined that considerable risk is involved, the directors themselves are adequately protected against liability resulting from a legal action, suit or proceedings in respect to the execution of the organization's mission.