

BY-LAWS
OF
FUSION HALIFAX NETWORKING ASSOCIATION

1. In these by-laws unless there be something in the subject or context inconsistent therewith:

- (a) "Action Teams" means designated committees established by the Association to promote certain goals in accordance with the objectives of the Association;
- (b) "Association" means FUSION Halifax Networking Association;
- (c) "Board" means the Board of Directors of the Association;
- ~~(d)~~ "Director" means a director of the Association;
- ~~(d)~~(e) "In Writing" means any communication in written form including all electronic communication;
- (f) "Member" means any individual who submits his/her contact information by signing up for the Fusion newsletter or through a ~~formal~~ membership enrolment mechanism as determined by resolution of the Board and wishes to uphold the objectives of the Association and confirms ~~their~~ his/her support of the Association in the manner determined by the Association;
- ~~(e)~~(g) "Officer" means an officer of the Association;
- ~~(f)~~(h) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
- ~~(g)~~(i) "Resolution" means a resolution passed by a simple majority of individuals entitled to vote; ~~and as are present in person or by proxy, where proxies are allowed, at a general meeting or a meeting of the Board~~
- ~~(h)~~(j) "Special Resolution" means a resolution passed by not less than three-fourths of ~~such members~~ Directors entitled to vote as are present in person or by proxy, where proxies are allowed, at a ~~general board~~ 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 Association, and their names shall be entered in the Registry of Members accordingly.

3. For the purposes of registration, the number of members of the Association is unlimited.

Comment [r1]: We have added some clarity to the determination of who is a member of Fusion. The previous definition citing a "formal membership enrolment mechanism" doesn't really have a meaning as the term is not defined. This definition can be updated based on the conclusions of the Membership committee on this matter over the next fiscal year

4. Every member of the Association shall be entitled to attend any meeting of the Association and to vote at the Annual General Meeting in person.

5. A Member is permitted to hold any office.

6. Membership in the Association shall not be transferable.

7. Membership in the Association shall cease upon

(a) death of a member,

(b) by notice to the Association demonstrating intent to renounce membership

(b)(c) ~~by a Special Resolution of the Board,~~ or

(e)(d) if he/she ceases to qualify for membership in accordance with these by-laws.

Comment [r2]: I have included this to allow for us to give the board some authority to remove membership of a member. Such an act may be useful, for instance, where a member is charged criminally or uses hate speech etc (i.e. in extreme circumstances).

FISCAL YEAR

8. The fiscal year of the Association shall be the period from ~~September~~ ~~November~~ 1 to ~~August~~ ~~October~~ 31.

Comment [r3]: In order to align our fiscal year with various expenses and in order to have it as close to the board turnover as possible.

~~ANNUAL~~ GENERAL MEETINGS

9.

(a) The ~~annual~~ ~~Annual general~~ ~~General meeting~~ ~~Meeting~~ (“AGM”) of the Association shall be held within three months after the end of each fiscal year of the Association.

(b) ~~An~~ ~~extraordinary~~ ~~Special general~~ ~~General meeting~~ ~~Meeting~~ (“SGM”) of the Association may be called by the Board at any time by a Special Resolution of the Board, ~~or shall be called by the Board if requisitioned In writing by at least fifty (50) members of the Association and shall be called by the Board if requisitioned in writing by at least twenty five per cent (25%) in number of the members of the Association.~~

Comment [r4]: I have removed annual because the section includes special general meetings

10. Two weeks' notice of an AGM ~~or SGM~~, 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 deemed provided so long as the details above have been posted in a conspicuous place. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

Comment [r5]: We don't have consensus on the exact numbers of our membership and so its unrealistic for us to open an avenue for 25% of our membership to call a special general meeting. I have used 50 as a reasonable number.

11. At the AGM of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of the preceding AGM;
- Consideration of the annual report of the directors;

• ~~Operating and operating~~ Consideration of the financial statements, including balance sheet ~~and~~ statement and the report of the auditors thereon;

- ~~Election~~ Appointment of ~~director~~ Directors for the ensuing year;
- ~~Election~~ Appointment of officers;
- Appointment of auditors;

All other business transacted at an AGM shall be deemed to be special business and all business shall be deemed special that is transacted at an ~~extraordinary general meeting~~ SGM of the Association.

~~14-12.~~ No business shall be transacted at any AGM of the Association unless a quorum of 10 members is present at the commencement of such business.

13. Any proposal by a member at the AGM shall be included in the items of business and may include nominations for the appointment of directors

(a) If the proposal is signed by not less than 20 members entitled to vote at the meeting at which the proposal is to be presented;

(b) If the member gives two weeks' notice of such business to the Chairperson.

~~MONTHLY GENERAL BOARD~~ MEETINGS

~~15.~~

~~15-14.~~ The newly appointed Officers and Directors shall meet within one month of ~~election~~ appointment at the AGM.

15. No business shall be transacted at a ~~monthly general meeting~~ board meeting of the Association unless a quorum of 50% plus 1 of Directors ~~and Officers~~ are present, excluding the Chairperson from the count.

16. Meetings of the Board shall be held as often as the business of the Association may require but at least on a bi-monthly basis. A meeting of a Board shall be called if requisitioned by at least fifty (50%) of the Directors of the Board. Meetings of the Board shall be called by the Chairperson.

17. A board meeting may be held at the close of every AGM or SGM of the Association without notice. Notice of all other board meetings shall specify the time and place of the meeting, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.

18. Notice of all board meetings must be given at least seven (7) days ahead of a meeting unless such notice is waived by 50% plus 1 of Directors In Writing.

16-19. A Director may participate in meetings of the Board by means of such telephone or other communications facilities and shall be deemed to be present at the meeting and counted towards meeting quorum.

Comment [r6]: You will see references changed from "elect" to "appoint". The way we have structured the director appointment process is that Fusion would continue to have a committee that interviews and appoints directors. If members want to nominate a director for appointment, it would be possible to do so with 20 members proposing such a nomination 2 weeks before an AGM (see Section 13). The current process has both an appointment aspect (with interviews) and an election aspect (at the AGM) and can be a source of conflict and confusion. The proposed process is in line with norms of not-for-profit corporate governance and will allow Fusion to maintain a board that is passionate and committed.

Comment [r7]: You will see that I have changed "General meeting" to "board meeting". That is because there are places in the by-laws that confuse "general meeting" with "annual general meeting" which have two very different meanings. "Annual general meetings" refer to meetings of membership while "board meetings" refer to meetings of directors.

Comment [r8]: We have moved 16 & 17 up from the "Directors" section as it makes more sense here. Also, we have included a provision that states that 50% of the directors can call a board meeting.

Comment [r9]: I have included a provision that requires at least a week's notice for board meetings. The notice "in writing" includes email.

~~17-20.~~ If within one-half hour from the time appointed for the meeting, a quorum of ~~members~~ Directors 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~~ Directors ~~then present~~ shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without a specific date.

Comment [r10]: Shouldn't matter if the meeting is convened by members or is a regular board meeting.

~~18-21.~~

- (a) The Chairperson of the Association shall preside as Chairperson at every general meeting of the Association and shall determine the procedure for the meeting;
- (b) If there is no Chairperson or if at any meeting he/she is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;
- (c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the Executive shall appoint a Chairperson.

~~19-22.~~ The Chairperson 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.

~~20-23.~~ The Chairperson may, with the consent of the majority of the attendees, be entitled to vote at the monthly general-board meeting, adjourn any general-board meeting from time to time and from place to place, but no business shall be transacted at any adjourned monthly general-board meeting, other than the business left unfinished at the general-board meeting from which the adjournment took place, unless notice of such new business is given to the ~~members~~ Directors.

~~21-24.~~ At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to the effect in the minutes of the Association 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.

~~22-25.~~ If a poll is demanded in manner aforesaid, the same shall be held in such a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general-board meeting.

VOTES OF DIRECTORS

~~23-26.~~ Only Directors have voting privileges at monthly general-board meetings of the Association.

~~24-27.~~ Each Director ~~or Officer member~~ shall have one vote, unless he/she holds proxy voting rights in accordance with these By-laws.

Comment [r11]: There is no need to distinguish between directors and officers as all officers are already directors and drawing the distinction is confusing.

~~25-28.~~ Members may vote by proxy provided that all of the following rules are adhered to:

- (a) the Director has made his/her best efforts to avoid being absent from the scheduled meeting.
- (b) the member shall be permitted, subject to a justified denial by the Chair following deliberation with the executive, to allocate proxy-voting authority to any Director other than the Chair for any motion heard at the meeting of for which notice of motion was given in the agenda circulated prior to the meeting.
- (c) The holder of one or more proxies must declare any and all proxy votes held by that Member at the beginning of the meeting in order for the proxies to be validly used.
- (d) The proxy holder will exercise their proxy vote authority in accordance with wishes of the allocating member at all times and in compliance of Robert's Rules of Order.
- (e) Should an alteration or amendment occur to a motion that is beyond the contemplation of the member who has allocated their voting right to a proxy holder, the proxy holder will not exercise the proxy without confirmation from that member.
- (f) A proxy is not tradable or transferable from one proxy holder to another without consent from the member allocating proxy-voting authority.
- (g) The member allocating his or her proxy may revoke proxy rights at any time but are forbidden from reassigning their proxy to another proxy holder once the meeting has been called to order.
- (h) All declarations of proxy holding will be reported in the minutes and will include the name of the holder and which member(s) they have proxy-voting authority.

DIRECTORS

~~26-29.~~ Unless otherwise determined by a monthly or AGM, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Association shall be the first Directors of the Association.

~~27-30.~~ Any member of the Association shall be eligible to be ~~elected~~ appointed a Director of the Association.

~~28.~~ ~~Directors shall be elected by members at an ordinary or annual general meeting of the Association.~~

~~29.~~ ~~Subject to the following section, Directors shall be elected for a one year term.~~

~~30-31.~~ Each Action Team shall have a representative Director on the Board.

~~31-32.~~ All Directors shall be ~~elected~~ appointed for a term of two years except for the Chair and Vice-Chair who shall be appointed for a term of one year.

~~32-33.~~ Any Director, other than an Officer, shall serve no more than 4 years in the same position, or more than a total of 6 years in any Director position.

~~33-34.~~ At the first AGM of the Association and at every succeeding AGM, Directors whose term is expiring as of that meeting shall retire from office but shall hold office until the dissolution of the meeting at which their successors are ~~elected~~ appointed and retiring Directors shall be eligible for ~~re-election~~ reappointment.

~~34-35.~~ In the event that a Director resigns his/her office or ceases to be a member in the Association, whereupon his/her office as Director shall as a result be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the members of the Association. The replacement Director shall be exempt from term limits for the period of unexpired portion of the term.

~~35-36.~~ The Association may, by Special Resolution, remove any Director before the expiration of his/her period of office and appoint another ~~person member of the Association~~ in his/her stead. The person so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed. The replacement Director shall be exempt from term limits for the period of unexpired portion of the term.

~~36-37.~~ Directors who have, or reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration shall be made to the members

- (a) upon nomination, and
- (b) if serving as Director, when the possibility of a conflict is realized.

~~37-38.~~ A conflict of interest does not prevent a member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

~~38-39.~~ Directors and ~~officers~~ Officers shall serve without remuneration and shall not engage in any profit serving venture for personal financial gain without written approval by the Executive Committee. However, a ~~director~~ Director or ~~officer~~ Officer may be paid reasonable expenses incurred in the performance of his/her duties.

~~39. — Meetings of the Board shall be held as often as the business of the Association may require but at least on a bi-monthly basis. Meetings of the Board shall be called by the Chairperson. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Association without notice. Notice of all other meetings, specifying the time and place, but non receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.~~

~~A Director may participate in meetings of the Board by means of such telephone or other communications facilities and shall be deemed to be present at the meeting and counted towards meeting quorum.~~

Comment [r12]: This has been moved up to the Board Meetings section

Comment [r13]: This has also been moved up to the board meetings section

~~41. The Chairperson or, in his/her absence, the Vice Chairperson or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board and shall determine the procedure for the meeting.~~

Comment [r14]: This provision already exists in section 21

~~42. The Chairperson may be entitled to vote as a Director where there is an equality of votes.~~

Comment [r15]: Again repeated in section 22

~~43-40.~~ A resolution ~~in~~ In writing ~~Writing~~ signed by all of the Directors shall be as valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted. A resolution so effected shall be deemed to constitute a waiver of any notice required under these by-laws or law to have been given for such a meeting.

POWERS AND PROTECTION OF DIRECTORS

~~44-41.~~ The management of the activities of the Association 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 any be exercised or done by the Association and are not hereby or by law expressly directed or required to be exercised or done by the Association in general-board meeting. In particular, the Directors shall have power to engage a co-ordinator and to determine his/her duties and responsibilities and his/her remuneration.

~~42.~~ The Board may appoint an executive committee, consisting of ~~the officers~~ Officers and such other persons as the Board decides. The Board shall have the power to establish other committees, including Action Teams, as determined by the Directors to be necessary to promote the objectives of the Association. The membership and composition of each committee may be determined by the Board or by the members of the committee.

~~43. Contracts, deeds, bills of exchange and other instruments and documents may, only with the approval of the Board, be executed on behalf of the Society by the Chair and the Treasurer or otherwise as prescribed by resolution of the Board.~~

~~45-44.~~ Neither the Board nor any person acting on their behalf shall sell, exchange or otherwise alienate the real property of the Association without the approval of the Board by way of special resolution duly passed at a Board Meeting, notice of which meeting has been given In Writing to all members in good standing at least twenty days prior to the meeting.

~~46-45.~~ Every Director or ~~officer~~ Officer, former Director or ~~officer~~ Officer, or person who acts or acted at the Association's request, as a Director or ~~officer~~ Officer of the Association, a body corporate, partnership or other association of which the Association is or was a member, partner or creditor, and the heirs and legal representatives of such person, in the absence of any dishonesty on the part of such person, shall be indemnified by the Association against, and it shall be the duty of the Directors out of the funds of the Association to pay, all costs, losses and expenses, including an amount paid to settle an action or claim or satisfy a judgment, that such Director, ~~officer~~ Officer or person may incur or become liable to pay in respect of any claim made against such person or civil, criminal or administrative action or proceeding to which such person is made a party by reason of being or having been a Director or ~~officer~~ Officer of the Association or such body corporate, partnership or other association, whether the Association is a claimant or party to such action or proceeding or otherwise; and the amount for which such

indemnity is provided shall immediately attach as a lien on the property of the Association and have priority as against the members over all other claims.

~~47-46.~~ No Director or ~~officer~~Officer, former Director or ~~officer~~Officer, or person who acts or acted at the Association's request, as a Director or ~~officer~~Officer of the Association, a body corporate, partnership or other association of which the Association is or was a member, partner or creditor, in the absence of any dishonesty on such person's part, shall be liable for the acts, receipts, neglects or defaults of any other Director, ~~officer~~Officer or such person, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency or deficiency of title to any property acquired for or on behalf of the Association, or through the insufficiency or deficiency of any security in or upon which any of the funds of the Association are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any funds, securities or effects are deposited, or for any loss occasioned by error of judgment or oversight on the part of such person, or for any other loss, damage or misfortune whatsoever which happens in the execution of the duties of such person or in relation thereto.

~~48-47.~~ The Board may by Resolution give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Association.

~~49-48.~~ The Association may acquire reasonable insurance to fulfil its obligations under these by-laws.

OFFICERS

~~50-49.~~ The ~~officers~~Officers of the Association shall be the Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined in accordance with these by-laws.

~~51-50.~~ Directors may also serve as ~~officers~~Officers of the Association.

~~52-51.~~ The terms for Officers are:

- (a) The Chair shall be elected for a term of 1 year and serve no more than two terms;
- (b) The Vice-Chair shall be elected for a term of 1 year and serve no more than two terms;
- (c) The Treasurer shall be elected for a term of 2 years and serve no more than 3 terms;
- (d) The Secretary shall be elected for a term of 2 years and serve no more than 3 terms.

~~53-52.~~ ~~The members may also elect from their number a Vice Chairperson.~~ The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period as the Chairperson may request him/her to do so.

~~54-53.~~

- (a) There shall be a Secretary of the Association who shall keep the minutes of the meetings of members and Directors and shall perform such other duties as may be assigned to him/her by the members. The members shall appoint the Secretary and may also appoint a Treasurer of the Association to carry out such duties as the members may assign. If the members 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 purposes of these by-laws, be deemed to be the Secretary for the period determined by the Directors.

FINANCE

~~54. The Treasurer shall present to the members, at the AGM, a written report on the financial position of the Association. The report shall be in the form of:~~

- ~~(a) A balance sheet showing its assets, liabilities and equity, and~~
- ~~(b) A statement of its income and expenditure in the preceding fiscal year.~~

~~55. A copy of the financial report shall be signed by an auditor or, if there is no auditor, by two Directors.~~

~~56. A signed copy of the financial report shall be filed with the Registrar within one month after each annual meeting.~~

~~57. Custody of the books of the Association shall be the responsibility of the Treasurer.~~

~~55-58. The books and records of the Association may be inspected by any member at any reasonable time within two days prior to the annual general meeting AGM at the registered office of the Association.~~

~~56-59. The borrowing powers of the Association may be exercised by Special Resolution.~~

~~56-60. All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by any two (2) of the following members: the Chair, the Treasurer and any other member of the Executive.~~

AUDIT OF ACCOUNTS

~~57. The auditor of the Association shall be appointed annually by the members of the Association at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so:~~

~~58. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The auditor~~

Comment [r16]: I have removed the "Audit of Accounts" section because we do not and are not required to appoint an auditor. However, the previous section on Finances allows Fusion to appoint an Auditor if necessary (as per the Societies Act).

Formatted: Not Highlight

~~shall make a written report to the members upon the balance sheet and operating account, and in every such report, he/she shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly drawn up so as to exhibit a true and correct view of the Association'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 auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.~~

AMENDMENT OF BY-LAWS

~~59-61.~~ The Association has power to make, add to, repeal or amend any of these by-laws by Special Resolution.

MISCELLANEOUS

~~60-62.~~ The Association 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.

~~61-63.~~ The Association shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the resolution is passed.

~~62-64.~~ The seal of the Association shall be in the custody of the Secretary and may be affixed to any document upon Resolution of the Board.

~~65.~~ Preparation of minutes, custody of ~~the books and~~ records, and custody of the minutes of all the meetings of the Association and of the Board shall be the responsibility of the Secretary.

~~63-66.~~ Words importing the singular include the plural and vice versa and words importing gender include all genders, unless the context requires otherwise.

~~The books and records of the Association 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 Association.~~

~~65.— Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the Treasurer and either the Chairperson or the Vice-Chairperson, or otherwise as prescribed by Resolution of the Board.~~

~~The borrowing powers of the Association may be exercised by Special Resolution.~~