

1. In these by-laws unless there be something in the subject or contacts inconsistent therewith
 - a) "Society" means Cape Breton Chamber of Voluntary Organizations.
 - 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 should be entered in the Registry of Members accordingly.
3. For the purpose of registration, the number of members of the Society is unlimited.
4. 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.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership of the Society: any individual or not-for-profit organization operating or residing in Cape Breton 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.
7. No formal admission to membership shall be required and the entry in the Registrar of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.
9. Membership year shall be the calendar year.

FISCAL YEAR

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

MEMBER'S MEETINGS

11. Every member shall have one vote and there shall be no proxy voting
12. (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 25 per centum (25%) in number of the members of the Society.
13. Seven 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. 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.

14. One (1) months' 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 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:

- a) Minutes of preceding general meeting;
- b) Consideration of the annual report of the directors;
- 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 for the ensuing year;
- e) Special Resolutions (e.g. changes in by-laws)

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

15. 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.
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. At such adjourned meetings the members present shall constitute quorum only for the purpose of winding up the Society.
17. 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.
18. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote. A second exception is where the Chair's vote will create an equality of votes which would then defeat the motion.
19. The Chair may, with the consent of the meeting, adjourn any meeting at any time and no business shall be transacted at any adjourned meeting.
20. At any members meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a motion or resolution has been carried and an entry to that effect 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 a poll shall then be deemed to be the will of the Society.

DIRECTORS (Board of Directors)

21. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than 15. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
22. Any member of the Society of legal age (or with guardian consent) shall be eligible to be elected a director of the Society.
23. Directors shall be elected by members at each ordinary or annual general meeting of the Society.
24. The members may elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.
25. At the annual general meeting (AGM), all 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.
26. 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.
27. The Directors may, by special resolution and unanimous consent (excluding the director in question), remove from the Board any of their number before the expiration of the period of office. The directors may, with respect to this article, develop a code of conduct for board members or a job description which may provide grounds for such removal.
28. If any member of the Board of Directors be absent from three consecutive regular meetings of the Board of Directors without a valid excuse, he or she shall automatically be removed from office. The validity of the excuse shall be determined by the Board of Directors. In all cases, if possible, the excuse shall be given prior to the meeting to be missed.
29. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities of 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 and to determine his duties and responsibilities and his remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.
30. The directors may add a director to serve until the next AGM upon a majority vote of the directors and with notice to the members.

DIRECTORS' MEETINGS

31. 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 the Society without notice. Notice of all other meetings is to be given to the directors 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.

32. No business shall be transacted at any meeting of the Board of Directors unless at least one third in numbers of directors are present at the commencement of such business.
33. The Chair or, in his 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, he shall have casting vote in addition to the vote to which he is entitled as a director.

OFFICERS

35. The officers of the Society shall be a Chair, a Vice-Chair, Treasurer and Secretary. The officers of treasurer and secretary may be combined.
36. The Board 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 may be assigned to him/her by the members from time to time.
37. The Board may also select 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 the Chair may request him/her to do so.
38. (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 him/her by the members. The members shall appoint a secretary and may also appoint a treasurer of the Society 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 shall, for the purpose of these by-laws, be deemed to be secretary.
39. 36. The Board shall also appoint a Treasurer of the Society who shall be responsible for overseeing financial management practices, insuring that the Directors understand the financial situation of the Society and may carry out other such duties as the Board may assign.

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.
41. 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.

MISCELLANEOUS

42. The Society has power to repeal or amend any of these by-laws by special resolution passed by the members, subject to the approval of the Registrar.
43. 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.
44. The Society shall file with the Registrar a copy in duplicate of every special resolution within 14 days after the resolution is passed.
45. If the Society has a seal it shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
46. 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 financial 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. 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.
47. The borrowing powers of the Society may be exercised by special resolution of the members.
48. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members a) upon nomination, and b) if serving as director, when the possibility of a conflict is realized.
49. 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.
50. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
51. The Society will be wound up voluntarily by means of a special resolution passed by not less than three-fourths of such members entitled to vote as are present in person at a general meeting. Notice specifying the intention to propose the resolution as a special resolution must be given at least thirty (30) days before the general meeting. 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. Such winding up shall have been previously recommended to the Society by a majority decision of the Board of Directors. The Provision of the Winding Up Act shall apply to this Society. Should the resolution pass, the assets of the Society shall be distributed to one or more like-minded not-for-profit organizations, as decided by majority vote at the general meeting.