

HALIFAX WOMEN'S HISTORY SOCIETY

BY-LAWS 2017

Definitions

1. In these by-laws:

(a) "Society" means HALIFAX WOMEN'S HISTORY 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 at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership Rights and Responsibilities

2. The Society is ultimately accountable to the members of the Society.

3. Every member is entitled to attend any general meeting of the Society.

4. Every member may vote at any general meeting of the Society.

5. Any member of legal age is entitled to hold any office.

6. Membership in the Society shall consist of:

(a) the minimum of 5 subscribers to the Memorandum of Association;

(b) those who support the objects of the Society;

(c) those whose name and address is written in the Register of Members by the Membership Chair;

(d) those who pay a life membership.

7. Membership in the Society is not transferable.

8. Membership in the Society shall cease:

(a) upon death, or

(b) if the member resigns by written notice to the Society, or

(c) if the member ceases to qualify for membership in accordance with the by-laws,

or

(d) if, by a vote of the majority of the members of the Society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

9. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

10. No funds of the Society shall be paid to or be available for the personal benefit of any member.

Annual General Meetings

11. Every member, subject to by-law 4, shall have one vote.

12. A special meeting of the members may be held at any time and shall be called:

(a) if requested by the Chair, or

(b) if requested by a majority of the Directors, or

- (c) if requested in writing by 15 of the members.
13. Notice to members is required for general or special meetings. The notice must:
- (a) specify the date, place and time of the meeting,
 - (b) be given to the members seven (7) days prior to the meeting,
 - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
 - (d) specify the nature of business, such as the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
14. An Annual General Meeting shall be held within three months after every fiscal year end and notice is required which must:
- (a) specify the date, place and time of the meeting,
 - (b) be given to the members thirty (30) days prior to the meeting,
 - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
 - (d) specify the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.
15. At the Annual General Meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
- (a) minutes of the previous Annual General Meeting,
 - (b) consideration of the annual report of the Directors,
 - (c) consideration of the annual financial report of the Society,
 - (d) the appointment of auditors for the ensuing year, and
 - (e) election if required.
16. **Quorum shall consist of 12 members (change from 10).** No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
17. The Chair, or in her absence, the Vice-Chair, or another Board Member appointed by the Chair if present, shall preside at general meetings.
18. Where there is an equality of votes, the Chair will make a deciding vote.
19. No new business shall be transacted at the next meeting until the business left unfinished at the previous meeting has been dealt with. Written notice of new business shall given to the members prior to the meeting.
20. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

Directors

21. Any member of the Society of legal age shall be eligible to be elected a Director of the Society.
22. **The number of Directors shall be at least 6 and not more than 13 (a change from at least 5 and not more than 10).** The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.

23. Directors shall retire from office at the end of their term. At the next Annual General Meeting their successors are to be elected. Retiring Directors shall be eligible for re-election. Directors shall be elected to a 5-year term.

24. If a Director resigns her office or ceases to be a member in the Society, her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

25. The management of the Society is the responsibility of the Directors. The Directors may engage a General Manager, and determine her duties, responsibilities and remuneration.

26. The Directors may appoint an executive committee or any other committees as they see fit.

27. 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 a Director, when the possibility of a conflict is realized.

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

Directors' Meetings

29. The Board of Directors shall meet no less than 4 times each year.

30. For all other Board meetings, notice is required and must:

(a) specify the date, place and time of the meeting,

(b) be given to the Directors seven (7) days prior to the meeting,

(c) be given to the Directors by newsletters, radio, public bulletin Boards, e-mail, telephone, fax and/or other electronic means, and

(d) the non-receipt of notice by any director shall not invalidate the proceedings.

(e) Notice can be waived for Board meetings with the unanimous approval of the Board.

31. Quorum shall consist of 60% of the Directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.

32. The Chair or, in her absence, the Vice-Chair or, in the absence of both of them, any director appointed by the Chair shall preside as Chair of the Board.

33. At Directors' meetings, where there is an equality of votes, the Chair shall vote breaking the tie.

34. All board members must adhere to board policy (additional clause).

35. If any board member misses 3 consecutive meetings without justifiable reason, she will no longer serve on the board (additional clause).

Directors

36. The Board of Directors shall be elected by the members and shall be a Chair, a Vice-Chair, a Treasurer and a Recording Secretary. The offices of Treasurer and Recording Secretary may be combined.

37. One of the Board Members shall be the Chair. The Chair shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the Board.
38. One of the officers shall be the Vice-Chair. The Vice-Chair shall perform the duties of the Chair during her absence, illness or incapacity of the Chair, or when the Chair may request her to do so.
39. One of the officers shall be the Recording Secretary. The Recording Secretary shall:
- (a) have responsibility for the preparation and custody of all books and records including:
 1. the minutes of Members' meetings,
 2. the minutes of Directors' meetings,
 3. the Register of Members, and
 4. have other duties as assigned by the Board.
40. One of the officers should be the Corresponding Secretary.
- (a) The Corresponding Secretary shall file with the registrar:
 1. within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations and dates of appointment or election.
 2. a copy of every special resolution within fourteen (14) days after the resolution is passed.
 - (b) shall have custody of the seal, if any, which may be affixed to any document upon resolution of the board of directors.
 - (c) shall have other duties as assigned by the Board.
41. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society, and carry out all other duties as assigned by the Board.
42. 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 Recording Secretary, or otherwise as prescribed by resolution of the Board of Directors.

Finance

43. The fiscal year end of the Society shall be the last day of December.
44. The Directors shall annually present to the members a written report on the financial position of the Society. 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.
45. A copy of the financial report shall be signed by the Auditor and by two Directors.
46. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
47. An Auditor of the Society may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an Auditor, the Directors may do so.
48. The members may inspect the annual financial statements and minutes of Membership and Directors meetings with one week's written notice.

49. Directors shall serve without remuneration and shall not receive any profit from their positions. However, a Director may be paid reasonable expenses incurred in the performance of her duties.

50. The Society shall not make loans, guarantee loans or advance funds to any Director.