

INTERPRETATION

1. In these by-laws unless there be something in the subject or context inconsistent therewith: a) “Society” means the Halifax Cycling Coalition; 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

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. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any general 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. 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.

7. Any individual shall be admitted to membership in the Society provided they:

- a) uphold the objects of the Society;
- b) Members shall be required to pay a membership fee which the Directors will from time to time determine; and
- c) the Directors may at their discretion waive the fee requirements for any individual or organization

8. Membership in the Society shall cease:

- a) upon the death of a member, or
- b) if by notice in writing to the Society from a member indicating they resign their membership, or
- c) if they cease to qualify for membership in accordance with these 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.

FISCAL YEAR

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

GENERAL AND EXTRAORDINARY GENERAL MEETINGS

10. 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;

11. An extraordinary general meeting of the Society may be called by a Chair or by majority vote of the directors at any time and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) of the members of the Society.

12. Seven days' notice of an ordinary or extraordinary 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 e-mail or other means the Board may from time-to-time deem sufficient, to the contact information recorded in the Register of Members. Any notice shall be deemed to have been given by e-mail upon transmission. 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: a) Minutes of preceding general meeting; b) Consideration of the annual report of the directors; c)

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; d) Election of directors for the ensuing year; e) Election of officers;

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 any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten members in addition to those members of the Board who are present.

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. The following shall be observed at any meeting of the Society: a) A 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 they are not present at the time of holding the same, the members present shall choose someone of their number to be the chair.

18. Unless otherwise specified in these by-laws, meetings shall follow Robert's Rules of Order, however, the chair shall attempt to reach a consensus among the membership prior to calling a vote on a motion.

19. The Chair of a meeting shall have no vote except in the case of an equality of votes. In the case of an equality of votes, they shall have a casting vote.

20. 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.

21. 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.

22. 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.

VOTES OF MEMBERS

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

DIRECTORS

24. Unless otherwise determined by general meeting, the number of directors shall be not fewer than four and not more than ten, excluding ex-officio non-voting members.

25. Any member of the Society shall be eligible to be elected a director of the Society.

26. Directors shall be elected by the members at each ordinary or annual general meeting of the Society, with directors elected for a two-year term. The Society will have two ex-officio Directors who shall not be entitled to vote at meetings of the Directors:

a. Upon completion of their term of office, the Chair shall sit for one year as Past Chair

b. The Society's Executive Director shall be a Director

27. Directors shall hold their position until the general meeting at which their successor is elected, and if no successor is elected shall resign on the expiration of their term of office.

28. Directors shall be eligible for a maximum of four consecutive years of service, after which they will be ineligible for re-appointment for two years.

29. In the event that a director resigns their office or ceases to be a member in the Society, whereupon their office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the un-expired portion of the term by the Board of Directors from among the members of the Society.

30. 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. A Director who misses three consecutive regular Board meetings shall be asked their intention regarding their term on the Board of Directors, and may be asked to resign if unable to fulfill Board duties.

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. 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 three-fifths in number of the directors are present at the commencement of such business.

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

34. The Chair shall be entitled to vote as a director and, in the case of equality of votes, they shall have casting vote in addition to the vote to which they are entitled as a director.

35. Unless otherwise determined by the Board, the Board shall follow Robert's Rules of Order, however, the chair shall attempt to reach a consensus among the membership prior to calling a vote on a motion.

POWERS OF DIRECTORS

36. 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

- a) hire staff and fix terms of remuneration for same in order to execute various functions of the society as determined by the directors;
- b) appoint an executive committee, consisting of the officers and such other persons as the directors decide.
- c) establish other committees and define their membership and terms of reference, in order to further the objectives of the society.

OFFICERS

37. The officers of the Society shall be the Chair, the treasurer, the secretary, and one Director appointed by the remaining members of the Board of Directors. At least one of the Officers must be male and at least one officer must be female.

38. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the members from time to time.

39. Dissolved.

40. There shall be a Secretary of the Society who shall prepare and keep the minutes of the meetings of members and directors, and shall act as custodian of the books and records and minutes of all the meetings of the Society and of the Board of Directors. The Secretary shall also perform such other duties as may be assigned to them by the members. 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.

41. There shall be a Treasurer of the Society who shall keep the financial records of the Society and shall perform such other duties as may be assigned to them by the members.

42. Dissolved.

AUDIT OF ACCOUNTS

43. The Treasurer 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.

44. Two directors, other than the Treasurer, 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.

45. 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.

MISCELLANEOUS

46. 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.

47. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

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

49. 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.

50. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by any two Officers of the Society, or otherwise as prescribed by resolution of the Board of Directors.

51. The Directors may enter in to an agreement with any party for the purposes of borrowing & repaying funds required for the operation of the Society.

52. No Director shall receive remuneration for their service to the Society, except reimbursement of such reasonable expenses incurred in the performance of their duties.