

BY-LAWS Of METRO CAPE BRETON JUNIOR CHAMBER
Amendments from AGM 2009

1.0 **Definitions & Name**

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

(a) “Memorandum of Association” means the memorandum of Association of the Metro Cape Breton Junior Chamber,

(b) “Registrar” means the registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*,

(c) “Registrar of Members” means a register of the members of Metro Cape Breton Junior Chamber and shall contain the full names of the subscribers to the memorandum and the full name of every other person who is admitted as a member of the society, together with

(a) the address and occupation of every such subscriber and person

(b) the date on which each person is admitted as a member; and

(c) the date on which any person ceases to be a member

(d) “Society” means Metro cape Breton Junior Chamber

(e) “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.

1.2 **Name**

The name of the Society shall be the Metro Cape Breton Junior Chamber.

1.3 **Carrying on Business As**

In accordance with the affiliation as set out in Bylaw 2.1 of the Corporations’ bylaw manual, the Society shall carry on business as JCI Cape Breton.

2.0 **Membership**

- 2.1 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these bylaws, and also those of JCI Canada, shall be members of the Society, and their names shall be entered in the Registrar of Members accordingly.
- 2.2 For the purposes of registration, the number of members of the Society is unlimited.
- 2.3 Every member of the Society shall be entitled to attend any annual general meeting of the Society and to vote on any annual general meeting of the Society and to hold any office, but there shall be no proxy voting.
- 2.4 Membership in the Society shall not be transferable.
- 2.5 The following shall be admitted to membership in the Society:
 - (a) Any resident of Cape Breton Island who:
 - i) is between the ages of 18 and 40,
 - ii) has submitted a JCI membership application to the board of directors, and
 - iii) has paid their annual membership fee,
 - (b) At any board meeting, a majority of the board of directors may confer on any worthy candidate, an honorary membership in the organization, which membership shall not include voting privileges. Any member, with the exception of an honorary member, upon reaching 40 years of age shall not be eligible, after the expiry of the then current fiscal year, for further membership in the organization.
- 2.6 Membership in the Society shall cease upon the death of a member, or by resignation, dismissal or expiration.

(a) **Resignation**

Any member may resign from membership in the organization by giving written notice to that effect to the President of the organization and such resignation shall be effective as of the date it is received by the president. Such resignation shall not have the effect of waiving any fees which may be owed by the resigning member.

(b) **Dismissal**

- i) The membership of any member may be recommended for dismissal by a three-quarter (3/4) vote of the membership of the organization at any board meeting or annual general meeting. Dismissal shall not have the effect of waiving any fees which may be due to the Chapter of Corporation by the dismissed member. The Local Executive or Appointed Committee shall provide the dismissed member with thirty (30) days written notice by the signature mail of the date of the meeting at which the decision to dismiss will be considered. The decision of the Local Executive or Appointed Committee to dismiss shall require ratification by a two-thirds (2/3) vote of the General Members. In the interim, all rights of the affected member in the Chapter and Corporation shall be suspended.
- ii) Upon the conclusion of the vote of the Local Members, the Local Executive or Appointed Committee shall forthwith advise the affected member of its decision and the reasons for its decision.

(c) **Expiration**

The membership of any member shall expire when the member fails to pay the annual membership fee within sixty (60) days of the date of their Annual membership fees are due.

3.0 **Fiscal Year**

- 3.1 The fiscal year of the Society shall be the period beginning on the 1st day of January and ending on the last day of December in the same year.

4.0 **Meetings**

4.1 **Annual General Meeting**

4.1.1 The annual general meeting of the Society shall be held within sixty (60) days of the end of each fiscal year of the Society.

4.1.2 Seven days notice of any annual general 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 email, facsimile or by sending it through the post in a prepaid letter addressed to each member at his/her last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would

be delivered in the ordinary course of postal service. In providing such service of notice it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual general meeting.

4.1.3 At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- 1) Minutes of preceding annual general meeting;
- 2) Consideration of the annual report of the board of directors;
- 3) Consideration of the financial statements, including balance sheet and operating statement.

4.1.4 All other business transacted at an annual general meeting shall be deemed to be special business.

4.2 **Extraordinary Meeting**

4.2.1 An extraordinary meeting of the Society may be called by the President, Chairperson or by the board of directors at any time and shall be called by the board of directors if requisitioned in writing by at least twenty-five percent (25%) in number of the members of the society.

4.2.2 All business shall be deemed special that is transacted at an extraordinary meeting of the Society.

4.3 **Board Meeting**

4.3.1 A board meeting shall be held at least once per calendar month on a day to be approved by the board.

4.4 **Executive Meeting**

4.4.1 An executive meeting shall be held at least once every three (3) months.

5.0 **Election Meeting**

5.1 The board of directors, with the exception of the Chairperson who is appointed pursuant to Article 7.1, should be elected for the following year at an election meeting held prior to the fiscal year end.

5.2 The President with the advice and consent of the board of directors, should appoint a nomination Chairperson to accept nominations for the candidates for the board of directors in the following year. No member of the nominating committee can be part of the slate of nominees.

5.3 All nominations for the board of directors shall be received at least one month before the election meeting. The nomination Chairperson shall ascertain that the nominees are eligible and prepared to stand as candidates. The list of candidates submitted by the nomination Chairperson shall be distributed at the election meeting.

5.4 The open positions on the board of directors shall be elected by a majority vote of society members in attendance at the election meeting.

5.5 Candidates shall each have a period of five (5) minutes to address the election meeting attendees.

5.6 Each candidate may appoint a scrutiner to supervise the election on behalf of the candidate. The scrutiners shall not disclose the numerical results of the ballot.

5.7 Each voting member shall receive one ballot and all ballots shall be destroyed once the board of directors has accepted the results.

5.8 Any member of the board of directors may be removed from office by a two-thirds (2/3) majority vote of the board of directors at any board meeting having a quorum. A notice of intent to introduce a motion of removal must be sent to all directors at least fourteen (14) calendar days in advance of the board meeting.

5.9 Vacant positions on the board of directors occurring during the year shall be filled by a qualified Society member appointed by the President or his/her designate, subject to approval of the Board.

6.0 **Quorum**

6.1 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:

- (a) twenty-five percent (25%) of the Society for an annual general meeting
- (b) twenty-five percent (25%) of the Society for an extraordinary meeting
- (c) six (6) directors of the Society for a board meeting
- (d) three (3) executive officers for an executive meeting

6.2 If within one-half hour from the time appointed for any meeting of the Society, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other 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*.

7.0 **Chairperson**

7.1 At the election meeting, the past President should be appointed the Chairperson of the Society for the following year and shall preside as Chairperson at every meeting of the Society.

7.2 If there is no Chairperson at any meeting, the members present shall choose a member present at the meeting to be the Chairperson.

7.3 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.

8.0 **Votes of Members**

8.1 Every member shall have one vote and no more at every annual general meeting.

8.2 Every member shall have one vote and no more at every extraordinary meeting.

8.3 Every director shall have one vote and no more at every board meeting.

8.4 Every member of the executive shall have one vote and no more at every executive meeting.

9.0 **Board of Directors**

9.1 Unless otherwise determined by annual general meeting, the board of directors of the Society should consist of:

- (a) Executive Officers:
 - 1) President,
 - 2) Chairperson,
 - 3) Executive Vice-President,
 - 4) Chapter Vice-President,
 - 5) Treasurer, and
 - 6) Secretary.

- (b) Committee Chairpersons:

- 1) Chairperson of the Advocacy and Relations Committee,
- 2) Chairperson of the Business Initiatives Committee,
- 3) Chairperson of the Community Initiatives Committee,
- 4) Chairperson of the Individual Initiatives Committee, and
- 5) Chairperson of the Growth and Development Committee

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

9.3 In the event that a director resigns his/her office or ceases to be a member of the Society, where upon his/her office as director shall *ispo facto* be vacated, 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 according to Article 5.9.

9.4 The management of the activities of the Society shall be vested in the board of directors who, in addition to the powers and authorities conferred 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 an annual general meeting.

10.0 **Executive Officers**

10.1 Unless otherwise determined by the annual general meeting, the Officers of the Society shall consist of:

- 1) President,
- 2) Chairperson,
- 3) Executive Vice-President,
- 4) Chapter Vice-President,
- 5) Treasurer, and
- 6) Secretary

The offices of Treasurer and Secretary may be combined.

10.2 The President shall be responsible for the overall operations of the Society and shall be the official spokesperson for the Society.

10.3 The Chairperson shall preside over all meetings of the Society pursuant to Article 7 herein.

10.4 The Secretary shall be responsible for the preparation and custody of minutes taken at all board and executive meetings.

10.5 The Executive Vice-President shall assist the President in the operation of the Society as well as overseeing the Business Initiatives and the Advocacy and

Relations Initiatives Committees.

10.6 The Chapter Vice-President shall assist the President in the growth and development strategies of the Society as well as overseeing the Individual Initiatives, Growth and Development, and the Community Initiatives Committees.

11.0 **Financial Statements**

11.1 The Society 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 income statement. The board of directors shall make a written report to the members upon the balance sheet and operating account and, in every such report, 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 general meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of income and expenditure in the preceding year, signed by two (2) members, shall be filed with the Registrar within fourteen (14) days after the annual general meeting in each year, as required by law.

12.0 **Repeal and Amendment of By-Laws**

12.1 The Society has power to repeal or amend any of these by-laws by a Special Resolution passed in the manner prescribed by law.

13.0 **Dissolution**

13.1 The Society may be dissolved by a Special Resolution passed in the manner prescribed by law.

14.0 **Miscellaneous**

14.1 The Society shall file with the Registrar with its annual statement a list of its directors and their addresses, occupations, and dates of appointment or election, and within fourteen (14) days of a change of directors, notify the Registrar of the change.

14.2. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.

14.3 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the board of directors.

14.4 Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the board of directors shall be the

responsibility of the Secretary.

14.5 The books and records of the Society may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Society.

14.6 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President and the Treasurer, or otherwise as prescribed by resolution of the board of directors.

14.7 The borrowing powers of the Society may be exercised by Special Resolution of the members.