

## Metro Business Association By-Laws

(Voted upon and ratified, June 2008)  
(Amended, June 2012)

### Article I

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

- (a) "Society" means Metro Business Association.
- (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.

### Article II – Membership

#### Member classification

2.01 The subscribers to the Memorandum of Society 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.

2.02 For the purpose of registration, the number of members of the Society is unlimited.

2.03 Membership in the Society may be held by an individual, an individual of a firm or a corporation, or not-for-profit organization and shall represent one category of business or professional activity. There shall be no more than one member for each business classification or professional activity in the Society.

2.04 Membership in the Society shall consist of Business Members comprising of an individual, an individual of a firm or a corporation, who pay an annual membership fee, are entitled to attend any meeting of the Society, vote at any meeting of the Society, and hold any office. Business Members may appoint a proxy to act as a representative and attend meetings on their behalf, and if necessary, vote on their behalf.

2.05 The membership shall have the power from time to time to modify, extend, or alter the business or professional category, or the membership classification on the Society by Special Resolution, but at no time shall there be any more than one member for each category.

2.06 Membership in the society shall not be transferable.

2.07 Only members in the Society in good standing may renew their membership.

2.08 Membership in the Society shall cease upon death of a member, or if, by notice in writing to the Society, the member resigns his or her membership, or if the member ceases to qualify for membership in accordance with these by-laws. Upon expiration or cessation of membership, former Business Members may re-apply for membership twelve (12) months after the expiration or cessation of their membership.

#### Votes of Members

2.09 Every member in each professional classification shall have one vote and no more. Members may vote by being present at the meeting, have a proxy present to vote on his or her behalf or forward his or her vote via email or facsimile.

#### Cessation or Resignation of Membership

2.09 The Society may require the resignation of any Business Member who has, without reasonable excuse:

- (a) Failed to attend four consecutive meetings; or
- (b) Failed to attend fifty percent (50%) of the meetings in any one calendar year.

2.10 Business Members of the Society in danger of failing to meet their attendance quota are placed on probation and must then attend five of the next six meetings to remain in good standing.

2.11 Any member shall automatically forfeit membership in the Society when he or she commits any of the following:

- (a) Fails to comply with the Society's policies and by-laws;
- (b) Ceases to be actively engaged in the business or profession that such member represents;
- (c) Fails to uphold the rules of his or her profession so as to violate the professional's ethical obligations, or not provide products and services as stated, and/or not conduct his or her business in an ethical manner; or
- (d) Fails to act, within a reasonably agreed upon time by the membership, on financial obligations to the Society or fellow members.

#### Admission of New Members

2.12 Any current member in good standing may nominate a candidate for membership in the Society for a professional or business category that is vacant. The name, business classification and contact information of the candidate shall be forwarded to the Membership Committee for review. The assessment process shall include:

- (a) Checking references; and

(b) Following satisfactory reference checks, the name of the candidate together with category shall be presented to the membership and placed before the membership as a reading for one meeting and sent in email format for its approval. If no objection is received by the following meeting, the candidate shall be admitted. Any member of the Society shall have the right to object to the admission of any candidate either by giving notice of such objection in writing or verbal, to either the Membership Committee or by making such objection known at a regularly scheduled meeting as set out herein, and in the event that such an objection is made the candidate shall not be admitted to membership unless and until the objection is resolved or removed. No reason for an objection need be given.

2.13 The candidate member is required to complete a membership application form agreeing to, but not limited to, the following before he or she can attend a meeting:

- (a) Agree to comply with the Society's policies and by-laws;
- (b) Agree to uphold the rules of his or her profession so as not to violate the professional's ethical obligations, to provide products and services as stated, and conduct his or her business in an ethical manner; and
- (c) Pay an annual membership fee.

2.14 The member candidate, upon approval of membership, shall be admitted to the membership and be allowed to attend the next regularly scheduled meeting upon first signing the application form as subscribed by the membership and thereafter by paying the prescribed fee as determined from time to time by the membership.

2.15 The admission fee for membership shall be the amount as recommended by the Executive Committee and supported by a vote of the membership.

2.16 Annual membership fees will be invoiced on April 30 of each year and are due by May 31 of each year. If membership fees are not paid by the due date, a member may lose his or her status of good standing and the Treasurer will forward that member a written notification that annual fees are outstanding. If the annual fees are not paid within an additional 30 days, the member may forfeit his or her membership with the Society upon a vote by the membership.

2.17 The Society acknowledges that certain members of the Society hold a special membership position for life and are exempt from membership requirements such as attendance and payment of annual fees. Such a special membership is only available for those members who were involved in the Society from its inception or those who hold consistent memberships for twenty (20) years or more.

#### Changing member classification

2.18 A current member may request to modify, extend, or alter the business classification of his or her membership. A request thereof shall be forwarded to the Membership Committee to present to the membership in accordance to the same procedure as a membership application, according to the following provisos:

- (a) The Membership Committee shall present the request by a member to modify, extend

or alter his or her business classification at three consecutive regularly scheduled meetings for approval by the membership;

(b) Any member shall have the right to object to the modification, extension or alteration of classification of any member by giving notice of such objection in writing or verbal, to either the Membership Committee or by making such objection known at a regularly scheduled meeting as set out herein, and in the event that such an objection is made the member shall not be admitted to modify, extend, or alter his or her business classification and until the objection is resolved or removed. The Membership Committee shall notify the member of the same. No reason for an objection need be given; and

(c) If no objection is received on or before the third meeting, the member will be permitted to modify, extend or alter his or her business classification as the case may be.

### Article III – Fiscal Year

3.01 The fiscal year of the Society shall be the period from May 1st to April 30th of the following year.

3.02 The ordinary or annual general meeting of the Society shall be held on the last regularly scheduled meeting in June or within two months after the end of each fiscal year of the Society, or in the alternative, on a date selected by the Executive Committee.

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

3.03 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. Notice shall be given in writing, by facsimile, email or by sending it through the post in a prepaid letter addressed to each member at his or her last known address. Any notice shall be deemed to have been given by facsimile when the transmission has been confirmed, by email when receipt is confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service, 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 general meeting.

3.04 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:

- (i) Minutes of preceding general meeting;
- (ii) Consideration of the annual report of the directors;
- (iii) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- (v) Election of directors for the ensuing year;
- (vi) Election of officers;

(vii) Appointment of Auditors.

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.

3.05 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 one-third of the membership.

3.06 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.

#### Article IV– Officers

4.01 The Officers of the Society shall consist of the President, Vice-President, Secretary, Treasurer, and Immediate Past-President, together comprising the Executive Committee of the Society.

4.02 The Executive Committee shall be elected from the active members of the Society at the annual general meeting.

4.03 The term of the officers shall be for a period of one year starting and ending at each consecutive annual general meeting or until their successors are elected.

#### Article V – Duties and Powers of the President

5.01 The duties of President of the Society are to:

- (i) Act as Chairperson of all meetings;
- (ii) Appoint the Chair of any committees of the Society appointed and established thereof;
- (iii) Call special meetings of the Society upon recommendation of the Executive Committee;
- (iv) Be a signing officer as so required;
- (v) Cast the deciding vote on all motions where the member vote is tied or whenever a decision cannot be reached; and
- (vi) Call Executive Committee meetings as necessary.

5.02 Pursuant to section 5.01(i), whereas the President is acting in the capacity of a Chairperson, the following applies:

- (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;

(b) If there is no Chairperson or if at any meeting he or she is not present at the time of holding the same, the Vice-President shall step in as the Vice-Chairperson and preside as the same; and

(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 Secretary will assume the role followed by the Treasurer and lastly, the Past-President.

5.03 The Chairperson shall have no vote except in the case of an equality of votes, in which case he or she shall have the casting vote.

5.04 The Chairperson may, with the consent of the membership, 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 adjourned took place, unless notice of such new business is given to the members.

5.05 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 that effect in the book of proceedings or minutes of the Society shall be sufficient evidence of the fact, with proof of the number or proportion of the members recorded in favour or against such resolution.

5.06 If a poll is demanded in the manner aforesaid, the same shall be held in a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society at the general meeting whereby the resolution is put forth and passed.

## Article VI – Duties and Powers of the Vice-President

6.01 The Vice-President will carry out the duties and powers of the President should the President not be available for any reason. If at any meeting neither the President nor the Vice-President is present at the holding of the same, the Secretary will assume the role followed by the Treasurer and lastly, the Past-President.

6.02 The Vice-President is a signing officer.

## Article VII – Duties and Powers of the Secretary

7.01 The Secretary will keep the minutes of all Society meetings, as well as an accurate record of all business transactions. The minutes are to be sent by e-mail to the membership before the next meeting.

7.02 The Secretary is a signing officer.

## Article VIII – Duties and Powers of the Treasurer

8.01 The Treasurer will be responsible for all financial transactions of the Society including, but not limited to the following:

(i) Receipt of all monies made to the Society;

(ii) Making deposits to the Society account;

- (iii) Keeping an accurate record of all financial transactions of the Society;
- (iv) Provide a verbal financial report to the membership weekly or at every general meeting of the Society; and
- (v) Provide a written year-end financial report at the annual general meeting.

## 8.02 The Treasurer is a signing officer

### Article IX – Term of Existence and Property

9.01 The Society shall remain in existence until such time as three-fourths of the active representatives of its members shall vote to disband it.

9.02 No member shall have any right, title, or interest in any of the assets of the Society unless it is disbanded. If the Society is disbanded, only members in good standing at the time may share in the assets.

### Article X – Meetings

10.01 A regular meeting of the Society shall be held weekly on the day designated by the Executive Committee and supported by a vote of the membership. At all meetings of the Society a quorum shall be one third of the active representatives of the members in good standing present in person or by proxy.

10.02 Members are encouraged to invite guests who may be interested in joining the Society to attend a regularly scheduled meeting. Any member in good standing can invite a guest to attend a regularly scheduled meeting provided that the guest is not engaged in a business activity or profession that is already represented by an extant member.

### Article XI – By-Laws

11.01 The by-laws of the Society may be amended, modified, or repealed when a resolution embodying the new by-law or change in an existing by-law is passed at a regular meeting of the Society by not less than fifty percent (50%) plus one of the membership of the Society entitled to vote. Notice of any amendment, modification, or repeal of an existing by-law shall be given to all members of the Society entitled to vote in writing, either hand delivered to the member or mailed, e-mailed or faxed to the member's business address, at least three (3) weeks prior to the meeting at which the vote is called. Members may vote by being present at the meeting or in writing delivered by hand, mail, email or facsimile.

### Article XII – Committees

12.01 The Society may establish a committee as is needed or required by the Society. A committee may be established by a motion put forth by any member and supported by the majority of the membership present at a meeting where the quorum requirement is met.

#### Standard committees

12.02 The Society shall establish the following committees as regular, standing

committees of the Society:

- (a) Membership Committee;
- (b) Program Committee;
- (c) Social Committee; and
- (d) Workshop Committee.

Article XIII – Rules of order

13.01 Roberts Rules of Order, Newly Revised, shall be the parliamentary authority of the Society.