

MINUTES OF 2017 ANNUAL GENERAL MEETING

Nova Scotia Rainbow Action Project (NSRAP)

Wednesday, May 24, 2017 6:00 PM, The Khyber, 1880 Hollis Street, Halifax

SPECIAL RESOLUTIONS – By-law Amendments

Motion to remove 3 items (items 9, 13, 22) from an omnibus motion to accept all By-law Amendments – moved by Kevin Kindred, seconded by Ellen Davis

*Motion carried with 51% majority vote

Omnibus Motion to accept all By-law Amendments herein (items 6 – 22 except items 9, 13 and 22 – moved by Mark, seconded by Laura

*Motion carried with 75% majority

1. Motion to strike gendered pronouns (he, him, his, she, her, hers) in articles 26, 27 (x2), 30, 34, 35, 36(a) and 38 and replace with they, their, them, or theirs.
2. Motion to strike "to the support of the Society in an amount to be determined at the General Meeting" and replace with "a fee determined by the Society" in article 5.
3. Motion to strike "to the support of the Society in an amount to be determined at the General Meeting" and replace with "a fee determined by the Society" to article 6.
4. (removed for further consideration)
5. Motion to add the heading "General Meetings" before article 11.
6. Motion to strike article 12 and replace with the following "12. Thirty days' notice of a 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 to each member at their last known e-mail address,

and posted publicly on the Society website and social media platforms. Any notice shall be deemed to have been given by e-mail when transmission has been confirmed. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting."

7. Motion to add "if auditors have been appointed;" after "...the report of the auditors" and "at the discretion of the Society" after "Appointment of Auditors" in article 13.
8. (removed for further consideration)
9. Motion to add "Or Chair" after "the Secretary" to article 28.
10. Motion to add "in person, by speaker phone or by other form of conference call," after "directors are present" in article 29.
11. Motion to strike "the Chair shall have casting vote in addition to the vote to which the Chair is entitled as a director." and replace it with "on a given motion, a tie will be deemed to fail." in article 31.
12. Motion to add "The directors may elect two of their number to be share the duties of the Chair of the Society as Co-Chairs." to article 34.
13. Motion to add "The requirement to appoint an auditor may be waived upon motion." to article 37.
14. Motion to strike "audited by the auditors" and add "signed by the auditors or two (2) directors to article 38.
15. (struck)
16. Motion to move article 39 from to the section on General Meetings, renumber this article 21, and renumber the bylaws accordingly.
17. (removed for further consideration)

By-Law Amendments removed from Omnibus Motion requiring further discussion and amendments (9, 13 and 22)

9. Motion to add "unless advanced notice of proxy voting is given as determined by the Society." to article 7.

Discussion: Concerns raised about proxy voting. Pros of proxy voting will allow

for participation from out of Halifax members, need to be consistent with legislation. Cons of proxy voting could allow for takeover.

Motion to amend the By-law Amendment to add "the Board of Directors" immediately before "the Society" – moved by Cory and seconded by Mark.

*Motion carried with 75% majority

Motion to accept By-law Amendment #9 as amended – moved by Susanne, seconded by Cory

Amended Motion defeated – did not have 75% majority

13. Motion to strike "any" and add "a general" and strike "5" and add "15" in article 14.

Discussion: Concerns raised about number of members required for quorum to allow business to be conducted at a General meeting of NSRAP. Pros and cons of changing the numbers were discussed.

Motion to amend the By-law Amendment to change the number "15" to "10" – moved by Nicole, seconded by Cory.

*Motion carried with 75% majority

Motion to accept By-law Amendment #13 as amended – moved by Kevin, seconded by Cory.

*Amended Motion carried with 75% majority

22. Motion to add the following article after article 27 and renumber the articles accordingly "If any director is absent from three (3) meetings of the Board of Directors without regrets an automatic motion for the removal of that director will be placed on the agenda of the next meeting of the Board of Directors. An automatic motion does not require a mover and seconder to be considered regular business of the meeting, and must be passed by not less than three-fourths of the directors present and eligible to vote. Only in the case of an automatic motion may the directors vote, without special resolution, to remove a board member before the expiration of the period of office. 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."

Discussion: Concerns raised that the power to remove a director of NSRAP

should rest with the membership and not with the Board of Directors and that a special resolution at a special meeting should be held. Others raised concerns that the problem of directors not attending meetings and not communicating has created significant difficulties for NSRAP this past year and that quorum can often not be reached as it is a percentage of the number of Directors resulting in cancellations of meetings and ineffective governance. Pros and cons of the Bylaw to remove a non-attending and non-communicative Director were discussed.

Motion to amend the Bylaw Amendment to add the word "consecutive" after the word three (3) and before the word "meetings" – moved by Mark, seconded by Nivie.

*Motion to amend the Amendment carried with 75% majority

Motion to accept Bylaw Amendment #22 as amended – moved by Susanne, seconded by Hugo.

*Amended Motion carried with 75% majority