

Genuine Progress Index Atlantic Society

Established in 1997

BY-LAWS Revised March 2007

DEFINITIONS

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

- a) "Society" means GENUINE PROGRESS INDEX ATLANTIC 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 or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Name

1. The name of this society is the Genuine Progress Index Atlantic Society, hereinafter referred to as GPI Atlantic. GPI Atlantic is a non-profit organization that is organized exclusively for charitable purposes without purpose of gain for its members. Any profits or other accretions that accrue to the society through its activities shall be used solely to promote its goal and objectives.

Goals

2. The goals of the Society are to:
 - a) conduct research that supports the construction of an index of wellbeing and sustainable development primarily for Nova Scotia and Atlantic Canada, and secondarily for other regions of Canada and elsewhere as opportunities permit;
 - b) promote education in order to achieve a better understanding within the general public regarding the relationship between the environmental, social and economic aspects of life in Atlantic Canada and beyond;

- c) work with partners including universities, municipalities, community organizations and government departments in order to further the Society's charitable objects;
- d) publish the results of research conducted by the Society in order to further public education and information dissemination.

Membership

- 3. 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.
- 4. The number of members of the Society is unlimited.
- 5. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
- 6. Any interested person or organization may become a member of the Society following payment of a subscription of such amount as the Directors may from time to time determine. Following such a contribution, the name and contact information of the contributing organization or individual shall be entered into the Register of Members and shall constitute an admission to membership in the Society.
- 7. Every member of the Society shall have the right to address any Annual General, General Membership, or Special Meeting of the Society and also to introduce any motion at the meeting. Each member is entitled to one vote on a motion, resolution or question put to a meeting.
- 8. Membership in the Society shall not be transferable; however, any member may resign at any time.
- 9. The Board has the right to remove any organization/individual from the membership where the actions of a member bring grave consequences or otherwise jeopardize the wellbeing of GPI Atlantic. The member in question will be given the opportunity to appear before the Board at the first meeting following the decision.

Amendments to the By-Laws

- 10. The By-Laws can be amended at the Annual General Meeting (AGM) or a Special General Meeting (SGM) by two-thirds vote of the members present, provided that the amendment was submitted to Directors and Members in writing or electronically at least one week in advance of the meeting.

Meetings

11. 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.
12. An extraordinary general meeting of the Society may be called by the Chair 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.
13. 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 give to the members. Notice shall be given in writing, through email, facsimile, or by sending it through the post in a letter addressed to each member at his/her last known address. Any notice shall be deemed to have been given by email or 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 post. 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, or by providing a confirmation that the email or facsimile was sent. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
14. No business shall be transacted at any Annual General Meeting, General Membership, or Special Meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of ten (10) members.
15. 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.
16. 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:
 - 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 any report of the auditors thereon;
 - d) Election of directors for the ensuing year;
 - e) Appointment of Auditors as required;
 - f) Any other business relevant to the operation of the Society.
17. The President, or other officer provided for by these by-laws, or any other Member of the Society chosen by the members present at the meeting, shall preside at meetings and shall have a vote. If a tie occurs in the vote of the members present at the meeting, including the vote of the presiding officer, the presiding officer may cast the deciding vote.

Voting

18. Every member shall have one vote and no more.
19. A motion, question or resolution put to a vote at a meeting is decided by a simple majority of the members of the Society present at any meeting.

Directors

20. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
21. The Executive Director shall be an ex officio Director of the Society and shall exercise full privileges.
22. Any member of the Society shall be eligible to be elected a director of the Society.
23. Directors shall be elected by members at each ordinary or annual general meeting of the Society.
24. The term of office for Directors shall be two years and Directors may serve a maximum of two consecutive terms in office, after which they will be ineligible for re-appointment for a period of two years. When Directors are appointed mid-year (outside of an Annual General Meeting), their term will expire at the second Annual General Meeting, even if a full 2 years has not elapsed.
25. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.
26. A Director who misses three consecutive regular Board meetings shall be asked his/her intention regarding her/his term on the Board of Directors, and may be asked to resign if unable to fulfill Board duties.
27. Vacancies in the Board, however caused, may be filled at the discretion of the remaining directors until such time as the membership can elect a new representative at the next Annual General Meeting.
28. 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.

29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number, and no less than two (2) of the directors are present at the commencement of such business.
30. The President, or an officer provided for by these by-laws, or any other Member of the Society chosen by the members present at the meeting, shall preside at meetings and shall have a vote. If a tie occurs in the vote of the members present at the meeting, including the vote of the presiding officer, the presiding officer may cast the deciding vote.
31. The Board of Directors shall be responsible to:
 - a) set overall annual operational goals, policies and objectives;
 - b) oversee the financial status of the organization;
 - c) review and approve in principle the draft annual budget prepared by the Treasurer and submit it for final approval at the Annual General Meeting;
 - d) hire and determine remuneration for the Executive Director; and
 - e) ensure the organizational development of the Society.
32. The Board of Directors shall not receive any remuneration from the Society for their services as Directors and no Director shall directly or indirectly receive any profit from his/her position as a Director. A Director may be paid reasonable expenditures incurred by her/him in the performance of her/his duties. Nothing herein contained shall be construed to preclude any Board member from serving the Board or the organization in specific capacity and receiving compensation for such work.
 - a) When a contract or issue under discussion by the Board directly concerns a Director he/she will absent her/himself from the meeting for the period required for discussion.

Officers

33. The officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary. The officers of Treasurer and Secretary may be combined.
34. Duties of the President:
 - a) to preside at meetings as needed;
 - b) to report to each Annual General and General Membership Meeting of the Society on the activities of the Board of Directors;
 - c) to represent the Board between meetings; and
 - d) to ensure, in conjunction with the Managing Director, that a proper Register of Members is kept in accordance with Section 16 of the Act.
35. Duties of the Vice-President:
 - a) to preside at meetings as needed
 - b) To represent (with the President) the Board between meetings;
 - c) to ensure, in conjunction with the Managing Director, that a proper Register of Members is kept in accordance with Section 16 of the Act.

36. Duties of the Secretary:
 - a) to preside at meetings as needed;
 - b) to record minutes of the meetings of the Society and circulate them at least seven days in advance of the next board meeting;
 - c) to retain custody of the books and records, and custody of the minutes of all the meetings of the Board of Directors; and
 - d) to review annually the Memorandum of Association and By-Laws and make proposals for modification and updating as required.
37. Duties of the Treasurer:
 - a) to preside at meetings as needed;
 - b) to keep accurate and complete financial records and books of the Society;
 - c) to retain the custody of the Seal of the Society;
 - d) to ensure that accounts are prepared and presented each year to the Annual General Meeting of the Society in accordance with the provisions of the Act;
 - e) to submit required reports to the Registrar of Joint Stock Companies; and
 - f) to prepare and present, in consultation with staff and with Board approval, a detailed budget to the annual General Meeting of the Society.
38. Duties of Staff:
 - a) to be responsible for the day to day functioning and administration of the Society in accordance with their contracts and job descriptions, and in fulfillment of the goals of the Society;
 - b) to maintain proper records and accounts as may be required from time to time by the Board; and
 - c) to report to the Board of Directors as requested on matters pertaining to the operation of the Society.

Board Committees

39. The Board may appoint an executive committee, consisting of the officers, Executive Director, Managing Director, and such other persons as the directors decide.
40. At least three months before the Annual General Meeting, the Directors shall appoint a Nominations Committee of at least three individuals, at least one of whom must be a member of the Board of Directors, one of whom shall be a member of the Society, and one of whom shall be staff.
41. The Nominations Committee is responsible to:
 - a) search for and present appropriate candidates for election to the Board of Directors, including re-election as the by-laws permit.
 - b) recruit and brief potential new board members, keeping in mind the needs of the organization and the talents, competencies and willingness to perform the required duties of potential board members;
 - c) ensure the representation of individuals who can help attract funding to the Society; and

- d) work to achieve a Board that is balanced with respect to gender, ethnic and cultural background, and geographical representation.
42. The Board may appoint an Advisory Committee. Members of the Advisory may be former board members, former staff, or other individuals as selected by the Board. The Advisory Committee does not attend Board meetings or make organizational decisions, but serves in advisory capacity for both Directors and staff in the development of the organization and its activities.
43. The Board may also establish other Board Committees in relation to identified organizational needs.

Audit and Finances

44. The Society may at each Annual General Meeting appoint an auditor or auditors to hold office until the next Annual General Meeting and such auditor or auditors shall have the qualifications of a chartered accountant or equivalent; alternatively, the Society may make other appropriate arrangements in lieu of a formal audit consistent with the provisions of the Act.
45. 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 operating account. 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 shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
46. The books and records of the Society may be inspected by the members at any Annual General, General Membership, or Special Meeting of the Society and as otherwise designated from time to time by the Directors.
47. The Managing Director and/or Executive Director, or any other person(s) appointed by the Board of Directors may execute contracts, deeds, bills of exchange or any other instruments and documents and affix the Society's Seal on behalf of the Society.
48. The assets of the Society shall never be pledged as security or collateral for any personal loan by any member.

Records

49. 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.
50. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

Conflict of Interest

51. To continue as a director, a member shall, by a date set by the Board of Directors, sign a certificate stating that the director:
- a) is qualified to act as a director;
 - b) is aware of the duties of a director;
 - c) has disclosed all personal, employment and business relationships with the Society or its employees, suppliers, contractors or directors, or with other candidates for election to the Board of Directors;
 - d) will disclose any future conflicts of interest as soon as they arise; and
 - e) will comply with any and all rules and policies set by the Board of Directors regarding conflicts of interest.

Liability

52. Every member of the Board of Directors and their heirs, executors, administrators, successors and assigns, and estate and effects, shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter, or thing made, done, or permitted by him/her in or about the execution of duties of office, and also from and against all other costs, charges, and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own wilful neglect or default.

No Income Payable To Director Of The Society

53. No part of the income of the Society shall be payable to or otherwise available for the personal benefit of any director of the Society, and the Society shall not be operated for the pecuniary profit of any of its directors. Nothing herein shall derogate from the powers of the Board of Directors to grant remuneration to those staff and members engaged for the purpose of the Society pursuant to these by-laws.