

### Proposed Bylaw Revisions

Currently:

23. There shall be voting by those in attendance at meetings by electronic means. Where necessary the Board may put resolutions to the voting membership through electronic means. It is incumbent of the Board to ensure any electronic means utilized ensure only one vote per voting member. Proxy Voting is not permitted.

Revision:

23. There shall be no proxy voting. Voting through electronic means is only permitted at board meetings. Electronic means that are used for voting are only permitted if members are able to cast their votes in “real time” to ensure they are able to be a part of and hear any discussion that takes place.

**Rationale: As per the Nova Scotia Society’s Act members must be present in person or vote using a proxy to vote on special resolutions. Special Resolutions are defined as “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.” Votes for other business could be completed through electronic means, only if members are able to cast their votes in “real time” so that they can hear and respond to other members at the meeting. As the majority of the voting at Annual General Meetings would be for special resolutions, electronic voting would not be permitted. Members and board members attending board meetings would be able to vote using electronic means when voting on other business items.**

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Currently:

30. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The Financial Reviewer shall make a written report to the members upon the balance sheet and operating account, and in every such report, shall state whether, in this opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly draw up so as to exhibit a true and correct view of the Association’s affairs, and such report shall be read at the annual meeting. 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, reviewed by the financial reviewer, shall be filed with the Registry of Joint Stocks within 30 days after the annual meeting in each year or as required by law.

Revision:

30. The Association shall make a written report to the members as to the financial position of the Association and the report shall contain a balance sheet and operating account. The Financial Reviewer shall make a written report to the members upon the balance sheet and

operating account, and in every such report, shall state whether, in this opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Association and properly draw up so as to exhibit a true and correct view of the Association's affairs, and such report shall be read at the annual meeting. 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, reviewed by the financial reviewer, shall be filed with the Registry of Joint Stocks within **14 days** after the annual meeting in each year or as required by law.

**Rationale: Financial statements must be signed by 2 Directors and submitted to the Registry of Joint Stocks within 14 days after the annual meeting as per the Nova Scotia Society's Act.**

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Currently:

32. The Association shall file with the Registry of Joint Stocks with its Annual Statement a list of its Executive Officers and Directors with their addresses, occupations, and dates of appointment or election within 30 days of a change of directors.

Revision:

32. The Association shall file with the Registry of Joint Stocks with its Annual Statement a list of its Executive Officers and Directors with their addresses, occupations, and dates of appointment or election within **14 days** of a change of directors.

**Rationale: The Annual List of Executive Officers and Directors must be submitted to the Registry of Joint Stocks within 14 days after the annual meeting as per the Nova Scotia Society's Act.**

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Currently:

33. The Association shall file with the Registry of Joint Stocks a copy in duplicate of every special resolution within 30 days after the resolution is passed.

Revision:

33. The Association shall file with the Registry of Joint Stocks a copy in duplicate of every special resolution within **14 days** after the resolution is passed.

**Rationale: All documentation being provided to the Registry of Joint Stocks following an annual meeting must be submitted within 14 days as per the Nova Scotia Society's Act.**

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Currently:

40. In the event that the association wishes to dissolve, a general meeting as per the By-Laws will be called. The only exception will be in the event that the Annual General Meeting is within the 90 days. Any motion to dissolve will require a 2/3 majority vote in favour by all eligible voting members in attendance or by pre-approved electronic methods.

Revision:

40. In the event that the association wishes to dissolve, a general meeting as per the By-Laws will be called. The only exception will be in the event that the Annual General Meeting is within the 90 days. ***Any motion to dissolve will require a 3/4 majority vote in favour by all eligible voting members in attendance.***

**Rationale: As per the Nova Scotia Society's Act a special resolution is required to be passed by a three fourths majority of voting members in attendance. Special resolutions cannot be voted on through electronic means as per the Act.**

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Currently:

25. At the first ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting, all the directors with the exception of the President, Vice President, Treasurer and Membership Coordinator shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
- a. During the annual general meeting of the Association held in even years the President and Membership Coordinator shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
  - b. During the annual general meeting of the Association held in odd years the Vice President and Treasurer shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

Revision:

26. At the first ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting, all the directors with the exception of the President, Vice President, Treasurer and Membership Coordinator shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
- a. During the annual general meeting of the Association held in even years the President and Membership Coordinator shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

- b. During the annual general meeting of the Association held in odd years the Vice President and Treasurer shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
- c. ***Individuals elected to the board as an executive officer or director shall not receive any remuneration.***
- d. ***If a Director resigns their Office or ceases to be a member in the Association their Office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Association.***
- e. ***The members may, by special resolution, remove any Director and appoint another member to complete the term of Office.***

***Rationale: As per required by the Nova Scotia Societies Act, TRAAC must have a bylaw concerning Directors/Officers remuneration and removal.***