

## Report on New Meeting Schedule and By-Laws by Paul Berry

On Monday September 14, 2015 HRTA agreed to a new meeting schedule where the executive would meet one month and then the full HRTA Board of Directors would meet the following month so that the full HRTA Board of Directors would only meet every second month. This was to begin in January 2016 with the Executive meeting and the full HRTA Board of Directors meeting in February 2016 and alternating thereafter.

Paul Berry, secretary, was asked to assess this new meeting schedule in light of HRTA's current by-laws.

These are the by-laws dealing with regular meetings of HRTA:

### 9.0 Meetings

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9.3 Seven days notice of a Regular meeting, specifying the place, day and hour of the meeting, and, in the case of special business, the nature of the business, shall be given to members. Notice shall be in writing, by email, by facsimile or by sending it through the post in a prepaid letter or newsletter addressed to each member at his or her last known address. The non-receipt of any notice by any member shall not invalidate the proceedings of any Annual General Meeting.

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### 11 Board of Directors Meetings

11.1 Regular meetings of the Board of Directors shall be held monthly, on the second Monday, unless otherwise determined.

11.2 A meeting of the Directors may be held at the close of every Annual General Meeting without notice.

11.3 Notice of each other meeting, specifying the time and place, shall be given 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 of any meeting of the Board of Directors.

11.4 Notice of Board of Directors Meetings shall be given by the Secretary.

11.5 No business shall be transacted at any meeting of the Board of Directors unless 60% of Directors is present at the commencement of such business.

11.6 The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any director chosen from among the directors present, shall preside as Chairperson for that meeting of the Board.

Assessment - it would appear that HRTA must have a regular meeting of the Board of Directors once every month. My reading of 11.1 is that the Board can "otherwise determine" that the meeting take place on a day other than the "second Monday" of the Month.

Recommendation - we revert to monthly meetings or we prepare an amendment to the By-Laws and pass it as a special resolution at a regular/general meeting. We need 21 days notice and a 75% majority of those present in person or by proxy.

## 15 Special Resolutions and Amendments of Bylaws

The society has the power to repeal or amend any of these bylaws by a special resolution passed in the manner prescribed by law.

Bylaws must be amended by special resolution which is defined in the Societies Act as 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 purpose(sic) the resolution as a special resolution has been duly given.

15.1 Every special resolution must be approved by a 75% majority of the voting members in good standing, present at the General Meeting to be adopted.

15.2 The HRTA has the power to repeal or amend any of these bylaws by a resolution passed in a manner prescribed by law.

15.3 Except by unanimous approval of the Directors, twenty-one days notice must be given before consideration of a special resolution.