

# **ACORN-NS**

## **BY-LAW**

**Established: April 27, 2000**

Amended: May 11, 2001  
April 11, 2002  
July 5, 2002

### **1. DEFINITION**

In this by-law,

"Organization" means the Atlantic Canadian Organization of Research Networks in Nova Scotia, ACORN-NS;

"Alternate Voting Representative" has the meaning given that expression in paragraph 4.3;

"body corporate" means an incorporated body wherever or however incorporated;

"Chair of the Organization" has the meaning given to that expression in subparagraphs 6.2.1 and 6.3.1;

"good standing" has the meaning given to that expression in paragraph 4.12;

"individual" means a natural person;

"organization" means a trust, partnership, fund, an unincorporated association or organization, Her Majesty in right of Canada or of a province and an agency of Her Majesty in either such rights;

"person" means an individual, a body corporate or an organization;

"Representative" has the meaning given that expression in paragraph 4.3;

"Voting Representative" has the meaning given that expression in paragraph 4.3; and

"in writing" includes facsimile transmission and electronic mail.

### **2. RELATIONSHIP TO DALHOUSIE UNIVERSITY**

Dalhousie University has agreed to be the legal signatory, on behalf of ACORN-NS, in dealings with CANARIE. Dalhousie maintains the accounts for ACORN-NS.

ACORN-NS, through the Chair, advises Dalhousie University on issues directly related to the Organization.

### **3. MISSION AND OBJECTIVES**

Consistent with the objects of the Organization, the mission and objectives of the Organization shall be as follows:

#### **3.1. MISSION**

The Organization will promote the development and operation of advanced network infrastructure and services in support of health, research and education for the growth of a knowledge-based economy and society in Nova Scotia.

#### **3.2. OBJECTIVES**

The objectives of the Organization shall be:

- (a) To promote the use of advanced networking within Nova Scotia.
- (b) To oversee the operation of the Nova Scotia GigaPOP and its connections to the CANARIE national research and education networks.
- (c) To make access to regional broadband networks and to the GigaPOP available to approved member institutions.
- (d) To cooperate with regional carriers in their testing and deployment of innovative technologies and services.
- (e) To facilitate economical access to these networks and to the GigaPOP through the establishment of an optical regional network or through other means.

### **4. MEMBERSHIP**

#### **4.1. CLASSES OF MEMBERSHIP**

There shall be two (2) classes of membership:

- (a) Full
- (b) Associate

Membership in the Organization is non-transferable.

## 4.2. CONDITIONS OF MEMBERSHIP

### 4.2.1. Full

Full Membership in the Organization is open to bodies corporate or other organizations which utilize advanced computer networking to support their primary organizational objectives other than:

- (a) bodies corporate or organizations that are predominantly engaged in the production, sale or rental of computer networking services, equipment or consulting services;
- (b) organizations, one of whose primary functions is to represent its members, and whose members consist primarily of bodies corporate or organizations referred to in paragraph (a); and
- (c) bodies corporate or organizations that are regulators of telecommunications common carriers.

### 4.2.2. Associate

Associate Membership in the Organization is open to:

- (a) bodies corporate or other organizations that are excluded from Full Membership by reason of paragraphs 4.2.1(a), (b), or (c);
- (b) individuals that have a professional interest in computer networking; or
- (c) persons who support the objectives of the Organization;

that would be otherwise ineligible to be Full Members.

## 4.3. MEMBERSHIP REPRESENTATION

### 4.3.1. Full Members

- 4.3.1.1. Each Full Member shall be entitled to one vote at meetings of members of the Organization;
- 4.3.1.2. Each Full Member shall designate a representative, who has a professional interest in the use of computer networking services and facilities on behalf of the Member, as its "Voting Representative" to exercise the Member's right to vote at meetings of the Organization.
- 4.3.1.3. Each Voting Representative may designate at his/her discretion an individual, who would be eligible to be appointed as a Voting Representative, as an Alternate Voting Representative.
- 4.3.1.4. A Full Member shall have the right to one vote at all meetings of the members of the Organization provided that such Full Member is in good standing at the time of the vote. The Voting Representative, or, in his/her absence, the Alternate Voting Representative, of each Full Member or, in the absence of both the Voting Representative and any Alternative Voting Representative, any other Representative of a Full Member appointed by proxy, shall exercise that Full Member's vote at meetings of members of the Organization.
- 4.3.1.5. Full Members may have additional Representatives in excess of the Voting Representative.

#### 4.3.2. Associate Members

- 4.3.2.1. Each Associate Member shall designate one of its employees as its "Primary Representative".
- 4.3.2.2. Associate Members may have additional Representatives in excess of the Primary Representative. Representatives or Primary Representatives of an Associate Member may not vote at meetings of the Organization.
- 4.3.2.3. Associate Members are not entitled to receive notice of or to attend or vote at meetings of the Organization or to receive the annual financial statements of the Organization.
- 4.3.2.4. A Representative of an Associate Member is not eligible to chair a subcommittee of the Organization.

#### 4.4. APPLICATION FOR MEMBERSHIP

Applications describing a person's qualifications for membership under subparagraphs 4.2.1 or 4.2.2, as the case may be, shall be submitted to the Chair. Applications in the following categories shall also meet the following requirements:

#### 4.4.1. Full Members

A Full Membership application shall include a general description of the prospective Member's networking services and facilities and the name, title, and responsibilities of their prospective Representatives.

#### 4.4.2. Associate Members

An Associate Membership application shall describe the prospective Member's interest in networking and the name, title, and responsibilities of their prospective Representatives.

### 4.5. APPROVAL OF MEMBERSHIP APPLICATIONS

If the Steering Committee is satisfied that the application meets the eligibility requirements set out in paragraph 4.2 for the category of membership for which they have applied, the Steering Committee may by resolution admit the applicant to the category of membership applied for.

### 4.6. CHALLENGING ELIGIBILITY FOR MEMBERSHIP

A Full Member may challenge the eligibility for membership of another Member by filing a complaint in writing with the Chair of the Steering Committee, citing the specific provision of the by-laws which is thought to disqualify the Member. Upon receipt of any such complaint, the Steering Committee shall determine whether the Member is complying or is capable of complying with the terms of its membership. If following an investigation the Steering Committee determines that the Member is not complying, or will not comply, with the requirements for membership, the Committee shall notify the member of its conclusion, and shall determine whether the member's membership shall be terminated. For example, a complaint filed under this provision may allege that a member's application for membership was incorrectly evaluated or that a member's circumstances have changed in such a way as to be in conflict with the requirements for membership.

### 4.7. TERMINATION OF MEMBERSHIP

Membership in the Organization shall terminate

- (a) if the member resigns,
- (b) if a member has failed to pay the full amount of any dues owing within 120 days.

- (c) where the Steering Committee determines by resolution that, in the opinion of the Steering Committee, the member no longer satisfies the requirements for membership, or
- (d) where it is resolved at a meeting of members that a member's membership shall be terminated for conduct detrimental to the interests of the Organization.

#### 4.8. CONVERTING FULL MEMBERSHIP TO ASSOCIATE MEMBERSHIP

Where a Full Member's membership has been terminated under paragraph 4.7(c), the Steering Committee, on the request of the member, may convert the membership into an Associate Membership.

#### 4.9. RESIGNING MEMBERSHIP

A member whose membership is in good standing may resign its membership by providing the Organization with written notice of resignation. The resignation shall be effective from the time that it is sent to the Organization.

#### 4.10. REPRESENTATIVES CEASING TO BE QUALIFIED

##### 4.10.1. Full Members

A Voting Representative, Alternate Voting Representative or a Representative of a Full Member shall cease to be so recognized by the Organization when the individual ceases to be qualified to hold that designation.

##### 4.10.2. Associate Members

A Primary Representative, or a Representative of an Associate Member shall cease to be so recognized by the Organization when that individual ceases to be qualified to hold that designation.

##### 4.10.3. Replacements

A Full Member or an Associate Member shall be entitled to replace any representative that ceases to be qualified by notifying the Organization in writing of the name of the individual appointed as a replacement.

#### 4.11. DUES

#### 4.11.1. Amount

The Steering Committee shall determine the amount of the dues payable by each member of the Organization.

#### 4.11.2. Invoices

Invoices for membership dues shall be forwarded to each Full and Associate Member at the beginning of each fiscal year of the Organization.

### 4.12. GOOD STANDING

4.12.1. Full and Associate Members whose dues remain unpaid 90 days after the date of invoice shall no longer be members in good standing.

4.12.2. Full Members whose Representatives fail to attend two consecutive meetings of a committee or subcommittee to which they belong shall no longer be members in good standing, but shall be considered to be Associate Members.

## 5. STEERING COMMITTEE

### 5.1. DUTIES OF COMMITTEE MEMBERS

#### 5.1.1. General Duties

The Directors of the Steering Committee shall oversee all of the business affairs of the Organization.

#### 5.1.2. Specific Duties

The Steering Committee shall approve the annual operating budget for the Organization.

### 5.2. QUALIFICATION AND NUMBER

The Voting Representative of each Full Member whose membership is in good standing is a candidate for membership of the Steering Committee. These Committee members shall be called the Directors of the Organization.

The number of Directors may be limited by resolution of the Steering Committee, in which case a method for selecting the Directors from among the Voting Representatives shall be instituted. This selection shall take place during a meeting of Members of the Organization.

### 5.3. REMUNERATION OF DIRECTORS

No Director shall receive any remuneration for duties performed on behalf of the Organization, but these persons may be reimbursed for reasonable expenses incurred while performing such duties.

### 5.4. MEETINGS OF THE STEERING COMMITTEE

#### 5.4.1. Place of Meetings

Meetings of the Steering Committee may be held at any place as the Chair of the Organization may determine. Upon the consent of all Directors, any Committee meeting may be conducted by teleconference or any other communication facility that would permit all participant Directors to hear each other simultaneously and a Director participating in such a meeting by such means is deemed to be present at the meeting.

#### 5.4.2. Frequency of Meetings

The Steering Committee shall meet no fewer than four times in each fiscal year of the Organization.

#### 5.4.3. Notice

Meetings of the Steering Committee may be called by the Chair of the Organization or by the Secretary-Treasurer on the direction of not less than one-third of the Directors. Notice of the time and place of the meeting shall be given in writing to each Director not less than 7 days before the meeting is to take place. This notice may be waived or the time for the sending of the notice may be waived or abridged at any time with the consent of a Director or upon the attendance of the Director at the meeting.

#### 5.4.4. Quorum

A majority of the number of Directors shall constitute a quorum.

### 5.5. RESOLUTIONS IN LIEU OF MEETING

A resolution in writing signed by all of the Directors is valid as if it had been passed at a meeting of Directors.

## 5.6. REMOVAL OF DIRECTORS

5.6.1. Subject to subparagraph 5.6.2, a Director shall cease to be a Director of the Organization upon any of the following events:

- (a) the Full Member of which the Director is a Voting Representative ceases to be a Full Member in good standing,
- (b) the Director ceases to be a Voting Representative of a Full Member,
- (c) the Director sends a notice in writing to the Organization resigning as a Director of the Organization,
- (d) upon a resolution passed by a vote of three-quarters of the Directors that such Director be removed as a Director of the Organization,
- (e) upon a resolution passed by at least three-quarters of the votes cast in person or by proxy at a special meeting of the members of the Organization called for the purpose of removing such Director from office, or
- (f) upon the death of the Director.

5.6.2. Notwithstanding clause 5.6.1(b), where the Steering Committee believes that it is in the best interests of the Organization, a Director who has ceased to be a Voting Representative of a Full Member during the term of his or her office may continue to serve until the next annual meeting of the members of the Organization.

5.6.3. A Director who ceases to be a Director of the Organization pursuant to clause 5.6.1 (b) but who remains in office pursuant to clause 5.6.2 and who is reemployed by a Full Member at the time of the next annual meeting of the members of the Organization, may, at the discretion of the Steering Committee, be allowed to serve out the term of his or her office.

## 6. OFFICERS

### 6.1. OFFICERS

The officers of the Organization shall be a Chair, Vice-Chair, Treasurer and Secretary. One person may hold up to two offices.

### 6.2. APPOINTMENT

#### 6.2.1. Chair

The Chair of the Organization shall be selected by the Steering Committee from among its members at the first meeting following the start of the fiscal year.

#### 6.2.2. Vice-Chair, Treasurer and Secretary

The Vice-Chair, Treasurer and Secretary shall be selected by the Steering Committee from among its members at the first meeting following the start of the fiscal year.

### 6.3. DUTIES OF OFFICERS

#### 6.3.1. Chair

The Chair shall, when present, preside as chair at the meetings of the Steering Committee and shall, with the Secretary, Treasurer or other person appointed by the Directors for the purpose, sign all by-laws and minutes, and shall perform such other duties as the Steering Committee may, from time-to-time, properly require of him or her.

#### 6.3.2. Vice-Chair

It shall be the duty of the Vice-Chair to assist the Chair in the discharge of his or her duties as may be required, and shall perform such other duties as the Steering Committee may, from time-to-time, properly require of him or her.

#### 6.3.3. Secretary

The Secretary, or such other officer as the Secretary shall appoint, shall attend all meetings of the Organization and of the Steering Committee and shall act as secretary at those meetings. The Secretary shall issue or cause to be issued notices for all meetings of the Steering Committee, have control of the minute books of the Organization, sign with the Chair of the Organization or other signing officer or officers of the Organization such instruments as require his/her signature, and shall perform such other duties as the Steering Committee may, from time-to-time, properly require of him or her.

#### 6.3.4. Treasurer

It shall be the duty of the Treasurer to oversee the management of all funds entrusted to the Organization and the collection of all fees, dues and special assessments. The Treasurer shall also be responsible to review the Organization's financial budget and to review, with the Chair, the measures implemented to maintain and control the financial

affairs and operating costs of the Organization

#### 6.4. DELEGATION OF DUTIES OF OFFICERS

In case of the absence or inability to act of the Chair of the Organization or any other officer of the Organization, the Steering Committee may delegate all or any of the powers of such officer to any other officer or to any Director or staff member for the time being. If in the opinion of the Steering Committee any such officer will be unable to return to such office within a reasonable period of time, the Steering Committee may declare such office to be vacant.

#### 6.5. VACANCIES

If a vacancy shall occur in any office by reason of death, resignation, disqualification, disability or otherwise, the Steering Committee may by resolution elect or appoint a person to fill such vacancy for the remaining term of office.

#### 6.6. REMOVAL OF OFFICERS

All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Steering Committee, at any time, with or without cause, whereupon the Steering Committee may appoint a Director to the vacant position.

### **7. SUBCOMMITTEES**

Subcommittees of the Organization shall report to the Steering Committee, and their actions shall at all times be subject to revision by the Steering Committee.

#### 7.1. STANDING SUBCOMMITTEES

There are no standing subcommittees.

#### 7.2. OTHER SUBCOMMITTEES

The Steering Committee shall create such other subcommittees as it deems desirable, and shall appoint a liaison Director and the chair thereof. The duties of such subcommittees shall be

determined by the Steering Committee. The Steering Committee, on the recommendation of the chair of each such subcommittee, shall approve the other members of such subcommittees.

### **7.3. REMUNERATION OF SUBCOMMITTEE MEMBERS**

Subject to this by-law, the remuneration of all subcommittee members shall be determined, from time to time, by resolution of the Steering Committee.

### **7.4. REMOVAL OF SUBCOMMITTEE MEMBERS**

All subcommittee members, in the absence of a written agreement to the contrary, shall be subject to removal by the Liaison Director for the subcommittee, at any time, with or without cause.

## **8. EXPENSES**

Any expenditure by or under the direction of a committee or subcommittee of the Organization or by or under a Director or officer of the Organization and previously designated in an approved budget shall be authorized by the responsible Director, officer or the Chair of the Organization. All applications for appropriations of money in excess of an amount determined from time-to-time by the Steering Committee shall be made to the Board and no expense or liability shall be incurred in the name of the Organization in excess of that amount without its prior consent.

## **9. BANKING ARRANGEMENTS**

Accounts shall be maintained by Dalhousie University.

## **10. CONTRACTS**

The Chair shall have the authority to advise Dalhousie University, on behalf of the Steering Committee, concerning all contracts and legal documents.

## **11. FISCAL YEAR**

The fiscal year of the Organization shall commence on the 1st day of April in each year and end on the 31st day of March of the following year.

## **12. MEETINGS OF MEMBERS**

### **12.1. ANNUAL MEETINGS**

The Organization shall hold an annual meeting of members once each year to

- (a) receive the reports of officers and Directors,
- (b) elect Directors if required to do so, and
- (c) transact such other business as may properly come before the meeting.

The annual meeting shall be convened at such place as may be decided by the Steering Committee.

### **12.2. SPECIAL MEETINGS**

One-third or more of the Directors of the Steering Committee may call a special meeting of the Organization. The Steering Committee shall call a Special Meeting upon the written request of at least one-third of the Full Members. Such meeting shall be called within sixty days after the filing of such request with the Chair of the Organization.

### **12.3. QUORUM**

At all annual and special meetings of members of the Organization, the greater of four Full Members or one-third of all of the Full Members, represented either by a Voting Representative an Alternate Voting Representative or by proxy, shall constitute a quorum, of which at least one-half must be represented by a Voting Representative or Alternate Voting Representative.

### **12.4. VOTING**

12.4.1. Unless otherwise specified by this by-law, each question to be determined at an annual or special meeting shall be determined by a simple majority of votes cast by the Voting Representatives or Alternate Voting Representatives present at the meeting or by those members represented by proxy.

12.4.2. Unless a poll is demanded, every question submitted to any meeting of members of the Alliance shall be decided by a majority, or such other proportion as may be required, of votes cast on a show of hands and in case of an equality of votes, the Chair shall have a second or casting vote in addition to the vote to which he/she is entitled to exercise as the Voting Representative of a Corporate Member.

## 12.5. PROXIES

At any meeting of the members, a Voting Representative entitled to vote may vote by proxy duly and sufficiently appointed. An instrument appointing a proxy shall be approved by the Steering Committee and shall be completed in writing under the hand of the individual appointing the proxy. The proxy holder must be a Representative of a Corporate Member. Such proxy shall be valid only for the Annual or Special Meeting for which it was specifically given or for any adjournment thereof. Signed proxy authorizations must be received by the Chair not later than 48 hours, or such earlier time as may be determined by the Steering Committee, prior to the commencement of the meeting for which they are intended. No proxy authorization shall be valid after three months from the date of its execution, unless otherwise provided in the proxy.

## 12.6. ATTENDANCE AT MEETINGS

The only persons entitled to attend Annual or Special General Meetings shall be Representatives of Full Members, and others who, although not entitled to vote, are entitled or required under any provisions of the by-laws of the Organization to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.

## 12.7. NOTICE

12.7.1. Written notice of the time and place of every annual or special meeting shall be given to each Full Member at least seven (7) days before the time fixed for the holding of such meeting.

12.7.2. Notice of a special meeting shall state the business which is to be transacted thereat in sufficient detail to allow the member to form a reasoned judgement thereon.

12.7.3. Notice of each meeting of members must remind the member that he/she has the right to vote by proxy.

12.7.4. The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members of the Organization shall not invalidate any resolution passed or proceedings taken at any meeting of members of the Organization.

## 12.8. RULES OF CONDUCT

The following rules shall govern the conduct of all meetings of members of the Organization:

12.8.1. If there is no quorum within fifteen minutes of the time fixed for the meeting to begin, the Chair may declare the meeting cancelled.

12.8.2. The chair of the meeting shall decide all questions of order.

12.8.3. In the absence of the Chair, the Vice-Chair shall be chair and if the Vice-Chair is absent or declines to act as chair, the members present shall choose another Director as chair and if no Director is present or if the Directors present decline to act as chair, the members present shall choose one of the Voting Representatives of the Full Members present to be chair.

## 12.9. POLLS

A Voting Representative or an Alternative Voting Representative present at a meeting may request that a poll be taken with respect to a matter before the meeting. If at any meeting a poll is taken on the election of a chair or on the question of adjournment it shall be taken forthwith without adjournment. If a poll is demanded on any other question or as to the election of Directors it shall be taken in such manner and either at once or after adjournment as the chair directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll is demanded. A demand for a poll may be withdrawn.

## 12.10. ADJOURNMENTS

The chair may with the consent of any meeting adjourn the same from time to time to a fixed time and place and no notice of the time and place for the holding of the adjourned meeting need be given to the members. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

## **13. BYLAWS**

### 13.1. ENACTMENT, REPEAL, AMENDMENT

By-laws of the Organization may be enacted, and the by-laws repealed or amended, by by-law enacted by a majority of the Directors.

### 13.2. CONFIRMATION

By-laws enacted on or after April 1, 2001, must be confirmed by two-thirds of the Full Members of the Organization present at a meeting of the members of the Organization duly called for the purpose of considering such by-law.