BYLAWS of the

ANNAPOLIS BASIN PROTECTORS ASSOCIATION

Consolidated July 2026 from original bylaws dated May 7, 2026 and incorporating amendments approved by special resolution on July 16, 2026

SECTION 1 – DEFINITIONS

1. In these bylaws, unless there is something in the subject or context inconsistent therewith,
    a. "Act" means the Societies Act of Nova Scotia as amended from time to time
    b. "Society" means the Annapolis Basin Protectors Association
    c. "Board" means the Directors of the Society
    d. "Registrar" means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*
    e. "Director(s)" means any or all member(s) of the Board of Directors either elected or appointed
    f. "Special Resolution" means a resolution passed by not less than three-fourths (3/4) of the membership entitled to vote as are present in person or by proxy, where proxies are allowed, at a duly called general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
    g. "Proxy voting" means a form of voting whereby a member of a decision-making body may delegate their voting power to a representative, to enable a vote in absence.

SECTION 2 - MEMBERSHIP

2. There is one category of membership in the Society: *Individual Member*

3. An *Individual Member* is a person sympathetic to the goals of the Society who applies for membership directly to the Society. An *Individual Member* has one vote at a general meeting.

4. Membership in the Society is not transferable.

5. All memberships must be renewed annually by December 31 to maintain Active Membership status within the Society, and recorded in the Membership Registry.

6. All memberships are conditional on the payment of an annual fee in an amount, if any, to be determined by the Board, and on such other conditions that appear elsewhere in these bylaws or are stated from time to time by the Board.

7. Every member must uphold the Memorandum of Association of the Society and must comply with these bylaws.

8. Membership in the Society shall cease:
    a. upon death, or
    b. if the member resigns by written notice to the Society, or
    c. If the member ceases to qualify for membership in accordance with these bylaws

9. Expulsion of Members:
    a. the Board shall have the authority of expel any member from the Society for activity prejudicial to the goals of the Society, or for violating any provision of the Memorandum of Association, bylaws and policies of the Society
    b. expulsion shall be by motion at a Board of Directors meeting, and such a motion shall require a two-thirds (2/3) majority vote to pass
    c. notice of the motion, identifying the member(s) involved, must be sent to the member(s) involved and to all Directors at least 15 days before consideration of the motion.

SECTION 3 – MEMBER MEETINGS

10. There are two categories of meetings that are open to Members to attend: the Annual General Meeting, and Special General Meetings.

11. The **Annual General Meeting** (AGM) shall be held within three (3) months of the end of the fiscal year of the Society.

12. A **Special General Meeting** may be called if requested by:
    a. the President;
    b. the majority of the Directors;
    c. requested in writing by at least fifty members or twenty percent (20%) of the active Members (as recorded in the Membership Registry), whichever is fewer.
    d. a meeting at the request of the members shall occur within thirty (30) days of the receipt of the request, unless these members are agreeable to a later date

13. Any Members' meeting may be held in person or via electronic means or via a combination thereof, to be determined by the Board.

14. Members shall be given 10 days' notice of the Annual General Meeting and Special General Meetings, and the notice must:
    a. specify the date, place and time of the meeting
    b. specify the nature of business, such as the intention to propose a Special Resolution
    c. be given to the members by telephone and/or electronic mail by the President or Secretary on behalf of the Board, and posted on the Society's website, and
    d. the non-receipt of notice by any member shall not invalidate the proceedings.

15. **Order of Business at each Annual General Meeting** (AGM):
    a. approval of the minutes of the previous meeting, including any Special General Meetings
    b. consideration of the Annual Report of the Directors
    c. consideration of the Financial Statements, including the balance sheet, and the statement of income and expenses
    d. election of Directors

16. No business shall be transacted at any general meeting of the Society unless a quorum of members is present to open the meeting and before any vote. Quorum shall consist of three (3) voting members or 10% of the voting members whichever is greater.

17. If a quorum of members is not present within 30 minutes from the time appointed for the general meeting, then:
    a. if the meeting was convened at the request of the members, the meeting is terminated, and
    b. it shall stand adjourned to such time and place as a majority of the members then present shall direct, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes, the voting members who are present constitute a quorum for that meeting.

18. The President, or in their absence, the Vice-President, or in the absence of both of them, the 2nd Vice-President shall preside as Chair at members' meetings. In the absence of all of them, any member appointed from among those present, shall preside as chair at members' meetings.

19. The Chair may, with the consent of the general meeting, adjourn any meeting from time to time and place to place, but no business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

20. Voting at Members' Meetings
    a. every member shall have one vote and no more and there will be proxy voting.
    b. a proxy must be in writing, signed by the member giving the proxy, and submitted to the President or Secretary before the meeting begins. A proxy holder must be a member in good standing of the Society.
    c. except when voting on special resolutions as defined in Section 1(f) of these bylaws every question shall be determined by a majority of the votes cast on the question.
    d. where there is an equality of votes the motion shall be lost.
    e. the Chair of the meeting must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.
    f. at any general meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) members. If a poll is demanded it shall be held by a show of hands or by secret ballot as the Chair may decide.

SECTION 4 – BOARD OF DIRECTORS

21. Any member of the Society shall be eligible to be elected a Director of the Society.

22. The number of Directors shall be no fewer than three (3) and no more than 10.

23. Directors and Officers shall serve a term of one (1) year and are eligible for re-election to the same or different positions any number of times.

24. At every Annual General Meeting of the Society, retiring Directors and Officers hold office until the dissolution of the meeting at which their successors are re-elected.

25. If a Director resigns their office or ceases to be a member in the Society, 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 Society.

26. Removal of Directors
    a. any Director may be removed from the Board for activity prejudicial to the goals of the Society or to the orderly management of the business of the Society, or for failure to perform their duties as a Director
    b. Directors are removed from the Board by a motion passed at a Board of Directors meeting, and such a motion shall require a two-thirds (2/3) majority vote to pass
    c. Notice of motion, identifying the Director(s) involved, must be sent to all Directors at least 15 days before consideration of the motion.

27. Conflict of Interest
    a. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members
        i. upon nomination, and
        ii. if serving as a Director, when the possibility of a conflict is realized
    b. a conflict of interest does not prevent a member from serving as a Director provided the individual withdraws from the decision making on matters pertaining to that interest. The withdrawal must be recorded in the minutes.

SECTION 5 – BOARD OF DIRECTORS MEETINGS

28. Any Board meeting may be held in person or via electronic means or via a combination thereof, to be determined by the Board. The Secretary shall record successful motions made in this manner, and the results shall be read into the minutes of the next Board of Directors meeting.

29. The Board of Directors shall meet no less than once a year.

30. Directors shall be given 10 days' notice of the Board meeting, and the notice must:
    a. specify the date, place and time of the meeting
    b. specify the nature of business, such as the intention to propose a Special Resolution
    c. be given to the members by telephone and/or electronic mail by the President or Secretary on behalf of the Board, and posted on the Society's website, and
    d. the non-receipt of notice by a Director shall not invalidate the proceedings.
    e. Notice can be waived for board meetings with the unanimous approval of the board

31. No business shall be transacted at any Board Meeting unless a quorum is present to open the meeting and before any vote. Quorum for Board meetings is a simple majority of the Directors.

32. The President, or in their absence, the Vice-President, or in the absence of both of them, the 2nd Vice-President shall preside as Chair at Board meetings. In the absence of all of them, any member appointed from among those present, shall preside as chair.

33. Voting at Board Meetings
    a. Every Director shall have one vote and no more and there shall be proxy voting.
    b. a proxy must be in writing, signed by the member giving the proxy, and submitted to the President or Secretary before the meeting begins. A proxy holder must be a member in good standing of the Society.
    c. except when voting on special resolutions as defined in Section 1(f) of these bylaws every question shall be determined by a majority of the votes cast on the question.
    d. where there is an equality of votes the motion shall be lost.
    e. the Chair of the meeting must announce the outcome of each vote, and that outcome must be recorded in the minutes of the meeting.

SECTION 6 – POWERS OF THE BOARD OF DIRECTORS

34. The Board of Directors is responsible for the governance of the Society and for ensuring the Society maintains its legal status as a non-profit in good standing.

35. The Directors may appoint an executive committee and other committees as they see fit.

36. The borrowing powers of the Society may be exercised by resolution of the Board of Directors.

37. The Society shall not make loans, guarantee loans or advance funds to any Director.

38. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors. The Secretary may affix the Seal of the Society (if one exists) to any document on resolution of the Board of Directors.

39. The Society has the power to repeal, amend or add to the powers of the Board of Directors and/or the bylaws by a Special Resolution. No bylaw or amendment to bylaws shall take effect until the Registrar approves of it.

SECTION 7 - OFFICERS

40. The Officers of the Society shall be a President, Vice-President, 2nd Vice-President, Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.

41. The Officers of the Society shall be elected by the Directors amongst themselves.

42. The President is responsible for the effectiveness of the board and shall perform such duties as assigned by the Board of Directors from time to time.

43. The Vice-President shall perform the duties of the President during the President's absence, illness or incapacity, or during such periods as the President may request the Vice-President to do so.

44. The 2nd Vice-President shall, in the absence, illness, or incapacity of the President and the Vice-President, perform the duties and exercise the powers of the President, and shall perform such other duties as shall from time to time be imposed on them by the board.

45. The Secretary shall keep the minutes of the general meetings of the Society and the Board, the membership register, and the correspondence of the Society, and custody of the Seal of the Society, if one is obtained; and perform such other duties as may be assigned by the Board. If the Secretary is absent from a meeting the Board must appoint another individual to act as Secretary as the meeting.

46. The Secretary shall file with the Registrar
    a. any changes to the Directors and Officers with their addresses, occupations, and dates of appointment or election, within 14 days of any change

47. The Treasurer shall have responsibility for the preparation and keeping of the books and financial records of the Society and shall carry out other such duties as he Board may assign.

48. Resignation of Officers
    a. the resignation of an Officer is automatically a resignation from the Board, but this shall not preclude the appointment of the individual to any vacant Director position.
    b. should the President resign, the Vice-President shall become President
    c. should the Vice-President, 2nd Vice-President, Secretary and/or Treasurer resign the Offices may be replaced from within the Board or through appointment to the Board.

49. Removal of Officers
    a. any Officer may be removed from Office for activity prejudicial to the goals of the Society or to the orderly management of the business of the Society, or for failure to perform the duties as an Officer
    b. Officers are removed from Office by motion passed at the Board of Directors meeting, and such a motion shall require a two-thirds (2/3) majority vote to pass
    c. Notice of the motion, identifying the Officer(s) involved, must be sent to all Directors at least 15 days before consideration of the motion.

SECTION 8 – DIRECTOR AND OFFICER REMUNERATION

50. Directors and Officers shall serve without remuneration and shall not receive and profit or be paid for being Directors and Officers.

51. Directors and Officers may receive reasonable remuneration for other services that they provide to the Society as approved by the Board. Remuneration shall be approved by a motion passed at a Board of Directors meeting, and such a motion shall require two-thirds (2/3) majority vote to pass.

SECTION 9 - FINANCE

52. The fiscal year end of the Society shall end on December 31
53. The Society shall provide an Annual Financial Report to its members. This shall include a copy of the balance sheet, showing liability and assets, and a statement of income and expenses for the preceding year.

54. A copy of the Annual Financial Report shall be signed by two (2) Directors and filed with the Registrar within 14 days after the Annual General Meeting as required by law.

55. Should the Society be without a financial reviewer (auditor) the Board may appoint one.

56. No funds of the Society shall be paid to or be available for the personal benefit of any Member.

SECTION 10 – INSPECTION OF BOOKS AND RECORDS

57. The books and records of the Society may be inspected by any member of the Society at any reasonable time with one (1) week's notice at the registered office of the Society.

SECTION 11 – SPECIAL RESOLUTIONS AND AMENDMENTS OF BYLAWS

58. Every Special Resolution as defined in Section 1(f) must be approved by three-quarters (3/4) of the Board of Directors before it can be put before the membership.

59. The Society shall file with the Registrar a copy of every Special Resolution passed within 14 days.

60. The Society has the power to repeal, amend or add to these bylaws by a Special Resolution passed in a manner prescribed by law. No bylaw or amendment to the bylaws shall take effect until the Registrar approves of it.