

**BY-LAWS FOR A NON-PROFIT SOCIETY**  
**ANNAPOLIS BASIN PROTECTORS ASSOCIATION**

**PART 1 - DEFINITIONS AND INTERPRETATION**

**1.1 In these by-Laws:**

- a. "Act" means the Societies Act of Nova Scotia as amended from time to time;
- b. "Board" means the directors of the Society;
- c. "Registrar" means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*.
- d. "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.

**1.2 Definitions in Act apply**

The definitions in the Act apply to these by-laws.

**1.3 Conflict with Act**

If there is a conflict between these By-laws and the Act, the Act shall prevail.

**PART 2 - MEMBERS**

**2.1 Application for membership**

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Membership in the Society is not transferable.

**2.2 Duties of members**

Every member must uphold the Memorandum of Association of the Society and must comply with these by-laws.

**2.3 Terms of admission of members**

The following shall be eligible for membership:

- a. the minimum of 5 subscribers to the Memorandum of Association,

- b. those who support the objects of the Society,
- c. those who are admitted to membership,
- d. those whose name and address is written in the Register of Members by the secretary,
- e. those who pay an annual fee in an amount, if any, to be determined by the board.

## **2.4 Members' rights and obligations**

The Society is ultimately accountable to the members of the Society.

Every member is entitled to attend any members' meeting of the Society.

Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

## **2.5 Conditions under which membership ceases**

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 by-laws, or
- d. if, by a vote of the majority of the members of the society or a majority vote of the directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

## **2.6 Manner in which a member may be expelled.**

The board shall have authority to suspend or expel any member from the society for any one or more of the following grounds:

- a. violating any provision of the memorandum of association, by-laws, or written policies of the society;
- b. carrying out any conduct which may be detrimental to the society as determined by the board in its sole discretion.
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the society.

The board may develop policy regarding the manner in which a member may be expelled.

# **PART 3 - MEMBERS' MEETINGS**

## **3.1 Time and place of meetings**

The President, or in his/her absence, the Vice-President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

The Chair may, with the consent of the meeting, adjourn any meeting. 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.

### **3.2 Preparation and custody of minutes of members meetings**

The Secretary will have responsibility for the preparation and custody of the minutes of members' meetings.

### **3.3 Annual general meetings**

The Annual General Meeting shall be held within three (3) months after every fiscal year end.

At the annual general meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

- a. approve the minutes of the previous meeting,
- b. consideration of the annual report of the directors,
- c. consideration of the annual financial report of the Society,
- d. appoint an auditor, if any, for the ensuing year, and
- e. election of directors

### **3.4 Mode and time of calling of annual general meetings**

Notice to members is required for the annual general meeting. The notice must:

- a. specify the date, place and time of the meeting,
- b. be given to the members thirty (30) days prior to the meeting,
- c. be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- d. specify the nature of the business, such as the intention to propose a special resolution, and
- e. the non-receipt of notice by any member shall not invalidate the proceedings.

### **3.5 Special meetings**

Special meetings of the members may be held at any time and shall be called:

- a. if requested by the chair, or
- b. if requested by a majority of the directors, or
- c. if requested in writing by at least 50 members or 20 percent of the members of the society whichever is the lesser number.

### **3.6 Mode and time of calling special meetings**

Notice to members is required for special meetings. The notice must:

- a. specify the date, place and time of the meeting,
- b. be given to the members seven (7) days prior to the meeting,
- c. be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
- d. specify the nature of business, such as the intention to propose a special resolution, and
- e. the non-receipt of notice by any member shall not invalidate the proceedings.

### **3.7 Quorum at members' meetings**

Quorum for the transaction of business shall consist of 3 voting members or 10% of the voting members whichever is greater. No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.

### **3.8 Quorum not present at members' meetings**

If within 30 minutes from the time set for holding the meeting quorum is not present - or - if, at any time during a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended.

- a. In the case of a meeting convened on the requisition of members, the meeting is terminated, and
- b. In any other case, the meeting stands adjourned to the same date in the next week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

### **3.9 Voting rights at members' meetings**

Every member may vote at any members' meeting of the Society after they have attended at least one previous members' meeting.

Every member shall have one vote and no more and there shall not be proxy voting.

Except when voting on special resolutions as defined in Section 1.1 of these by-laws. every question shall be determined by a majority of the votes cast on the question.

Where there is an equality of votes the motion shall be lost.

The chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **PART 4 - DIRECTORS**

### **4.1 Eligibility of directors**

Any member of the society shall be eligible to be elected a director of the society.

### **4.2 Number of directors**

The number of directors shall be no fewer than 3 and no more than 10.

### **4.3 Appointment of directors**

The subscribers to the Memorandum of Association of the Society shall appoint the first directors of the Society.

At each subsequent annual general meeting, the voting members who are entitled to vote must elect the board.

Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election.

### **4.4 Board vacancies**

If a director resigns his/her office or ceases to be a member in the Society, his/her 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.

### **4.5 Duties and powers**

The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.

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

### **4.6 Conflict of Interest**

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

- a. upon nomination, and
- b. if serving as a director, when the possibility of a conflict is realized.

- c. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

#### **4.7 Removal of directors**

The members may, by special resolution, remove any director and appoint another person to complete the term of office.

### **PART 5 - DIRECTORS' MEETINGS**

#### **5.1 Frequency of directors' meetings**

The board of directors shall meet no less than once each year.

The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair of the board.

#### **5.2 Preparation and custody of minutes of directors' meetings**

The Secretary will have responsibility for the preparation and custody of the minutes of directors' meetings.

#### **5.3 Mode and time of calling directors' meetings**

A directors' meeting may be called by the president or by any 2 other directors.

A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- a. specify the date, place and time of the meeting,
- b. be given to the directors seven (7) days prior to the meeting,
- c. be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means
- d. the non-receipt of notice by any director shall not invalidate the proceedings.
- e. Notice can be waived for board meetings with the unanimous approval of the board.

#### **5.4 Quorum at directors' meetings**

Quorum shall consist of a majority of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and before any vote.

## 5.5 Voting rights at directors' meetings

Every director shall have one vote at directors' meetings.

Where there is an equality of votes the motion shall be lost.

## PART 6 - OFFICERS

### 6.1 Appointment of officers

The directors shall elect the following officers from amongst themselves:

- a. President
- b. Vice-President
- c. Treasurer
- d. Secretary

The offices of Treasurer and Secretary may be combined.

The directors may remove, whether for cause or without cause, any officer of the society.

If the office of any officer of the society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

### 6.2 Officers duties and responsibilities

The board may restrict or supplement the officers' powers and duties.

**The President** is responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.

**The Vice-President** shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

**The Secretary** has responsibility for the preparation and custody of all books and records including:

1. the minutes of members' meetings,
2. the minutes of directors' meetings,
3. the register of members,
4. filing the annual requirements with the office of the Registrar, and
5. file with the Registrar:
  - i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
  - ii. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
6. have other duties as assigned by the board.

In the absence of the secretary from a meeting, the board must appoint another individual to act as secretary at the meeting.

**The Treasurer** shall have responsibility for the custody of all financial books and records of the Society and carry out all other duties assigned by the board.

## **PART 7 - DIRECTOR AND OFFICER REMUNERATION**

Directors and officers shall serve without remuneration and shall not receive any profit or be paid for being directors or officers. However, directors and officers may receive reasonable remuneration for other services that they provide to the association as approved by the members. A director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

## **PART 8 - FINANCE**

### **8.1 Funds of the society**

No funds of the society shall be paid to or be available for the personal benefit of any member.

### **8.2 Financial Year End**

The fiscal year end of the Society shall be the last day of December.

### **8.3 Audit of Accounts**

An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

### **8.4 Annual Financial Statements**

At the annual meeting, the directors shall present to the members a written report on the financial position of the Society. The report shall be in the form of:

- a. a balance sheet showing its assets, liabilities and equity, and
- b. a statement of its income and expenditures in the preceding fiscal year.

A copy of the financial report shall be signed by the auditor or by two directors.

A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

## **PART 9 - CORPORATE SEAL**

The society may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the society shall be the custodian of the corporate seal which may be affixed to any document upon resolution of the board.

## **PART 10 - SIGNING AUTHORITY**

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.

## **PART 11 - BORROWING POWER**

The Society may only borrow money as approved by a special resolution of the members.

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

## **PART 12 - INSPECTION OF BOOKS AND RECORDS**

The members may inspect the annual financial statements and minutes of members' and directors' meetings at the registered office of the Society with one week's notice.

All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

## **PART 13 - MANNER OF MAKING, ALTERING AND RECINDING BY-LAWS**

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.