

# **FRIENDS OF SABLE ISLAND SOCIETY**

## **BY-LAWS**

### **ARTICLE 1 - NAME**

- 1.01** The name of this organization shall be the "Friends of Sable Island Society", referred to throughout these by-laws as the "Society".

### **ARTICLE 2 - MEMBERSHIP**

- 2.01** Except as otherwise provided in these bylaws, any person who subscribes to the objects of the Society may apply for membership in the Society.
- 2.02** Honorary members of the Society may be appointed by the Board but shall not be eligible to vote.
- 2.03** All members and honorary members have the right to speak and make representations at meetings of the Society and, with the exception of honorary members, all members shall have the right to vote and to hold office.
- 2.04** The rights of membership in the Society are subject to the payment of all annual and special dues levied in accordance with Article 3.04 of this by-law.
- 2.05** The Board of Directors of the Society by majority vote at any meeting duly called may by by-law terminate the membership of any member, but such action shall have no force or effect until approved by at least three-quarters of the vote cast at a special general meeting of the members of the Society duly called for considering the same.

### **ARTICLE 3 - MEMBERS OF THE SOCIETY - GENERAL MEETINGS**

- 3.01** The annual general meeting of the Society shall be held in each year within three months of the fiscal year end of the Society.
- 3.02** Special general meetings of the Society may be called by the Chair of the Board as they in their discretion may deem advisable. The Chair shall call a special general meeting of the Society when petitioned, in writing, by any ten members of the Society.
- 3.03** Ten voting members or fifty-one percent (51%) of the membership of the Society, whichever is the lesser, shall be the quorum for any annual general meeting or special general meeting of the Society.
- 3.04** The annual membership fee and special dues of the Society shall be approved by the Board.
- 3.05** At each annual general meeting of the Society the members shall receive a written statement of the financial affairs of the Society. This shall be prepared by a person chosen by the members of the Society at the last annual general meeting of the Society, and signed by the auditor or two directors. The statement will cover the period from the last annual general meeting of the Society

to the date of its presentation, or as close thereto as may be possible using standard accepted accounting principles.

- 3.06 At each annual general meeting of the Society, the Board, the Treasurer, and the various committees established from time to time by the Board shall present reports to the members.
- 3.07 Resolutions requiring passage by special resolution shall be passed by not less than three fourths of such members entitled to vote as are present in person at a general meeting, and the notice of such meeting shall be duly given and shall specify the intention to propose such a resolution as a special resolution.

#### **ARTICLE 4 - DIRECTORS - BOARD OF DIRECTORS**

- 4.01 Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
- 4.02 Any member of the Society shall be eligible to be elected a director of the Society.
- 4.03 Directors shall be elected by members at each annual general meeting of the Society.
- 4.04 The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.
- 4.05 At the annual general meeting of the Society and at every succeeding annual general meeting, all directors 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.
- 4.06 In the event that a director resigns their office or ceases to be a member in the Society, whereupon their office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
- 4.07 The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if they had not been removed.
- 4.08 Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing 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 at any meeting of the Board of Directors.

- 4.09** No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
- 4.10** The Board of Directors may choose to conduct business via electronic media according to procedure determined from time to time by the Board. Such procedure shall set out rules for making, seconding, discussing, and voting on motions. The Secretary shall record successful motions made in this manner, and the results shall be read into the minutes of the next following Board of Directors meeting.
- 4.11** The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the Board.
- 4.12** The Chair may be entitled to vote as a director and, in the case of equality of votes, they shall have casting vote in addition to the vote to which they are entitled as a director.
- 4.13** The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage staff and to determine their duties and responsibilities and their remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

## **ARTICLE 5 - OFFICERS**

- 5.01** The officers of the Society shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined.
- 5.02** The Directors shall elect one of their number to be the Chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the members from time to time.
- 5.03** The Directors may also elect from their number a Vice-Chair. The Vice-Chair shall, at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period of the Chair may request the Vice-Chair to do so.
- 5.04** There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned by the members. The Directors shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the members may assign. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer.
- 5.05** The Secretary of the Society shall have custody of the corporate seal, shall keep the minutes of all general meetings of the Society and all meetings of the Board, shall maintain all records of the Society as may be required by the *Societies Act* or by similar legislation, and shall perform such other duties as are assigned by the Board. These duties shall include, but not so as to limit:

- a. filing Notice of Registered Office with the Registrar of Joint Stock Companies;
  - b. maintaining a register of members pursuant to Section 18 of the Societies Act;
  - c. filing the List of Directors with the Registrar of Joint Stock Companies;
  - d. filing all Special Resolutions with the Registrar of Joint Stock Companies; and
  - e. making available a copy of the Memorandum and By-laws pursuant to Section 23 of the *Societies Act*.
- 5.06** The Secretary, in addition to keeping the books and records of the Society, shall make those books and records, including these by-laws, available for inspection by members of the Society at the Registered Office of the Society, or in such other location where the records are kept or at a location agreed to by a member making the request between the hours of 9 a.m. and 5 p.m. Monday to Friday within 72 hours of their receipt of such a request.
- 5.07** The Treasurer of the Society shall maintain all books of account of the Society, shall have custody of all funds, including trust funds, of the Society, shall cause to be prepared an annual financial report and other reports as requested by the Board and shall perform other such duties as may be assigned by the Board.
- 5.08** The borrowing powers of the Society may be exercised by special resolution of the members. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors. The signing officers of the Society for the certification or endorsement of all legal documents, bills of exchange, promissory notes, and other negotiable or transfer instruments shall be any two of the President, Vice-President, Secretary, and Treasurer of the Society. Where the office or duties of Secretary are combined with those of another office pursuant to Articles 5.02 and 5.03, the two signing officers who sign must be different individuals.

## **ARTICLE 6 - CONFLICT OF INTEREST**

- 6.01** An employee of the Society, or the spouse, dependent or member of an employee's immediate family, is not eligible to become a director.
- 6.02** To be eligible to become a director, a candidate must submit, by the close of nominations, a statement indicating the candidate's willingness to stand for election, and their agreement to follow any rules and policies regarding elections so established by the Board, either signed by the candidate, and by five other members, or by a representative of the nominations committee.
- 6.03** To continue as a director, a member shall, by a date set by the Board, sign a certificate stating that the director:
- a. is qualified to act as a director;
  - b. is aware of the duties of a director;
  - c. has disclosed all personal, employment and business relationships with the Society or its employees, suppliers, contractors or directors, or with other candidates elected, or appointed, to the Board; and therefore does not have any potential conflicts of interest;
  - d. will disclose any future conflicts of interest as soon as they arise;
  - e. will comply with any and all rules and policies set by the Board regarding conflicts of interest.

## **ARTICLE 7 - NOTICE OF MEETINGS**

- 7.01** Notice of all annual general meetings or special general meetings of the Society shall be given in accordance with paragraph 7.03.
- 7.02** The provisions of paragraph 7.03 shall apply, with the necessary changes in points of detail, to meetings of the Board, provided that the auditor of the Society need not be given notice of the meetings of the Board.
- 7.03** Notice of meetings of the Society shall be given in accordance with the following conditions:
- a. the notice shall be printed, written, or typewritten and shall state the day, hour, and place of meeting and the general nature of the business to be transacted;
  - b. the notice shall be served either personally, by facsimile, by electronic transmission, or by sending through the post, in a prepaid wrapper or letter, to each member of the Society entitled to such a notice and, save as otherwise provided, to the auditor of the Society;
  - c. the notice shall be served at least ten days (exclusive of the day of mail transmittal and of the day for which notice is given) before the date of the meeting;
  - d. the notice shall be directed to such addresses of each member and the auditor of the Society as appears on the books of the Society. If no address is given therein, the notice shall be directed to the last address of each such member as may be known to the Secretary, and to the auditor at the auditor's business address;
  - e. a meeting of members of the Society may be held for any purpose at any date and time within the Province of Nova Scotia without notice if all members entitled to notice of such a meeting are present in person at the meeting or if not present in person shall have signified their assent in writing to such meeting being held;
  - f. the auditor of the Society need not be given notice of special general meetings of the Society; and
  - g. notice of any meeting or irregularity in the notification of any meeting may be waived by any member and by the auditor of the Society.
- 7.04** The non-receipt of a notice of any meeting shall not invalidate any resolution passed or any proceedings taken at any meeting.

## **ARTICLE 8 - FISCAL YEAR**

- 8.01** The fiscal year of the Society shall begin on April 1 and end on March 31 of the following year.

## **ARTICLE 9 - LIABILITY**

- 9.01** Every member of the Board and their heirs, executors, administrators, successors and assigns, and estate and effects, shall be indemnified and saved harmless out of the funds of the Society from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against them for or in respect of any act, deed, matter, or thing made, done, or permitted by them in or about the execution of duties of office, and also from and against all other costs, charges, and expenses which shall be sustained or

incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by their own wilful neglect or default.

#### **ARTICLE 10 – NON-PROFIT STATUS**

**10.01** No part of the income of the Society shall be payable to or otherwise available for the personal benefit of any member or officer of the Society, and the Society shall not be operated for the pecuniary profit of its members or officers. Nothing herein shall derogate from the powers of the Board to grant remuneration to those staff, executive members, and officers engaged for the purpose of the Society pursuant to these by-laws.

#### **ARTICLE 11 - CORPORATE SEAL**

**11.01** The corporate seal of the Society shall consist of such form or contain such other words as the Board may from time to time determine. An impression thereof is affixed hereto.

#### **ARTICLE 12 - AMENDMENTS**

**12.01** These by-laws may be amended or repealed and a new by-law or by-laws may be enacted by the special resolution of the members of the Society at any general or special meeting of the members pursuant to Article 3.07. Notice of said meeting shall be given in accordance with Article 7.03 of these bylaws.

**12.02** No new by-law, nor any repeal or amendment of an existing by-law or bylaws shall have any effect until receipt of approval of the Registry of Joint Stock Companies as required by the *Societies Act*.

#### **ARTICLE 13 - NOMINATING COMMITTEE**

**13.01** The Board shall appoint at least three individuals, at least one of whom must be a member of the Board and at least one of whom shall not be a member of the Board but must be active in the work of committees of the Society or otherwise with the Society, to serve as a Nominating Committee prior to the end of a fiscal year.

**13.02** The Nominating Committee shall search for appropriate candidates for election to the Board, including re-election as the by-laws permit.

**13.03** The Nominating Committee shall present its recommendations directly to the annual general meeting of the Society without need of having the same approved by the Board.

#### **ARTICLE 14 - INTERPRETATION**

**14.01** In this by-law unless the context requires otherwise:

- a. "year" shall mean from one annual general meeting to the next;
- b. words importing the plural number include the singular and vice versa;
- c. "by-law" includes these by-laws and all amendments thereto;
- d. all Articles shall be read with any changes of gender that are required;

- e. "members" and "members of the Society" means individual members and not designated representatives of associate members;
- f. "board" means Board of Directors;
- g. "director" means member of the Board and shall not include the Executive Director;
- h. "officer" means any of the Chair, Vice-Chair, Secretary or Treasurer.