

## **BY-LAW NO. 1**

A by-law relating generally to the conduct of the affairs of

### **SEASIDE RECREATION AND COMMUNITY CENTRE ASSOCIATION**

hereafter referred to as the Association.

**BE IT ENACTED** as a by-law of the Association as follows:

#### **CORPORATE SEAL**

1. The seal, an impression whereof appears in the margin hereof, shall be the seal of the Association. This seal shall be in the custody of the Secretary and may be affixed to any document upon a resolution of the Board of Directors.

#### **HEAD OFFICE**

2. The head office of the Association shall be situated in the place or municipality and the province specified in the Memorandum of Association, at such address as the Board may, by resolution, determine. Subject to the Act, the Association may, by a by-law, change the place or municipality and the province in which the registered office of the Association shall be situated. A copy of the by-law approved by three quarters (¾) of the votes cast in favour of the by-law shall be filed with the Registrar.

#### **CONDITIONS OF MEMBERSHIP**

3. Membership in the Association shall be limited to persons over the age of 19 years who: (a) permanently or seasonally reside in the Region of Queens Municipality, Nova Scotia, Canada; and (b) are interested in furthering the objects of the Association.

4. No formal admission to membership shall be required other than maintaining a register of persons admitted as members of the Association, and this register shall include:

- (a) the full name of the member;
- (b) the address and occupation of said member;
- (c) the date on which said person is admitted as a member; and
- (d) the date on which said person ceases to be a member.

5. There shall be no membership fees or dues.

6. Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.

7. Any member may be required to resign, by Special Resolution, passed by a vote of three quarters (¾) of the members at a general meeting of which notice specifying the intention of the Special Resolution has been duly given.

## **MEMBERS' MEETINGS**

8. An ordinary or special general meeting of the members called by the President or Directors may be held at any time and shall be called if requested in writing by two-thirds (2/3) of the members.

9. The President or, in his or her absence, the Vice President, or in the absence of both of them, any Director so appointed from amongst the Directors shall preside as Chair at meetings of the members.

10. Four (4) days notice to members is required for an ordinary or special general meeting of the members. Such notice is to be given to the members by means deemed by the Directors to be effective.

11. An annual general meeting (AGM) shall be held within three months after the end of each fiscal year of the Association. Fourteen (14) days notice, specifying the date, place, and time of the meeting shall be given to members prior to holding the AGM. Such notice is to be given to the members by means deemed by the Directors to be effective.

12. The annual or any other general meeting of the members shall be held at the head office of the Association or by teleconference or at any place in Canada as the Board of Directors may determine and on such day as the said Directors shall appoint. All members participating in the meeting must have equal access to that method of communication and must be able to adequately participate in the meeting.

13. At the AGM of the Association the following items shall be dealt with and shall be deemed *ordinary* business:

- a) Minutes of the previous annual general meeting
- b) Consideration of the annual report of the Directors
- c) Consideration of the annual financial report of the Association
- d) Appointment of a financial examiner(s) for the ensuing year
- e) Election of Directors and Officers for the ensuing year
- f) Special Resolutions regarding changes in by-laws (if any)

All other types of business transacted at an ordinary general, annual general, or special general meeting of the members shall be deemed *special* business. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

14. No business shall be transacted at any members' meetings of the Association unless a quorum of members is present at the commencement of such meeting and such quorum shall consist of at least ten (10) percent of the members.

15. Each voting member present at a meeting shall have the right to exercise one vote. There shall be no proxy voting.

16. The Chair shall have a vote. In the case of an equality of votes, the motion shall be lost.

17. A majority of the votes cast by the members present and carrying voting rights shall determine the questions in meetings except where the vote or consent of a greater number of members is required by the Act or these by-laws.

18. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, Director or Officer for any meeting or otherwise, the address of the member, Director or Officer shall be his last address recorded on the books of the Association.

## **BOARD OF DIRECTORS**

19. The property and business of the Association shall be managed by a Board of Directors, comprised of a minimum of five (5) Directors and a maximum of fifteen (15) Directors.

a. Two thirds ( $\frac{2}{3}$ ) of the Board of Directors must reside permanently or seasonally within the four (4) core communities (Beach Meadows, Eagle Head, West Berlin and East Berlin)

20. The number of Directors shall be determined from time to time by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least three quarters ( $\frac{3}{4}$ ) of the votes cast in favour of the resolution at a meeting of members duly called for the purpose of determining the number of Directors to be elected to the Board of Directors.

21. Directors must be individuals, 19 years of age or older, with power under law to contract. Directors need to be members. Paid employees cannot be Directors.

22. Directors shall be elected by members from amongst their number at annual general meetings of the Society as per by-law 1-13(e).

23. Directors shall be elected for a term of two years by the members at an annual general meeting of members.

24. The office of Director or Officer shall be automatically vacated:

a. if at a special general meeting of members, a special resolution is passed by at least three quarters ( $\frac{3}{4}$ ) of the votes cast in favour of the removal of the Director or Officer;

b. if a Director or Officer has resigned his or her office by delivering a written resignation to the Secretary of the Association;

c. if a Director or Officer is found by a court to be of unsound mind;

d. if a Director or Officer becomes bankrupt or suspends payment with his creditors;

e. on death;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a member of the Association.

25. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from his position as such; provided that a Director may be paid reasonable expenses incurred in the performance of his or her duties as pre-approved by at least 50 per cent of the Directors.

26. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is elected. Retiring Directors shall be eligible for re-election.

27. In the event that a Director resigns his or her office, whereupon his or her term as Director shall cease, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors.

28. Directors who have, or could reasonably be perceived to have, a conflict of interest with respect to the affairs of the Association, have a duty to declare this interest. Such a declaration is to be made to the members upon nomination or, if serving as a Director, when the possibility of conflict is realized.

A conflict of interest does not preclude a member from serving as a Director provided that he or she withdraws from decision making on matters pertaining to that interest and that such withdrawal is duly recorded.

### **POWERS OF DIRECTORS**

29. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

30. The Directors shall have power to authorize expenditures on behalf of the Association from time to time but may not delegate by resolution to an Officer or Officers of the Association the right to employ and pay salaries to employees. The

Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.

31. The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.

32. The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

33. Remuneration will not be paid to any Officers, agents, employees or committee members though the Directors may, from time to time, cast a majority vote to gift a small honorarium to an individual who has contributed significantly to the Association's aims.

#### **DIRECTORS' MEETINGS**

34. Meetings of the Board of Directors may be held at any time and place, including via teleconferencing and via electronic mail, to be determined by the Directors. All Directors participating in the meeting must consent in advance to the method of communication used for meetings and have equal access to that method of communication and must be able to adequately participate in the meeting. For a meeting to be held by teleconference or by electronic mail, not less than 50% of Directors must approve holding such a meeting.

35. No business shall be transacted at any meeting of the Board of Directors unless a majority of Directors are present at the commencement of such business.

36. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Association without notice.

37. A majority of Directors in office, from time to time, shall constitute a quorum for meetings of the Board of Directors. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

38. The President or, in his or her absence, the Vice President, or in the absence of both of them, any Director so appointed from amongst the Directors shall preside as Chair at meetings of the Board.

39. At Directors' meetings, the Chair shall have a vote. In the case of an equality of votes, the motion shall be lost.

#### **INDEMNITIES TO DIRECTORS AND OTHERS**

40. Every Director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless from and against;

a. all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability;

b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

## **OFFICERS**

41. The Officers of the Association shall be a President, Vice-President, Secretary and Treasurer and any such other Officers as the Board of Directors may by by-law determine. Any two offices may be held by the same person.

42. Officers of the Association shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following an annual meeting of members.

43. The Officers of the Association shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers shall be subject to removal by special resolution of the Board of Directors at any time, in accordance with by-law 1-24.

## **DUTIES OF OFFICERS**

44. The President shall be the Chief Executive Officer of the Association. The President shall preside at all meetings of the Association and of the Board of Directors. He or she shall have the general and active management of the affairs of the Association. He or she shall see that all orders and resolutions of the Board of Directors are carried into effect.

45. The Vice-President shall, in the absence or disability of the 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 upon him or her by the Board of Directors.

46. The Treasurer shall have the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Association in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. He or she shall disburse the funds of the Association as may be directed by the proper authority taking proper vouchers for such disbursements, and shall render to the President and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Association. He or she shall also perform such other duties as may from time to time be directed by the Board of Directors.

47. The Secretary shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or President, under whose supervision the Secretary shall be. The Secretary shall be the custodian of the seal of the Association.

48. The duties of all other Directors of the Association shall be such as the terms of their engagement call for or the Board of Directors requires of them.

## **COMMITTEES**

49. The Board of Directors may appoint committees whose members will hold their offices at the will of the Board of Directors. The Directors shall determine the duties of such committees.

## **EXECUTION OF DOCUMENTS**

50. Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two Directors, one of whom must be an Officer, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an Officer or Officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of

the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board of Directors.

#### **FISCAL YEAR**

51. The fiscal year of the Association shall be the period from April 1 to March 31.

#### **AMENDMENT OF BY-LAWS**

52. The by-laws of the Association may be repealed or amended by by-law, or a new by-law may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least three quarters ( $\frac{3}{4}$ ) of the votes cast in favour of the by-law at a meeting of members duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Registrar has been obtained.

#### **FINANCIAL EXAMINER(S)**

53. The members shall, at each annual meeting, appoint a financial examiner(s) to audit the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The financial examiner(s) shall hold office until the next annual meeting provided that the Directors may fill any unexpected vacancy in the office of the financial examiner(s). The remuneration of the financial examiner(s) shall be fixed by the Board of Directors.

#### **BOOKS AND RECORDS**

54. The Directors shall see that all necessary books and records of the Association required by the by-laws of the Association or by any applicable statute or law are regularly and properly kept.

#### **RULES AND REGULATIONS**

55. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

#### **MISCELLANEOUS**

56. The Association shall file with the Registrar, with its Annual Financial Statement, a list of its Directors with their addresses, occupations, and dates of appointment or election, and, within fourteen (14) days of a change of Directors, notify the Registrar of the change.

57. The Association shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.

58. The annual financial statements and minutes of membership and Directors' meetings may be inspected by any member with two week's notice at the registered office of the Association. All other books and records of the Association 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 Association.

59. The borrowing powers of the Association may be exercised by special resolution of the members.