

# THE BY-LAWS OF THE LUNENBURG BOARD OF TRADE SOCIETY



## ARTICLE 1 GENERAL

- 1.1 The name of the organization shall be the Lunenburg Board of Trade Society herein referred to as the Society.
- 1.2 The registered office of the Society shall be located in the Town of Lunenburg.
- 1.3 The objectives of the Society are the advancement of the commercial, industrial and civic interests of the Town of Lunenburg and surrounding area, based on the fundamentals of community cooperation and communication.
- 1.4 The Society shall be non-partisan and non-sectarian and shall not lend its support to any candidate for public office.
- 1.5 If any provision of these by-laws is found to be inconsistent with the terms and provisions of the Nova Scotia Societies Act or any other applicable statutory or regulatory instruments, only that portion shall be deemed null and void and of no force and effect whatsoever.
- 1.6 All other rules and policies of the Society are hereby subject to the terms and provisions of these by-laws and are deemed null and void to the extent that they contravene the terms and provisions of these by-laws.

## ARTICLE 2 INTERPRETATION

- 2.1 Wherever the words "the Society" appear in these by-laws, they shall be understood to mean "The Lunenburg Board of Trade Society".
- 2.2 Wherever the words "the Council" appear in these by-laws, they shall be understood to mean "the Council of the Lunenburg Board of Trade Society".
- 2.3 Wherever the words "the Membership" appear in these by-laws, they shall be understood to mean "the Membership of the Lunenburg Board of Trade Society".
- 2.4 "Member" means a Member whose annual dues are paid up and current and is not disqualified to represent themselves as a Member or receive the benefits of Membership.
- 2.5 "Council" means the President, Vice-President, Secretary, Treasurer and up to eight Council Members elected as per Article 5.2 below.

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- 2.6 “Officers” means the President, Vice-President, Secretary, and Treasurer of the Society.
- 2.7 “Council Member” means a Member elected to sit on the Council and includes the Officers of the Society.
- 2.8 Unless the context otherwise demands, words importing any gender shall be interpreted to mean any and all genders.
- 2.9 “Special Resolution” means a resolution passed by not less than three-fourths of such Members entitled to vote and are present in person at the meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.
- 2.10 “General Meeting” means any General Meeting of the Membership including Annual and Special General Meetings.
- 2.11 “Auditor” means a registered professional accountant appointed to review the financial records of the Society and “audit” is the review and preparation of the financial records of the Society.
- 2.12 “Registrar” means the Registrar of Joint Stock Companies of the Province of Nova Scotia.

### **ARTICLE 3 MEMBERSHIP**

- 3.1 Any person, association, corporation, society, or partnership interested in the objectives of the Society may become a member of the Society, but the voting power of such Membership shall in each case be assigned one representative and a single vote per membership.
- 3.2 Upon receipt by the Society of an eligible application for membership and the annual dues, along with any assessable levies, the application shall be presented at the next regular Council meeting. The Secretary shall inform the applicant of the Council’s decision within ten days after that Council meeting. Council cannot withhold membership if membership criteria is met unless they have a compelling reason to believe that such application is not acceptable to the Membership.
- 3.3 Membership shall continue from the time of admittance, subject to payment of fees as levied from time to time by the Society, unless, if by notice, a Member has resigned in accordance with the provisions of these by-laws.
- 3.4 Any Member of the Society who intends to retire or to resign their Membership may do so at any time, upon giving to the Secretary notice in writing of such intention, and upon discharging any lawful liability that may be outstanding on the records of the Society in the name of such member at the time of such notice. Such resignation shall be effective upon the delivery of notice by the Secretary to the next regular Council meeting.
- 3.5 The Secretary shall remove from the roll of membership the name of any Member who fails to pay the annual dues within three months of the billing date thereof.

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- 3.6 A Member of the Society is entitled to:
1. Receive newsletters, information, and notices of General Meetings and other activities of the Society;
  2. Attend, speak and vote at General Meetings;
  3. Vote in elections to Council;
  4. Nominate or stand as a candidate for election to Council;
  5. Attend Council meetings, except those portions deemed by the Council to be in-camera;
  6. Inspect the minutes and financial records of the Society; and,
  7. Participate in activities, events, and opportunities sponsored by the Society or its agents and partners, subject to such fees and procedures as may be levied and established by the Society.
- 3.7 Persons who have distinguished themselves by some meritorious or public service may be elected Honorary Members by a majority vote of the Membership. Such recognition shall include all the privileges of active Membership except that of holding office, and shall be exempt from payment of annual dues.
- 3.8 Any member of the Society may be censured or expelled by a two-thirds vote of the Council for conduct unbecoming a member. No vote on censure or on expulsion may be taken unless fifteen days' notice in writing shall be given to the member of the charges preferred, and the time and place of the Council meeting at which such charges will be considered. At such meeting the member under charge will be accorded a full hearing.
- 3.9 Upon the expulsion of a Member, any fees paid for the current fiscal year shall not be refunded.
- 3.10 The annual dues payable by Members of the Society shall be set each year by the Membership at the Annual General Meeting.
- 3.11 Other assessments may be levied against all Members provided they are approved by a Special Resolution at a General Meeting. The notice issued for such a General Meeting shall state the nature of the proposed assessment.
- 3.12 A Special Resolution of the Membership shall be required to authorize the sale or encumbrances of the real property of the Society, or to borrow funds for use by the Society.
- 3.13 The Membership may reverse a decision of Council in respect of member admittance or expulsion by a two-thirds majority vote.

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## ARTICLE 4 GENERAL MEETINGS

- 4.1 The time, date, and location of the Annual General Meeting shall be set by the Council provided there shall be not less than one meeting per calendar year and not less than ten months nor more than fourteen months shall intervene between Annual General Meetings.
- 4.2 Special General Meetings may be called either by the Council or at the request of not less than ten percent of the Members presented to the President in writing and such meeting shall be called as soon as is reasonably practicable.
- 4.3 The time, date and location of a Special General Meeting shall be set by the Council, but in no case shall it be held more than forty-five days from date of delivery of the request to the President.
- 4.4 Notice to the Membership is required for General Meetings. The notice must:
  1. Specify the date, place, and time of the meeting;
  2. Be given to the Membership at least seven days prior to the meeting except that notice of the Annual General Meeting shall be given at least fifteen days prior to that meeting;
  3. Be given to the Membership by mail, e-mail, telephone, fax and/or other electronic means; and it shall be issued to the address of each member as then appears in the records of the Society.
  4. Specify the nature of business, such as the intention to propose a Special Resolution; and,
  5. The non-receipt of notice by any Member shall not invalidate the proceedings.
- 4.5 A draft agenda for each General Meeting shall be prepared by the Council for approval by the Membership.
- 4.6 General Meetings shall be chaired by the President. In the absence of the President, the Vice-President shall assume the chair. In the absence of both the President and Vice-President, an acting chair shall be appointed among the Members present.
- 4.7 General Meetings shall be conducted in accordance with statutory and regulatory requirements, the provisions of these by-laws, procedures and resolutions adopted by the Membership, and generally in accordance with the procedures outlined in the latest edition of Robert's Rules of Order.
- 4.8 A quorum at any General Meeting shall consist of not less than twenty Members.
- 4.9 If a quorum is lost, the meeting shall adjourn immediately.
- 4.10 Motions or amendments shall be carried at any General Meeting by a majority vote unless otherwise provided in statutory or regulatory requirements, these by-laws, or the Robert's Rules of Order. Where there is an equality of votes, the motion shall be lost.

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- 4.11 Voting at General Meetings shall normally be by show of hands, and a standing vote shall be taken if requested by a Member in attendance.
- 4.12 Proxy voting is not permitted at General Meetings.
- 4.13 The minutes of each General Meeting shall be provisionally ratified by the Council at the next regular meeting following each General Meeting and fully ratified by the Membership at the next General Meeting. Following their provisional ratification, General Meeting minutes shall be signed in approval by the President and the Secretary and be made available for inspection by all Members at the registered office of the Society.

### **ARTICLE 5 THE COUNCIL**

- 5.1 The Council is ultimately accountable to the members of the Society
- 5.2 The President, Vice-President, Secretary, Treasurer, and up to eight other Members shall be elected to form the Council. The Council Members shall hold office until the end of their term or vacate the same. The retiring President may be an ex-officio, non-voting Member of the Council until the next Annual General Meeting at which the election of the President occurs.
- 5.3 The Council shall be the directors of the Society for the purposes of the Nova Scotia Societies Act.
- 5.4 The President shall chair Council meetings. The President shall, with the Secretary, sign all papers and execute documents on behalf of the Society. It shall be the duty of the President to present a written report on behalf of the Society and its activities for the previous year at the Annual General Meeting.
- 5.5 The Vice-President shall assume the duties of the President in the event of the absence or incapacity of the President.
- 5.6 The Secretary shall retain and keep in good order the files and seal of the Society, prepare correspondence, retain copies of all incoming and outgoing correspondence, preserve all documents, attend and take minutes of all General Meetings and Council Meetings, and perform other duties as properly appertain to this office, and shall with the President sign, and seal as required, all papers, documents, contracts, deeds, bills, and other instruments requiring signature or execution on behalf of the Society.
- 5.7 The Treasurer shall have charge of all funds, collect all dues and revenues belonging to the Society and shall duly and forthwith deposit same in the name of the Society in an incorporated bank or trust company approved by the Council. Out of such funds, the authorized Officers of the Society shall pay amounts approved by Council and shall otherwise keep a regular account of the income and expenditures of the Society. The financial statements of the Society shall be presented at the Annual General Meeting or at such sooner time as the Council may require. All payments shall be approved by any two of the signing officers of the Society. The signing officers shall be the President, Vice-President, Secretary, and Treasurer. The President, if reasonably available, shall approve all payments.

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- 5.8 The term of each Council Member shall be two years. A Member is limited to holding the office of President or Vice-President for two terms of two years.
- 5.9 The President, Vice-President, and four Council Members shall be elected at the Annual General Meeting of one year, and the Secretary, Treasurer and the four other Council Members shall be elected at the following Annual General Meeting
- 5.10 The Council each year shall appoint a nominating committee of not less than three Members consisting of one Council Member nominated by the Council to chair the committee and two or more Members selected from the Membership. The nominating committee shall prepare a list of candidates eligible for nomination, each of whom shall have indicated their willingness to serve.
- 5.11 The Secretary shall receive the list from the nominating committee as well as any other nominations from the Membership. Nominations from the Membership shall be in writing, signed by the Member nominating the candidate for office and shall be signed by the candidate to indicate their willingness to serve. Nominations shall also be accepted from the Membership during the Annual General Meeting with the consent of the nominee. Any Member who stood unsuccessfully for an elected position is eligible to be nominated for any other position to be elected at such Annual General Meeting including any Officer position or Member of Council.
- 5.12 Where there are more candidates nominated for any office than there are positions available, a vote of the Membership shall be held by secret ballot. Each Member may vote for any and all candidates and the candidate(s) who receives the most votes cast shall be declared elected.
- 5.13 The office of any Council Member, including an Officer, shall be vacated upon the following:
1. If they cease to be a Member of the Society;
  2. If they have resigned their office by delivering a signed statement of resignation to the Secretary;
  3. If they are convicted of an indictable offence in a court of law; or,
  4. If his death shall occur.
- 5.14 A vacancy in an Officer position shall be filled by appointment of the Council from among the Council until the next Annual General Meeting. If said Annual General Meeting does not coincide with the end of term for the relevant position, then the Membership shall fill the vacancy by election of such officer for the remainder of that term.
- 5.15 A vacancy in a non-Officer position shall remain vacant until the next General Meeting. If said General Meeting does not coincide with the end of term for the relevant position, then the Membership shall fill the vacancy for the remainder of the term at that time by election of such non-Officer position for the remainder of the subject term.

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- 5.16 If at any time more than one-third of the elected Council seats have become vacant, a Special General Meeting shall be called as soon as is reasonably practicable to fill any and all vacant positions for the remainder of the relevant terms of office.
- 5.17 Council Members shall serve without remuneration or honorarium but may be reimbursed by the Society at the discretion of the Council for reasonable expenses incurred in the performance of their duties.

### **ARTICLE 6 - COUNCIL POWERS**

- 6.1 The affairs and business of the Society shall be managed by the Council, who shall have the sole management of the real and personal property which may now be owned or be hereafter acquired by the Society.
- 6.2 The Council may make or authorize petitions or representations to the Government or Parliament of Canada, the Government or Legislature of Nova Scotia, the Government or Council of municipalities or others, as the case may be, at once, or, if they think proper, refer the same to the Membership at any General Meeting, but when petitions are forwarded without such reference to the Membership, notice of action taken shall be posted at the Society's office. The Council may print and circulate documents, publish articles in the newspapers, conduct correspondence, devise and execute such other measures as they may deem expedient to promote the objects of the Society.
- 6.3 The Council may authorize expenditures on behalf of the Society and may delegate to the Officers the right to employ, remunerate, and manage employees.
- 6.4 The Council may enter into a trust arrangement with a regulated 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 Society in accordance with such terms as the Council may deem expedient.
- 6.5 The Council may take such steps as they may deem requisite to enable the Society to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations to further the purposes of the Society.
- 6.6 The Council may appoint Standing Committees and may, from time to time, appoint special committees that are consistent with the advancement of the objectives of the Society.
- 6.7 The Council may authorize the Society to join or affiliate with any organizations in which membership may be in keeping with the objectives of the Society and to enter into agreements for that purpose.
- 6.8 The Council may further enact such policies, resolutions and statements relating to the administration of the Society, and consistent with statutory or regulatory requirements and these by-laws, as the Council shall deem to be in keeping with the objectives of the Society.

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## ARTICLE 7 COUNCIL MEETINGS

- 7.1 Council meetings should be held monthly or as set by the President or upon request of any six Council Members. Notice shall be sent to Council Members at least three days before any such meeting. Any meeting may be cancelled, or notice waived, at the discretion of Council. The non-receipt of notice by any Council Member shall not invalidate the proceedings.
- 7.2 All Council meetings shall be held at such place or places as the Council may determine and may be adjourned on motion of Council. Council meetings may be held by electronic means. If the Council meets by electronic means, each Council Member must be able to communicate with each other Council Member.
- 7.3 A draft agenda for each Council meeting shall be prepared by the President for approval by the Council.
- 7.4 Council meetings shall be chaired by the President. In the absence of the President, the Vice-President shall assume the chair. In the absence of both the President and Vice-President, an acting chair shall be appointed among the Council Members present.
- 7.5 Council meetings shall be conducted in accordance with statutory and regulatory requirements, the provisions of these by-laws, policies and resolutions adopted by the Council, and generally in accordance with the procedures outlined in the latest edition of Robert's Rules of Order
- 7.6 A quorum for Council meetings shall be fifty percent of the total number of Council Members. A Council Member participating by video or audio link shall be considered present at the meeting.
- 7.7 If a quorum is lost, the meeting shall adjourn immediately.
- 7.8 Motions or amendments shall be carried by a majority vote unless otherwise provided in statutory or regulatory requirements, these by-laws, or the Robert's Rules of Order. Where there is an equality of votes, the motion shall be lost.
- 7.9 Voting at Council meetings shall normally be by show of hands or if requested by a Council Member present, a roll call vote shall be taken.
- 7.10 Proxy voting is not permitted at any Council meeting.
- 7.11 Where the Council deems that matters under discussion are of a confidential or personal nature, it may, by a two-thirds majority vote of Council convene in-camera, whereupon it shall observe the following rules:
  1. Only persons who are Council Members may be present unless the Council agrees to the attendance of other persons by a two-thirds majority vote of Council Members; and,
  2. The President shall not permit any individual to enter or leave the session except in extraordinary circumstances as determined by the President.



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- 7.12 The minutes of each Council meeting shall be ratified by the Council at the next subsequent meeting of the Council. Following their ratification, Council meeting minutes shall be signed in approval by the President and the Secretary and be made available for inspection by all Members at the registered office of the Society.

### **ARTICLE 8 ADMINISTRATION**

- 8.1 The fiscal year of the Society shall commence on the first day of November each year.
- 8.2 The Membership at the Annual General Meeting shall appoint an Auditor to review the financial activities of the Society and to prepare the Financial Statements of the Society for its ensuing fiscal year.
- 8.3 A copy of the Financial Statements of the Society as prepared by the Auditor shall be tabled at the Annual General Meeting for review and approval by the Membership.
- 8.4 An approved copy of the Financial Statements signed by two Council Members shall be filed with the Registrar, along with the completed Annual Statement of the Recognized Agent of the Society, which shall include a list of directors, their addresses, occupations, and date of election, respectively, within fourteen days after each Annual General Meeting.
- 8.5 Special Resolutions shall be filed with the Registrar within fourteen days of the adoption thereof.
- 8.6 Minutes and Financial Statements of the Society, as specified in these bylaws, shall be available at all reasonable hours to any Member, free of charge, at the registered office of the Society.
- 8.7 The Society shall not make loans, guarantee loans, or advance funds to any Member.

### **ARTICLE 9 INDEMNIFICATION**

- 9.1 Every Council Member or Officer, or person who acts or has acted at the Society's request as a Council Member or Officer of the Society, and the heirs and legal representatives of such person, in the absence of any unlawful behaviour on the part of such person, shall be indemnified by the Society against, and it shall be the duty of the Officers out of the funds of the Society to pay, all costs, losses, and expenses, including an amount paid to settle an action or claim or satisfy a judgement, that such Officer, Council Member or person may incur or become liable to pay in respect of any claim made against such Officer, Council Member or person in a civil, criminal or administrative action or proceeding to which such person is made party by reason of being or having been an Officer or Council Member of the Society, whether the Society is a claimant or party to such action or proceeding or otherwise, and the amount for which such indemnity is proved shall immediately attach as a lien on the property of the Society and it shall have priority over all other claims.

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### **ARTICLE 10 AMENDMENTS**

- 10.1 The by-laws of the Society may be made, repealed, or amended by Special Resolution with a vote of three-fourths of the Members present at any General Meeting. Notice of a resolution of a proposed amendment must be presented in writing by a Member and seconded by another Member at a previous General Meeting, or by written notice to the Members and dated at least fifteen days prior to any General Meeting.
- 10.2 Any by-law or amendments to the by-laws shall take effect upon approval by the Registrar.
- 10.3 A voluntary decision to dissolve the Society shall only be made by Special Resolution and subsequent requirements and approval of the Registrar. Remaining assets shall be transferred to a registered non-profit organization or qualified donee.