

The by-laws relating generally to the conduct
of the affairs of

The Lake Charlotte Area Heritage Society

(the "Society")

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

Section 1 – General

1.01 Definitions

In these By-laws and all other by-laws of the Society, unless the context otherwise requires:

"Act"	means the <i>Canada Not-For-Profit Corporations Act</i> S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
"articles"	means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Society;
"Board"	means the Board of Directors of the Society;
"by-law"	means these by-laws and any other by-law of the Society as amended and which are, from time to time, in force and effect;
"Chair"	means the Chair of the Board
"Director"	means an individual occupying the position of director of the Society by whatever name he or she is called;
"Member"	means a Member of the Society
"Members"	means the collective membership of the Society;
"Officer"	means an officer of the Society
"ordinary resolution"	means a resolution passed by a majority more than 50% of the votes cast on that resolution;
"proposal"	means a proposal submitted by a Member of the Society that meets the requirements of section 163 (Member Proposals) of the Act;

"registrar"	means the Registry of Joint Stock Companies appointed under the Nova Scotia Companies Act;
"regulations"	means the regulations made under the Act, as amended, restated or in effect from time to time;
"Society"	means the Lake Charlotte Area Heritage Society that has passed these By-laws under the Act or that is deemed to have passed these by-laws under the act;
"special resolution"	resolution passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.02 Interpretation

In the interpretation of these by-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case maybe, shall prevail.

1.04 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.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Society should be signed by any two of its officers, one of which must be the chair. In addition, the Board may from time to time direct the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Society to be a true copy thereof.

Section 2 - Membership

2.01 Membership Conditions

Membership in the Society shall be available to persons over the age of 14, organizations or families who are interested in furthering the Society's purposes and who have applied for, and have been accepted into, membership in the Society by resolution of the Board or in such other manner as may be determined by the Board. Membership is annual and must be renewed annually.

2.02 Membership Right

- a) The Society is ultimately accountable to the Members of the Society.
- b) Any Member is entitled to become a Director or Officer.
- c) Every Member shall be entitled to receive notice of, attend and vote at all meetings of the Members of the Society;
- d) Family memberships and organizations shall have two votes.
- e) The Members may repeal, amend or add to these By-laws by special resolution. No by-law or amendment to the by-law shall take effect until the Registrar approves it.
- f) The Members have the right to inspect the books and records of the Society upon giving reasonable notice and arranging a time satisfactory to the Secretary.

2.03 Membership Transferability

A Membership in the Society is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with these By-laws.

2.04 Termination of Membership

A membership in the Society is terminated when:

- a) the Member dies, or, in the case of a Member that is a society, the society is dissolved; or
- b) the Member fails to qualify for membership in accordance with these By-laws; or
- c) the Member resigns by delivering a written resignation to the Society in which case such resignation shall be effective on the date specified in the resignation; or
- d) the Member is expelled in accordance with the discipline of Member's section; or
- e) the Member's term of membership expires; or
- f) the Society is liquidated or dissolved under the Act.

2.05 Effect of Termination of Membership

Upon any termination of membership, the rights of the Member, including any rights in the property of the Society, automatically cease to exist.

2.06 Discipline of Members

The Board shall have authority to suspend or expel any Member from the Society for any one or more on the following grounds:

- a) violating any provision of the articles, 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.

In the event that the Board determines that a Member should be expelled or suspended from membership in the Society, the Chair, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion. The Member may make written submissions to the Chair, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair, the Chair, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Member, without any further right of appeal.

2.07 Membership Dues

Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one calendar month of the membership renewal date the Members in default may cease to be members of the Society.

2.08 Volunteer Membership

Members who volunteer through the Society's Volunteer Committee for 10 hours or more receive a free annual membership for the following year.

Section 3 – Member Meetings

3.01 Annual General Meeting

The annual general meeting of the Society shall be held within six months after the end of each fiscal year of the Society.

3.02 Calling General or Special Meeting

The Board may call a general or special meeting.

The Board shall call a special meeting of Members on written requisition of Members carrying not less than 25% of the voting rights. If the Directors do not call a meeting within twenty-one days of receiving the requisition, any Member who signed the requisition may call the meeting

3.03 Notice of Members Meeting

Notice of the date, place and time of a meeting of Members and the nature of the business, such as the intention to propose a special resolution, shall be given to each Member entitled to vote at the meeting by the following means:

- a) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- c) The non-receipt of notice by any Member shall not invalidate the proceedings.

3.04 Absentee Voting at Members' Meetings

There will be no proxy voting.

3.05 Place of Members' Meeting

Meetings of the Members will be held at Heritage Village or at any suitable location within twenty kilometers of the Heritage Village if the Heritage Village is not available.

3.06 Persons Entitled to be Present at Members' Meetings

Members, non-members, Directors, auditors and the public accountant of the Society are entitled to be present at a meeting of Members. However, only those Members entitled to vote at the Members' meeting according to the provisions of the Act, articles and by-laws are entitled to cast a vote at the meeting.

3.07 Chair of Members' Meetings

In the event that the Chair of the Board and the Vice-chair of the Board are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

3.08 Quorum at Members' Meetings

A quorum at any meeting of the Members shall be at least 10% of Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the Members present shall decide.

If a meeting is convened at the request of the Members and a quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

3.09 Votes to Govern at Members' Meetings

At any meeting of members every question shall be determined by a majority of the votes either on a show of hands or on a ballot cast on the questions. In the case of equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

At any meeting a declaration by the chair of the meeting 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 secret ballot as the Chair may decide.

3.10 Adjournment of Meetings

The chair of the meeting may, with the majority consent of the Members at a Members' 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.

3.11 Participation by Electronic Means at Members' Meetings

Participation at meetings of members may not be by telephonic, electronic or other communication facility.

3.12 Annual General Meeting Agenda

- a) minutes of the preceding Annual General Meeting and subsequent special meeting;
- b) consideration of the annual report of Directors;
- c) consideration of the financial reports, including balance sheet and income statement;
- d) report of the auditor or persons appointed to conduct audit;
- e) appointment of auditors or persons appointed to conduct the audit for the next fiscal year;
- f) election of Directors;
- g) such other business as may be sent out in notice of meeting

No other item of business shall be included on the agenda for an annual meeting unless a Member's proposal has been given to the Society prior to the giving of notice of the annual meeting so that such item of new business can be included in the notice of annual meeting

Section 4 – Directors

4.01 Power of the Directors

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 an executive-director and to determine the duties and responsibilities and the remuneration. The Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Directors decide.

4.02 Election

The Directors and Officers shall be elected by the Members at an annual meeting. Any Member of the Society shall be eligible to be elected as a Director or Officer of the Society. The number of Directors shall not be less than five or more than fifteen. The Officers of the Society shall be a chairman, a Vice-Chair, a Treasurer and a Secretary. The officers of treasurer and secretary may be combined.

4.03 Vacancies

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Society, which resignation shall be effective at the time it is received by the Society or at the time specified in the notice, whichever is later;
- b) if the Directors ceases to be a member of the Society;
- c) if the Director dies;
- d) if a Director is in an ongoing conflict of interest;
- e) if the Director is found to be incapable of managing property by a court or
- f) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

4.04 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- b) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- c) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

4.05 Term of Office of Directors

Directors shall be elected to a three year term with one-third of the Directors elected each year. Retiring directors shall be eligible for re-election

4.06 Calling of Meetings of Board of Directors

Meetings of the Board may be called by the Chair of the Board, the Vice-chair of the Board or any two Directors at any time.

4.07 Notice of Meeting of Board of Directors

Notice of the time and place of a meeting of Board of Directors shall be given to each Member by the following means:

- a) by mail, courier or personal delivery to each member not less than 7 days before the time the meeting is to be held; or
- b) by telephonic, electronic or other communication facility to each member not less than 7 days before the time the meeting is to be held;
- c) if circumstances require it, a special meeting may be called within 24 hours notice;
- d) a meeting may be held at the close of the annual general meeting without notice.

4.08 Regular Meetings of the Board of Directors

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. No other notice shall be required for any such regular meeting.

4.09 Quorum at Meetings of Board of Directors

A quorum at any meeting of the Board of Directors shall be at least one-third ($\frac{1}{3}$) of the Directors.

4.10 Chair of Board of Directors' Meetings

In the event that the Chair of the Board and the Vice-chair of the Board are absent, the Directors who are present shall choose one of their number to chair the meeting.

4.11 Votes to Govern at Meetings of the Board of Directors

At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the Chair of the meeting in addition to an original vote shall have a second or casting vote.

4.12 Committees of the Board of Directors

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board of Directors.

4.13 Description of Offices

Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the offices of the Society, if designated and if Officers are appointed, shall have the following duties and powers associated with their positions:

- a) Chair of the Board – The Chair of the Board shall be a Director. The Chair of the Board, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Chair shall have such other duties and powers as the Board may specify.

- b) Vice-Chair of the Board – The Vice-chair of the Board, shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-chair of the Board, if any, shall, when present, preside at all meetings of the Board of Directors and of the Members. The Vice-chair shall have such other duties and powers as the Board may specify.
- c) Secretary – The Secretary of the Board shall be a Director. The Secretary shall attend and be the Secretary of all meetings of the Board, members and committees of the Board. The Secretary shall enter or cause to be entered in the Society's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Society.
- d) Treasurer – The Treasurer of the Board shall be a Director. The Treasurer shall have such powers and duties as the Board may specify. The position of Treasurer and Secretary may be combined.

The powers and duties of all other officers of the Society shall be such as the terms of their engagement call for or the Board requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

4.14 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit or benefit from occupying the position of Director.

Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties.

4.15 Conflict of Interest

A temporary conflict of interest does not prevent a Member from serving as a Director provided that he withdraws from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

4.16 Participation by Electronic Means at Board Meetings

If all the Directors of the Society consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at the meeting.

Section 5 - Financial

5.01 Financial Year

The financial year end of the Society shall be December 31 in each year.

5.02 Banking Arrangements

The banking business of the Society shall be transacted at such bank, trust company or other firm or society carrying on a banking business in Canada or elsewhere as the Board of Directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Society and/or other persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

5.03 Borrowing Powers

Borrowing powers of the Society may be exercised by special resolution of the Members. The Board may seek bridge financing (without a special resolution from the Membership) of up to a total of \$20,000 for a term of no more than 6 months.

5.04 Cheque Signing Authority

Officers of the Board of Directors may have cheque signing authority and the Board may appoint additional signing authorities from the Board as the Board sees fit. All cheques shall require 2 signatures. All electronic payments must have two approvals from the signing authorities.

5.05 Annual Financial Statements

The Society shall make a written report to the Members as to the financial position of the Society and the report shall contain a balance sheet and an income statement. The auditors shall make a written report to the Members upon the balance sheet and the income statement, and in every report, state whether, in his opinion, the balance sheet and income statement is a full and fair balance sheet and income statement containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs and such a report be read at the annual general meeting.

The Society may, instead of sending copies of the annual financial statements and other documents publish a notice to its members stating that the annual financial statements and documents provided are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or via electronic mail.

5.06 Audit of Financial Statements

A standing Audit Committee of the Board shall be appointed by the board consisting of three Directors (chair plus two directors) and two volunteer Members ~~auditors~~ of the Society. These volunteer Members shall be appointed annually by the Members from the Members at the annual general meeting and, on failure of the Members to appoint the audit committee Members ~~auditors~~, the Directors may do so.