

**Memorandum of Association and By-Laws
of the
Nova Scotia Bird Society**

(Adopted at the Annual General Meeting Oct, 24th, 1991)

(Amended at the Board of Directors meeting, Oct. 5th 2005)

(Amended at the Board of Directors meeting, Sept. 6, 2011)

(Amended by Legal Counsel, Mar, 6th, 2013)

(reworked summer 2013)

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MEMORANDUM OF ASSOCIATION

1. **Name:** The name of this Society shall be the "**Nova Scotia Bird Society**".
2. **Objects:** The objects of this Society shall be as follows:
 - (a) To promote the study of wild birds in Nova Scotia and matters related thereto;
 - (b) To acquire, record and disseminate knowledge of birds within Nova Scotia;
 - (c) To promote the conservation of bird life in Nova Scotia;
 - (d) To receive, acquire and hold gifts, grants, donations and legacies and set up trusts and scholarships to help promote the above objects;
 - (e) To acquire by way of grant, gift, purchase, bequest, device, or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society; and
 - (f) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

Upon dissolution of the Society, and after payment of all debts and liabilities, its remaining property shall be distributed to one or more qualified donees within the meaning of subsection 149.1(1) of the Income Tax Act having objects similar to those of the Society.

The activities of the Society are to be carried on in the province of Nova Scotia.

The registered office of the Society is located at 1747 Summer Street, Halifax, Nova Scotia, B3H 3A6.

Nova Scotia Bird Society
BY-LAWS

These By-Laws shall be consistent with existing laws of Canada and the Province of Nova Scotia, and shall be equally as binding as the Memorandum of Association upon the Society, its Officers and its Members.

Definitions

- a) **“Society”** means Nova Scotia Bird Society;
- b) **“Registrar”** means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- c) **“Special Resolution”** means a resolution passed by not less than three-fourths (3/4) of such members entitled to vote as are present in person at a General or Special meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

Membership

- 1. (i) Persons shall be admitted to membership in accordance with these by-laws and their names shall be added to the list of members accordingly.
- (ii) The Society is ultimately accountable to the members of the Society.
- (iii) Membership in the Society shall consist of those persons who support the objects of the Society, who pay the required dues (if applicable) and whose name and address is written in the Register of Members held by the Membership Secretary.
- (iv) Membership in the Society shall cease upon the death of a member; or if, by notice in writing to the Society, the member resigns, or if the member is removed as a member of the Society pursuant to paragraph 6 herein, or ceases to qualify for membership in accordance with these by-laws.
- (v) The membership year shall commence on the 1st day of January, and end on the 31st day of December.
- (vi) No funds of the Society shall be paid to or be available for the personal benefit of any member.

Dues Payable

- 2. The Board of Directors of the Society shall have the power, from time to time, to determine an amount payable as annual dues by members.

Classes of Members

3. There shall be seven (7) classes of members in this Society: Individual, Family, Student, Institutional, Honorary, Complimentary, and Life.
 - a. An Individual member shall be a member of the Society who has paid the current annual dues, of an amount determined, from time to time, by the Board of Directors.
 - b. A Family member shall be defined as the husband and/or wife and any of their children under the age of sixteen (16) years, who have paid the current annual dues as determined from time to time by the Board of Directors.
 - c. A Student member shall be defined as any person of any age who is in full time attendance at school, community college or university, and who has paid the current annual dues as determined, from time to time, by the Board of Directors.
 - d. An Institutional member shall be a corporation, institution or society, who has paid the current annual dues, of an amount determined from time to time by the Board of Directors.
 - e. An Honorary member shall be appointed by the Board of Directors on the basis of merit.
 - f. A Life member may be purchased on such terms and by payment of such dues as may be determined from time to time by the Board of Directors. A life membership can only be purchased as an individual membership.
 - g. A Complimentary member shall be appointed by the Board of Directors.

Rights, Duties and Removal of Members

4. Each Individual member, each Student member, each individual recorded under a Family membership, one representative of an Institutional member and each Life member shall have one (1) vote on each question arising at any Special or General Meetings of the members of the Society. Honorary and Complimentary members shall have no vote.
5. Each adult of a Family membership shall have one (1) vote on each question arising at any Special or General Meeting of the Members of the Society. No children under the age of 16 years of age who belong to the Society as part of a Family membership shall be entitled to vote.
6. Any member may be removed for cause as a member of the Society upon resolution passed by the majority of those members attending the meeting at which the vote is called and for which notice of the proposed action has been given.

Directors

7. A slate of candidates for Directors shall be presented by the Nominating Committee at the Annual General Meeting.
8. Any member of the Society shall be eligible to be elected as a Director of the Society and a Director of the Society shall be a member.
9. If a Director resigns his or her office or ceases to be a member in the Society, his or her office as Director shall be vacated and the vacancy may be filled, with voting rights, for the unexpired portion of the term by the Board of Directors from among the members of the Society.
10. The members may, by Special Resolution, remove any Director and appoint another member to complete the term of office.
11. The Directors shall appoint any committee as they see fit.
12. 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/or
 - b. If serving as Director, when the possibility of a conflict is realized.
13. A conflict of interest does not prevent a member from serving as a Director provided that he or she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
14. The number of Directors shall be not less than seven (7).
15. The members of the Board of Directors shall include individuals willing to serve as the Officers.

Officers

16. Officers shall be elected by the Directors, from amongst their number, and shall include:
 - a. President;
 - b. Vice President;
 - c. Secretary;

- d. Treasurer;
- e. Membership Secretary; and
- f. Such other position as deemed necessary by the Directors.

Duties of Officers

17. President

- a. The President shall preside over all meetings of the Society and of the Board of Directors;
- b. The President shall be an ex-officio member of all committees of the Society;
- c. The President shall appoint a member of the Board of Directors or a member at large from the Society to be responsible for Society mailings to the membership.
- d. The President shall be the custodian of the seal.

18. Vice President

- a. The Vice President shall act in the absence of the President or at the President's request and, if acting in that capacity, shall not cast a vote except in the event of a tie.

19. Secretary

- a. The Secretary shall keep minutes of all meetings of the Society and all meetings of the Board of Directors;
- b. The Secretary shall conduct correspondence on behalf of the Society and give notices of and attend all meetings of the Society;
- c. The Secretary, under the direction and supervision of the Board of Directors, shall attend to the day to day business of the Society;
- d. The Secretary shall keep and give notices of duties of the Society and of the Board of Directors;
- e. The Secretary shall follow all policies and other duties as may be determined from time to time by the Board of Directors;
- f. The Secretary shall be the custodian of the Memorandum of Association, By-Laws, minutes

of all Society meetings and other records of the Society.

20. Treasurer

- a. The Treasurer shall receive and keep the funds of the Society and keep accurate accounts of the same and shall pay all bills by cheque. Cheques must be signed by any two (2) of the following: The President, the Treasurer, the Past President, or any other Officers or Directors as may be authorized by the Board of Directors;
- b. The Treasurer shall make a written report of the finances of the Society for each meeting and shall make an annual report for the Annual General Meeting;
- c. The Treasurer shall also be responsible to file with the Registrar, within the specified time, any documents required to be filed pursuant to the *Societies Act* R.S., c435, s.1, to pay the yearly fee, and to send a copy of the Society's audited financial information;
- d. The Treasurer shall not issue any cheque for any amount in excess of Five Hundred Dollars (\$500.00) without the authorization of the Board of Directors except for the express purpose of paying the costs incurred by the Society in publishing any issue of Nova Scotia Birds.

21. Membership Secretary

- a. The Membership Secretary shall be responsible for maintaining the membership rolls of the Society, dealing with applications for the Society and producing labels for mail-outs to the members of the Society.

Board of Directors

22. The Board of Directors of the Society shall consist of:

- a. President;
- b. Vice President;
- c. Secretary;
- d. Treasurer;
- e. Membership Secretary;
- f. A minimum of two (2) other Directors; and
- g. The Past President (where possible)

23. The Board of Directors is responsible for the ongoing day-to-day operations of the Society. The Board of Directors shall appoint (or reappoint) an Editor, at the first Board meeting following the Annual

General Meeting, whose term of office shall run from January to December of the following year.

Election of Board of Directors

24. The Board of Directors shall consist of Society members and, with the exception of the Past President, shall be elected at the Annual General Meeting after nomination by a mover and a seconder.
25. The Editor will not be elected, but shall be appointed by the Board of Directors.
26. The Past President shall be entitled to vote in the same fashion as any other Board of Directors member when in attendance at Board of Directors Meetings.
27. Elected members of the Board of Directors shall assume office at the close of the meeting of which they are elected, and shall hold office until the close of the next Annual General Meeting or until their successors are elected, or until they are removed from office.

Nominating Committee

28. A Nominating Committee shall be appointed by the President of the Society whose duty shall be to submit a slate of candidates for Directors to be presented at the Annual General Meeting. Such candidates shall compose the Board of Directors for the Society for the ensuing year unless members of the Society, at the Annual General Meeting, vote one or more additional person(s) to the Board. The Nominating Committee shall submit, with the slate of candidates for the Board, a list of those candidates willing to stand as specific Officers.

General Nominations

29. The members of the Society present at the Annual General Meeting shall have the power to nominate Board of Directors candidates other than those nominated by the nominating committee. After nomination by a mover and a seconder, the nominee may consent to stand for election.

Meetings

30. Annual General Meeting

- a. The Society shall hold an Annual General Meeting (AGM) in November of each calendar year for the purpose of electing the Board of Directors, hearing of reports and for the transaction of such other business as may be properly brought before such a meeting.
- b. The quorum for an Annual General Meeting shall be fifteen (15) members present in person.

31. Special Meetings

- a. A Special Meeting of the membership may be called and shall be held at such place and at such times as determined from time to time by the Board of Directors;
- b. A Special Meeting of the Society may be called by the President or by the Board of Directors at any time, provided the notice provisions of the By-Laws herein are complied with;
- c. The President shall call a Special Meeting, in accordance with the notice provisions of the By-Laws herein, if requisitioned to do so, in writing, by at least twenty-five percent (25%) of the voting members of the Society;
- d. No business, other than that for which the meeting was called shall be taken up or transacted at a Special Meeting, unless by unanimous consent of those members present;
- e. The quorum for a Special Meeting shall be fifteen (15) members present in person at the meeting.

32. Board of Directors Meetings

- a. Four (4) members of the Board of Directors shall constitute a quorum for the transaction of business at any Board of Directors Meetings. No business shall be conducted at any Board of Directors Meetings unless a quorum is present to open the meeting and, upon request, before a vote;
- b. The Board of Directors shall meet no less than once each year;
- c. A Board of Directors Meeting may be held at the close of every Annual General Meeting without notice for the purpose of electing Officers;
- d. The Board of Directors nominally meets monthly, or at such time and at such place as may be determined by the Board of Directors from time to time;
- e. The President shall call a Special Meeting of the Board of Directors, in accordance with the

notice provisions herein, if requisitioned to do so, in writing, by five (5) members of the Board of Directors. At least seven (7) days' notice of such Special Meeting shall be given to the Board of Directors members.

33. The President shall not cast a vote at any meeting except in the event of a tie.
34. The President, or in his or her absence, the Vice-President, or in his or her absence, a Chairman thereupon appointed by the Board of Directors members present, shall preside at all Society meetings or Board of Directors meetings.
35. The order of business at the Annual General Meeting and at all Board of Directors meetings shall be as follows:
 - a. Reading and passing of minutes;
 - b. Business arising from minutes;
 - c. Committee reports;
 - d. New business; and
 - e. Adjournment.
36. The business at all meetings shall be conducted by the Parliamentary Procedural Rules known as "Robert's Rules of Order".

Voting

37. At all meetings of members, every question shall be decided by a majority of the votes of the members present unless otherwise required by the By-Laws of the Society. A declaration by the President of the meeting that a resolution has or has not been carried out shall be entered into the minutes of the Society and shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favor of or against the resolution.

Notice of Meetings

38. Notices of Annual General Meetings or Special Meetings of the Society shall be provided to members seven (7) days in advance of such meeting. The notice must specify the date, place and time of the meeting and in the case of a Special Meeting, the nature of such business, such as the intention to propose a Special Resolution, shall be provided to the members on said notice.
39. A notice is to be given to the members by means deemed by the Directors to be effective. This may include the use of newsletters, newspapers, television, radio, public bulletin boards,

telephone, fax, email and/or electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting.

40. Notices for Board of Directors meetings (other than a meeting held immediately following the Annual General Meeting) shall be provided to the Directors seven (7) days in advance of such meeting. The notice shall specify the date, place and time of the meeting. The notice is to be given to the Directors by newsletters, newspapers, television, radio, public bulletin boards, telephone, fax, email and/or electronic means. The non-receipt of any notice by any Director shall not invalidate the proceedings. Notice can be waived for Board of Directors Meetings with the unanimous approval of the Board of Directors.

General

41. The members may inspect the annual financial statements and minutes of any meetings at the registered office of the Society with one (1) week's notice to both the Secretary and the President.
42. All other books and records of the Society may be inspected at the registered office of the Society, by any member, at any reasonable time within two (2) days prior to the Annual General Meeting.
43. The Board of Directors may authorize expenditures up to the amount of Five Thousand Dollars (\$5,000.00) by a majority vote of those members attending the meeting at which the vote is called. Any expenditure in excess of Five Thousand Dollars (\$5,000.00) shall require a two-thirds majority vote of the Board of Directors members attending the meeting at which the vote is called and at which there shall be not less than six (6) Board of Directors members.
44. The Board of Directors shall appoint as necessary from time to time, Committees to further the work of the Society under such terms as determined by the Board of Directors with the exception of the Nominating Committee which shall be appointed by the President in accordance with the by-laws.
45. Every Board of Directors member of the Society or other person who has undertaken or is about to undertake any liability on behalf of the Society 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, out of the funds of the Society, from and against :
 - a. All costs, charges and expenses whatsoever which such Board of Directors member or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and

- b. All other costs, charges and expenses which he 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.
- 46. No Board of Directors member for the time being of the Society shall be liable for the acts, receipt, neglects or defaults of any other Board of Directors member or employee or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by the Society or for or on behalf of the Society or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Society shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation or for any damage resulting from any dealings with any moneys, securities or other assets belonging to the Society or for any loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wrongful or willful act or through his own wrongful or willful neglect or default.
- 47. The Board of Directors members shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Society, except as shall have been submitted to and authorized or approved by the Board of Directors. If any Board of Directors member or Officer of the Society shall be employed by or shall perform services for the Society otherwise than as a Board of Directors member or Officer or shall be a member of a firm or a shareholder, Director or Officer of a company which is employed by or performs services for the Society, the fact of his being a Director or Officer of such firm or company, as the case may be, does not disentitle him or her from receiving proper remuneration for such services.
- 48. 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 together with any other Officer, or otherwise as prescribed by resolution of the Board of Directors.
- 49. The Society may only borrow money as approved by a special resolution of the members.
- 50. The Board of Directors is empowered to engage solicitors to act as Counselor to perform other legal services for the Society. Such Counsel shall have the sole charge and conduct of all suits or proceedings instituted on behalf of or against the Society and its Officers, or either of them, or in which the Society may be interested. Such Counsel may have the authority of the Society to compromise or settle any such suits or proceedings on such terms as to the Board of Directors may seem just, and where such compromise or settlement involves disbursement of any of the funds of the Society, then such compromise or settlement may only be made on the specific authority of the Board of Directors being obtained thereto.

51. The Memorandum of Association and the By-Laws of the Society and of any Branch Societies may be amended or repealed by a Special Resolution passed by the members.
52. An honorary auditor and an honorary solicitor, for the Society, may be appointed at the Annual General Meeting under such terms as felt necessary. Failing which, 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.
53. Deeds, mortgages and other documents and papers which are executed under the seal of the Society shall bear the imprint of the seal of the Society but the absence of such seal from such documents and papers shall not affect their validity. The seal shall be in the custody of the President or be located at the registered office of the Society.
54. The Directors are responsible for ensuring that all members receive annually a written report on the financial position of the Society. This statement may be in the form of a balance sheet showing the particulars of its liabilities and assets and a statement of its income and expenditures for the past year. A copy of the financial report, as a true and fair account of the Society's financial affairs, shall be signed by the auditor or, if there is no auditor, by two Directors.