

**BY - LAWS
OF
KINGSBURG COASTAL CONSERVANCY ASSOCIATION**

**Adopted through Special Resolution at KCC's Annual General Meeting,
15 July 2015**

1. In these by-laws unless there is something in the subject or context inconsistent therewith
 - (a) "Board" means the Directors of the Conservancy described in By-Laws 21 to 31 inclusive.
 - (b) "Conservancy" or "Society" means **KINGSBURG COASTAL CONSERVANCY Association.**
 - (c) **'Member'** means a member in good standing
 - (d) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (e) "Special Resolution" means a resolution passed by not less than three-fourths of those members who are entitled to vote and who 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.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Conservancy, and their names shall be entered in the Register of Members accordingly.
 - (a) Membership is open to anyone 18 years or older, who upholds the objectives of the Society and pays his/her dues in accordance with these bylaws.
 - (b.) "Family Membership" allows for the membership of two adults and their children under 18 years of age. Each of the two adults within a Family Membership is permitted one vote each at the Annual General Meeting and at any Special Meetings called by the Society.
3. For the purposes of registration, the number of members of the Conservancy is unlimited.

4. Every Member of the Society shall be entitled to attend any general meeting of the members of the Society and to vote at any general meeting of the members of the Society and to hold any office.
5. Membership in the Society is not transferable.
6. An individual who upholds the objectives of the Conservancy and contributes to the support of the Conservancy in an amount to be determined annually by the Board of Directors shall be eligible for admission as a member in the Conservancy. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the member's name and address, and email address, if available, shall constitute an admission to membership in the Society.
- 7.1 Membership in the Conservancy shall cease upon the death of a member, if the member fails to pay annual dues or if, by notice in writing to the Conservancy, the member resigns, or if the member ceases to qualify for membership in accordance with these by-laws.
- 7.2 Individuals admitted to membership who, in the judgement of the Directors, do not uphold or support the objectives of the Conservancy may be removed from the Register of members upon resolution of the Board of Directors provided that:
 - (a) Thirty days due notice of the intended resolution has been given to the individual affected; and
 - (b) consideration has been given by the Board to any representation that the affected individual may have made with respect to his or her continuation as a member of the Conservancy.
 - (c) notwithstanding the foregoing, or any other provision of these Bylaws, the discretion of the directors in this regard shall be absolute, and any determination made by the directors pursuant to the authority conferred upon them by this Section 7.2 shall be final and binding upon all persons affected.
8. New Members may join throughout the year upon payment of a full year's dues.
9. A list of Members in good standing shall be maintained.
- 10.1 Members of the Society shall not be remunerated for being Members of the Society or for carrying out the ordinary business of the Society in any capacity.

- 10.2 No member is entitled to borrow any money on the credit of the Conservancy and no member is entitled to borrow any money against the security of any asset of the Conservancy and no member is entitled to any profit or gain as a consequence of his or her membership in the Conservancy and, for greater certainty, if the Conservancy terminates its operations or is wound up or dissolved and there remains, at that time, after satisfaction of all the Conservancy's debts and liabilities, any property whatsoever, the same shall not be paid or distributed to any member of the Conservancy.

FISCAL YEAR

11. The fiscal year of the Society shall be the period from the first day of May in each year to the last day of April next following, inclusive.

MEETINGS

- 12 (a) The ordinary or annual general meeting of the Conservancy shall be held within four months after the end of each fiscal year of the Conservancy;
- (b) An extraordinary general meeting of the Conservancy may be called by the Chairperson or by the Board at any time, and shall be called by the Board if requisitioned in writing by at least thirty-three per cent (33%) in number of the members of the Conservancy, provided always that an extraordinary general meeting may not be requisitioned by members for purposes of amending the By-Laws unless the requirements of By Law 48 have not been followed by the Board.
13. Thirty days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given by email, facsimile, post, or telephone based on the preference indicated by individual Members. Notices may be supplemented by other means, such as advertisements in local newspapers, written notice on the Society's website, digital social media, or notice posted in public facilities. Failure to receive notice by any Member shall not invalidate the proceedings at any General Meeting.

14. At each ordinary or annual general meeting of the Conservancy, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of preceding general meeting;
- Consideration of the annual report of the directors;
- Consideration of the financial statements, including balance sheet, operating statement, and report of the auditors therein;
- Election of directors for the ensuing year;
- Appointment of Auditors for current fiscal year.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Conservancy.

15. No business shall be transacted at any general meeting of the Conservancy unless a quorum of at least thirty-five (35) or thirty percent (30%) of members, whichever is the lesser, is present at the commencement of such business.

(a) For the purposes of the AGM and Extraordinary or Special Meetings, "present" is defined as being physically at the AGM.

16. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

17. (a) The Chairperson of the Conservancy shall preside as Chairperson at every general meeting of the Conservancy;
- (b) If there is no Chairperson or if at any meeting the chairperson is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson;
- (c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson or Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

18. Subject to By-Law 20, the Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.

19. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
20. Ordinary business at General Meetings of the Conservancy shall be dealt with by a vote of those present with decision by a simple majority.

VOTES OF MEMBERS

21. Subject to By-Law 18, every member shall have one vote and no more. Members holding a Family Membership in the Association have two votes by nature of this membership; each vote must be cast by an individual covered by that specific Family Membership.
22. There shall be no proxy voting.

DIRECTORS

- 23.1 Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen.
- 23.2 The nominations of all Directors shall be made by the Nominating Committee which shall consist of such members of the Conservancy as may be nominated and appointed by the Board under By-Law 35.1.
24. Any member of the Conservancy shall be eligible to be elected a director of the Conservancy.
25. Directors shall be elected by members at each Annual General Meeting of the Conservancy.
26. Directors shall be elected for three year terms by members of the Conservancy at each Annual General Meeting.
27. Directors shall be eligible for re-election and may normally serve for a maximum of three consecutive terms.
28. In the event that a director resigns his or her office or ceases to be a member of the Conservancy, whereupon his or her office as director shall by reason of the resignation or termination of membership be vacated; the vacancy thereby created may be filled for the unexpired portion of the term by the Board from among the members of the Conservancy.

- 29.1 The members of the Conservancy may, by special resolution, remove any director before the expiration of the period of office and elect another member nominated by the nominating committee in his or her stead. The member so elected shall hold office during such time only as the director in whose place he or she is elected would have held office if the director had not been removed.
- 29.2 The Board may by resolution remove from office any Director who fails to attend three consecutive meetings of the board without reasonable cause.
30. 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 Conservancy without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, in writing, by email, facsimile, post, or telephone 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.
31. 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. A quorum shall never be less than 4.
32. The Chairperson or, in his or her absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.
- 33.1 Business at meetings of the Board of Directors shall be transacted by consensus of the Directors unless the Chairperson deems it necessary or appropriate to hold a poll with respect to any matter.
- 33.2 The Chairperson shall vote in all cases. In the case of an equality of votes, the motion fails.

POWERS OF DIRECTORS

- 34.1 The management of the activities of the Conservancy 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 Conservancy and are not hereby or by Statute expressly directed or required to be exercised or done by the Conservancy in general meeting. In particular, the directors shall have power to engage a coordinator/manager and to determine the coordinator's/ manager's duties, responsibilities and remuneration or engage other professionals as deemed necessary, and to determine their duties and responsibilities.

The directors shall appoint a nominating committee to nominate members for election as Directors at the Annual General Meeting and may appoint an executive committee or such other Committees of Directors as they deem necessary and appropriate and may delegate such powers and functions of the Board to such committees as they deem necessary or appropriate provided always that:

- (a) the powers, functions and terms of reference of all such committees shall be set out in writing;
 - (b) the duration of the committee shall be set out in writing;
 - (c) the membership of the committee shall be established by resolution of the Board and may consist of directors, officers, and members;
 - (d) committees shall keep minutes of their meetings which shall be made available at all meetings of the Directors.
- 34.2 Meetings of the Board or any committee may be held by radio, telephone, telephone conference call or television/internet conferencing provided always that minutes are kept, quorum requirements are met and all participants in the meeting can hear all other participants and be heard by all other participants at the same time.
- 34.3 A resolution in writing signed by all the Directors entitled to vote on that resolution at a meeting of the Board or a committee thereof is as valid as if it had been passed at a meeting of the Board or committee.
- 34.4 A Director who is present at a meeting of Directors or Committee of Directors consents to any resolution passed or action taken unless:
- (a) the Director requests that his or her dissent be, or his or her dissent is, entered in the minutes of the meeting;
 - (b) the Director sends his or her written dissent to the Secretary of the meeting before the meeting is adjourned; or
 - (c) the Director sends his or her dissent by registered mail, fax or email or delivers it to the registered office of the Conservancy immediately after the meeting is adjourned.
- 34.5 A Director who votes or consents to a resolution is not entitled to dissent under By-Law 35.4.

- 34.6 A Director who is not present at a meeting at which a resolution was passed or action taken is presumed to have consented thereto unless within seven (7) days after the Director becomes aware of the resolution the Director:
- (a) causes his or her dissent to be placed with the minutes of the meeting; or
 - (b) sends his or her dissent by registered mail or delivers it to the registered office of the Conservancy.
- 34.7 Every Director and Officer of the Conservancy in exercising his or her powers and in discharging his or her duties must:
- (a) act honestly and in good faith with a view to the best interest of the Conservancy;
 - (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances; and
 - (c) comply with the Act, Memorandum and By-Laws.
- 34.8 Subject always to general laws respecting director's interests in contracts, a director or officer of the Conservancy:
- (a) who is a party to a material contract or proposed material contract of the Conservancy; or
 - (b) who is the director or officer of, or has a material interest in, any person who is a party to a material contract or proposed material contract with the Conservancy
- must disclose in writing to the Conservancy, or request to have entered in the minutes of meetings of the Board, the nature and extent of his or her interest.
35. The Board of Directors shall determine the dues payable by Members of the Conservancy.
36. The Board of Directors shall administer the Annual Budget as presented and approved by the membership at the Annual General Meeting.
37. Contracts, deeds, bill of exchange and other instruments and documents may be executed on behalf of the Conservancy by any two of the Chair, Vice-Chair, Secretary, and Treasurer as signing officers, or as otherwise prescribed by a resolution of the membership in a vote.

OFFICERS

38. The officers of the Society shall be a Chairperson, a Vice - Chairperson, a treasurer and a secretary. The Board may by resolution combine the offices of secretary and treasurer. Officers are elected for terms of one year and may normally serve in their position for no more than three consecutive terms.
39. The Directors shall elect one of their number to be the chairperson of the Conservancy. The Chairperson shall have general supervision of the activities of the Conservancy and shall perform such duties as may be assigned to him or her by the Board from time to time.
40. The Directors shall also elect from their number a Vice-Chairperson. The Vice-Chairperson shall, at the request of the Board and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period as the Chairperson may request him or her to do so.
41.
 - (a) There shall be a secretary of the Conservancy who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him or her by the Board. The Board shall appoint the secretary and may also appoint a treasurer of the Conservancy to carry out such duties as the Board may assign. If the Board thinks fit, the same person may hold both offices of secretary and treasurer.
 - (b) The directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.
 - (c) The Directors may, by resolution, establish the office of Past Chairperson which shall be filled by the immediate Past Chairperson who shall provide advice and assistance to the Chairperson and perform such duties as may be assigned to him or her by the Board from time to time.
 - (d) The Directors may, by resolution, establish that upon the expiry of the term of office of the Chairperson, the Vice-Chairperson becomes the Chairperson of the Conservancy unless unable or unwilling to act as Chairperson.

SPECIAL COMMITTEES

42. The Board of Directors may from time to time establish Special or ad hoc Committees and delegate to them the work of the Society, including but not limited to the following matters: communications and the gathering and dissemination of information pertinent to the Conservancy, environmental issues and wildlife, government relations and regulatory affairs, heritage preservation, recreation, special projects, sustainable development, taxation, and transportation.

43. Each committee shall be responsible for activities as approved by the Board of Directors. Committees may be comprised of both Members and non-Members and shall have an elected Chair who will report to the Board of Directors.
44. Committees are responsible for developing and implementing strategies and action plans relative the Objectives of the Conservancy. The Committees do not have the authority to implement Action Plans without the approval of the Board of Directors.

AUDIT OF ACCOUNTS

45. The auditor of the Conservancy shall be appointed annually by the members of the Conservancy at the annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.
46. The Conservancy shall make a written report to the members as to the financial position of the Conservancy and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, shall state whether, in the auditor's opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Conservancy and properly drawn up so as to exhibit a true and correct view of the Conservancy's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audits by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

AMENDMENT OF BY-LAWS

- 47.1 The Conservancy has power to repeal or amend any of these bylaws by a special resolution provided that a copy of the proposed changes has been sent out to each Member of the Conservancy at least thirty (30) days prior to the meeting, or without notice, at any general meeting of the Society by a three-quarters (3/4) affirmative vote of the membership.
- 47.2 A member may submit to the Board a proposal to make, amend or repeal a By-Law.
- 47.3 The Board must, if it does not itself act on the member's proposal referred to in By-Law 48.2 by calling a general meeting or itself proposing a similar change, give notice of the proposal and place the proposal on the agenda for consideration at the next annual General Meeting of the Conservancy unless the conditions of 48.4 apply.

- 47.4 The Board is not required to comply with the requirements of Bylaw 48.3 if:
- (a) the proposal is not submitted to the Board at least 90 days before the anniversary date of the previous Annual General Meeting;
 - (b) it clearly appears that the proposal is submitted by the member primarily for the purpose of self interest; promoting a personal cause or enforcing a personal grievance against the Conservancy or its Directors, Officers or security holders, or primarily for the purpose of promoting general economic, political, racial, religious, social or similar causes;
 - (c) The Board, at the member's request, included the proposal or a similar proposal in the agenda of an Annual General Meeting held within three (3) years preceding the receipt of such request, and the member failed to present the proposal at the meeting.
 - (d) substantially the same proposal was submitted to members at a general meeting within three years preceding the receipt of the member's request and the proposal was defeated; or
 - (e) the rights referred to in this By-Law are being abused to secure publicity.

MISCELLANEOUS

- 48. The Conservancy shall file with the Registrar with its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of directors, notify the Registrar of the change.
- 49. The Conservancy shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 50. The seal of the Conservancy shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
- 51. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Conservancy and of the Board of Directors shall be the responsibility of the Secretary.
- 52. The books and records of the Conservancy 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 Conservancy.
- 53. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Conservancy by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

54. The borrowing powers of the Conservancy may be exercised by special resolution of the members.
55. If for any reason the operations of the Conservancy are terminated or the Conservancy wound up or dissolved, then the following steps shall be carried out:
 - (a) *All ecological gifts shall be transferred to one or more eligible Ecological Gifts Program recipients, before or separate from any payment of the organization's debts.*
 - (b) All obligations under the Conservation Easements Act of Nova Scotia and all debts and liabilities shall be paid in full,
 - (c) All remaining assets, whether land or otherwise, shall be paid or distributed to one or more recognized charitable organizations in Canada, having similar objectives to those of the Conservancy.

Parliamentary Authority

56. The rules contained in Robert's Rules of Order (newly revised) shall govern the Conservancy in all cases in which they are applicable and in which they are not inconsistent with these bylaws.