



**Nova Scotia
Environmental Network**
Connecting for a Sustainable Future

BY-LAWS OF NOVA SCOTIA ENVIRONMENTAL NETWORK ASSOCIATION

(as revised at June 6, 2023 Special General Meeting)

1. In these by-laws unless there be something in the subject or context inconsistent therein
 - (a) “Society” means the Nova Scotia Environmental Network Association.
 - (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 of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at an annual or extraordinary 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 Society, and their names shall be entered in the Register of Members accordingly.
3. For the purpose of registration, the number of members of the Society is unlimited.
4.
 - (a) Every member of the Society shall be entitled to attend any meeting of the Society. Every organization that is a member group of the Society will be entitled to one vote, and no more than one vote, and to hold office. Individuals with environmental concerns may become members of the Society but will not be eligible to vote.
 - (b) Proxy voting shall only be permitted if approved in advance by the Board of Directors and if the approved proxy is presented to the Secretary in writing at the time of such meeting. The Board of Directors shall approve an appropriate form of proxy and the Chairperson of the meeting shall determine whether proxies are properly presented.
5. Membership in the Society shall not be transferable.
6. The following will be admitted to membership in the Society: any organization or individual which upholds the objects of the Society and satisfies the established membership fee schedule.
7. No formal admission to membership shall be required. The entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease under the following circumstances:
 - (a) An organization shall cease to be a member if it resigns its membership by notice in writing to the Society or if it ceases to qualify for membership in accordance with these by-laws.

- (b) An individual shall cease to be a member upon their death, or if they resign their membership by notice in writing to the Society, or if they cease to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from April 1 to March 31 in the year next following.

MEETINGS

- 10.
- (a) The annual general meeting of the Society shall be held within six months after the end of each fiscal year of the Society or, if deemed necessary by the directors, within one month prior to the end of the fiscal year;
- (b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
11. Five 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 members. Notice shall be given in writing to any email addresses supplied by members. Notice shall be given by post to any member requesting it and supplying a current mailing address. Any notice shall be deemed to have been given at the time when it would ordinarily be delivered. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- Minutes of preceding annual general meeting and intervening extraordinary general meetings;
 - Consideration of the annual report of the directors;
 - Consideration of the financial statements, including balance sheet and operating statements and the report of the auditors therein;
 - Election of directors for the ensuing year;
 - Appointment of auditors.

All other business transacted at an 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 Society.

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business, and such quorum shall consist of five members.
14. If within one-half hour after the appointed time for a meeting a quorum of members is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority then present shall direct, and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.
- 15.
- (a) The Chairperson of the Society shall preside as Chairperson at every annual or extraordinary general meeting of the Society;
- (b) If there is no Chairperson or if at any meeting they are 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 the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to serve as the Chairperson;

16. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chairperson shall have a casting vote.
17. 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 business left unfinished at the meeting from which the adjourned took place, unless notice of such new business is given to the members.
18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
19. If a poll is deemed in manner aforesaid, the same shall be in such manner as the Chairperson may prescribe, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

VOTES OF MEMBERS

20. Every member group shall have one vote and no more. Individual members do not have a vote.

DIRECTORS

21. Unless otherwise determined in general meeting, the number of directors shall not be less than five nor more than twenty. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
22. Any member of the Society who is age 16 or older shall be eligible to become a director of the Society.
23. A majority of directors must at all times be a combination of the following:
 - (a) Representatives of organizational members of the Society which are located in Nova Scotia or in the traditional territory of Mi'kma'ki.
 - (b) Individual members of the Society who are residents of Nova Scotia or in the traditional territory of Mi'kma'ki.
24. New directors shall be appointed by the members at each annual general meeting of the Society and may be appointed during the year by the board at its discretion.
25. At the first annual general meeting of the Society and at every succeeding annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected. Retiring directors shall be eligible for re-election for an unlimited number of terms.
26. The members shall appoint as a director a representative nominated by each of the Society's organizational members. An individual member of the Society shall be appointed as a director if elected by a simple majority of the members present at the annual general meeting.
27. A director who represents a member organization may be replaced at the discretion of that organization.
28. In the event that a director who is an individual member of the Society resigns their office or ceases to be a member of the Society, whereupon their office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
29. The Society may, by Special Resolution, remove any director before the expiration of the period of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the director in whose place they are appointed would have held office if the director had not been removed.

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 the directors may be held at the close of every annual or extraordinary general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing 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 or any meeting of the Board of Directors.
31. No business shall be transacted at any meeting of the Board of Directors unless half or more in number of the directors are present at the commencement of such business.
32. The Chairperson or, in their absence the Vice-Chairperson or, in absence of both of them, any director appointed from among those directors present, shall preside as Chairperson at the meeting of the Board. The Board of Directors may also rotate the responsibility of chairing meetings among the directors if deemed advantageous to the Society.
33. The Chairperson shall not have a vote unless there is an equality among the votes. In the case of an equality of votes, the Chairperson shall have a casting vote. All other directors shall be eligible to vote on matters before the Board of Directors.
34. The management 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 the power to engage a coordinator and to determine that person's duties, responsibilities, and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

OFFICERS

35. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer, and a Secretary. The officers of Treasurer and Secretary may be combined.
36. The members shall elect one of their number to be Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the members from time to time.
37. The members may also elect from their numbers a Vice-Chairperson. The Vice-Chairperson shall, at the request of the members and subject to its direction, perform duties of the Chairperson during the absence, illness, or incapacity of the Chairperson, or during such period as the Chairperson may request them to do so.
38.
 - (a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such duties as may be assigned to them by the members. The members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the members may assign. If the members think 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.

COMMITTEES

39.
 - (a) The Board of Directors may constitute and appoint such committees as, by a majority vote of those members present, are deemed necessary and expedient for the carrying out of the Society's activities and objects.

- (b) The Board of Directors shall define the jurisdiction and duties of all committees and may appoint any additional or special committees as it sees fit, at any time and without the consent of the members of the Society.
- (c) A committee shall meet at the call of its Chairperson, may appoint sub-committees for the carrying out of its work, shall not contract any indebtedness without authorization of the Board of Directors.

AUDIT OF ACCOUNTS

- 40. The Auditor of the Society shall be appointed by the members of the Society at the annual general meeting and, on failure of the members to appoint an Auditor, the directors may do so.
- 41. The Board of Directors shall make a written report to the members as to the financial situation of the Society, and the report shall contain a balance sheet and operating account. The Auditor shall make a written report to the members upon the balance sheet and operating account, and in every such report the Auditor shall state whether, in their opinion, the balance sheet is a full and fair balance sheet 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 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 immediately preceding year, audited by the Auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

- 42. The Society has the power to repeal or amend any of these by-laws by a Special Resolution passed in the manner prescribed by law.

MISCELLANEOUS

- 43. The Society 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.
- 44. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen days after the resolution is passed.
- 45. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
- 46. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
- 47. The books and records of the Society may be inspected by any member at any reasonable time at the registered office of the Society.
- 48. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the Chairperson or Vice-Chairperson and the Secretary, or otherwise prescribed by resolution of the Board of Directors.
- 49. The borrowing powers of the Society may be exercised by Special Resolution of the members.