



**ANNAPOLIS HERITAGE SOCIETY**  
ANNAPOLIS ROYAL • NOVA SCOTIA • CANADA

***Revised By-Laws of the Annapolis Heritage Society***

**Definitions**

1. In these By-laws:
  - a.)“Society” means Annapolis Heritage Society. <sup>1</sup>
  - 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 at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - d.) Task Team means one or more people assigned to a specific task.

**Mission**

2. Mission: To preserve our heritage -- making it accessible in ways that will inspire curiosity about the people, places and events that shape us.

**Mandate**

3. The Annapolis Heritage Society’s mandate is to support its mission by:
  - a. responsibly operating its museums and resource centres
  - b. developing relevant programming
  - c. continuing research, discovery and collection activities
  - d. committing to the rehabilitation of buildings, through example or advocacy
  - e. educating the broader community about local heritage and its benefits.
  - f. activity supporting relevant community and government aims which benefit heritage preservation.

The geographic boundaries for accepting donations are items that have some connection to the former Clements, Annapolis and Granville Townships, which would be approximately between the Digby County line and just east of Bridgetown (not including Paradise).

**Membership**

4. The Society is ultimately accountable to the members of the Society.
  - a. For the purpose of registration, the number of members of the Society is unlimited.
  - b. To become a member of the Society, a person shall pay an annual fee on the anniversary of their first payment to be determined by the Board.
  - c. Entry of the name and address of an individual in the *Registry of Members* shall constitute an admission to membership of the Society.

- d. Membership in the Society shall not be transferable.
  - e. Any members of the Society shall be entitled to hold office of the Society and attend and to vote at the Annual General Meeting of the Society.
  - f. Membership in the Society shall cease:
    - i. upon the death of the member; or
    - ii. by notice in writing to the Society of the member's resignation; or
    - iii. if the member ceases to qualify for membership in accordance with these *By-laws*; or
    - iv. if by a vote of the majority of the members of the Society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.
5. No funds of the Society shall be paid to or be available for the personal benefit of any member

**Fiscal Year**

6. The fiscal year end of the Society shall be the period from April 1 in any given year to March 31 of the next year.

**M**

**Meetings**

7. Seven (7) days' notice of a meeting – *Special, General* or other - specifying the place, date and time, and nature of such business, shall be given to the Members. Notice shall be given by electronic means. Any notice shall be deemed to have been given if the email is not returned as undeliverable. The non-receipt of any notice by a Member shall not invalidate the proceedings at any meeting.
8. No business shall be transacted at any *Annual General Meeting* or *Special Meeting* of the Society unless a quorum of members is present at the commencement of such business. A quorum shall consist of five (5) members of the Society. (*By-Law 1165*, paragraph 13)
- a.) The President of the Society shall preside as Chair of Special and/or Annual General Meetings. (see paragraph 12a, 12b and 12c)
  - b.) If within one-half hour from the time appointed for the meeting, a quorum of members is not present, and if the meeting was convened upon the requisition of the members, the meeting shall be dissolved. In any other case, it shall stand adjourned to such time and place as the 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 indefinitely.
9. A *Special Meeting* of the Society may be called at any time by the President or by a majority of the Directors. A *Special Meeting* shall also be called by the Directors if requisitioned in writing by at least twenty-five percent (25%) of the membership of the Society.

- 1. The Chair shall have no vote except in the case of an equality of votes. In such cases, the Chair shall have a casting vote.
- 2. The President may, with the consent of the meeting, adjourn any meeting. However, 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.

### **Annual General Meetings**

**10.** The *Annual General Meeting* of the Society shall be held within the first quarter after the Society's year end.

The President of the Society shall preside as Chair at every *Annual General Meeting* of the Society.

If there is no President, or they are not present, the Vice-President shall preside as Chair.

If there is no President or Vice-President or if either is not available at the meeting, the Members present shall choose someone of their number to be Chair.

At each *Annual General Meeting* of the Society, the following items of business shall be dealt with:

- i. *Minutes of Proceedings* of the *Annual General Meeting* of the previous year;
- ii. review and adoption of the *Annual Report of the President*;
- iii. review and adoption of the *Annual Reports of Committee and Task Teams*;
- iv. review and adoption of *Financial Statements* for the year in review including the *Balance Sheet* and the *Draft Auditor's Report*;
- iv. appointment of the Auditor for the coming year;
- v. presentation of the slate of candidates for Director and election of same for the coming term; and
- vi. any other business as is deemed appropriate by the Board of Directors.

At an *Annual General Meeting*, a declaration by the Chair that a resolution has been carried after a vote by those members in attendance and an entry to that effect in the *Minutes of Proceedings* shall be sufficient evidence of the fact.

If a poll of the vote is requested, it must be by at least three (3) members present. The poll on that vote shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society.

### **Directors**

**11.** Any member of the Society shall be eligible to be elected a Director of the Society.

1. Every Director other than Ex-Officio Director(s) shall have one vote. In the event of a tie, the Chair shall have a casting vote in addition to the vote to which they are entitled as a Director.
2. The number of Directors shall be not less than five (5) and no more than fifteen (15).
3. Directors shall be elected by the membership at the *Annual General Meeting*.
4. There shall be no fixed term of office for Directors.

5. If a Director resigns his/her office or ceases to be a member of the Society, his/her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
6. The members may, by *Special Resolution*, remove any Director and appoint another person to complete the term of office.
7. The members may, by Resolution, appoint non-voting Advisors to the Board in order to provide continuity and access to specialised knowledge and skills.

### **Powers of Directors**

10. The management of the Society is the responsibility of the Directors. In addition to the powers and authorities granted by these by-laws or otherwise expressly conferred upon them, Directors may:
  - a. take such steps as they think fit to carry out any agreement or contract made by or on behalf of the Society;
  - b. pay the costs, charges and expenses preliminary and/or incidental for the promotion, formation, establishment, maintenance and registration of the Society;
  - c. appoint, remove or suspend at their discretion such experts, managers, officers, and others for a permanent, or temporary period. Additionally, determine those individuals' responsibilities and duties, salaries and/or benefits;
  - d. where appropriate make, vary, and repeal rules for the regulation of the business of the Society; and
  - e. enter into all such negotiations and contracts, rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Society as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Society.

### **O**

### **Officers**

11.
  8. The Directors may appoint an Executive Committee, consisting of the Officers and such other persons as the Directors decide.
  9. The Officers of the Society shall be elected by the Directors. There shall be a President, a Vice-President, a Treasurer and a Secretary.
  10. The Directors shall elect one of their number to be the President. The President shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the Directors.
  11. The Vice-President shall perform the duties of the President during the absence, illness or incapacity of the President, or when requested to do so.
  12. The Secretary shall have responsibility for the preparation and custody of all official books and records of the Board and Society and shall perform other duties as assigned by the Board.

a.) The Seal of the Society shall be in the custody of the Secretary and shall be affixed to any official document of the Board.

13. The Treasurer shall have responsibility for the custody of all financial books of the Society, and carry out all other duties as assigned by the Board.

#### **Directors' Meetings**

**12.**

14. Meetings of the Board of Directors shall be held as often as the business of the Society may require.  
a.) No business shall be transacted unless a quorum of at least five (5) of the Directors are present.

15. The President or, in their absence, the Vice-President or, in the absence of both of them, any Director appointed from among the Directors present shall preside as Chair of the Board.

16. A meeting of the Board of Directors, for the purpose of electing officers, may be held at the close of the *Annual General Meeting* of the Society without notice.

17. For typical Board of Directors meetings, notice is required and must:  
specify the date, place and time of the meeting;  
be given to the Directors seven (7) days prior to the meeting; and  
be given to the Directors by e-mail, telephone and/or other electronic means. (The non-receipt of notice by any Director shall not invalidate the proceedings.)

18. In unusual circumstances, notice may be waived for Board meetings:  
with the unanimous approval of the Board; or  
if all the Directors are present; or  
if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.

19. At a meeting of the Board of Directors where there is an equality of votes, the motion shall be lost.

20. A resolution signed by all of the Directors shall have the same authority as a resolution passed at a duly called meeting of the Board of Directors.

#### **Finance**

**13.**

21. The Board of Directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:  
a balance sheet showing the Society's assets, liabilities and equity; and

a statement of the Society's income and expenditure for the reporting fiscal year.

22. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society, or otherwise as prescribed by resolution of the Board of Directors. (*By-Law 1165*, paragraph 44)

23. The Society may only borrow money as approved by a Special Resolution of the members.

24. Members may inspect the annual financial statements, Minutes of Membership and Directors Meetings at the registered office of the Society with one week's notice. All other books and records of the Society 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 Society.
25. Directors and Officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director or Officer may be paid reasonable expenses incurred in the performance of their duties.
26. The Society shall not make loans, guarantee loans or advance funds to any Director.

#### **Audit of Accounts**

**14.**

27. An Auditor of the Society shall be appointed by the members at the Annual General Meeting and, if the members fail to appoint an Auditor, the Directors may do so.
28. The Society shall make a written report to the members as to the financial position of the Society. That 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, they shall state whether, in their opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society. This report shall be 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 General Meeting.
29. A copy of the Audited Financial Report shall be signed by the Auditor or by two Directors.
30. The signed copy of the Audited Financial Report shall be filed with the Registrar within fourteen (14) days after each Annual General Meeting.

#### **Miscellaneous**

31. Along with filing the Annual Report and Audited Financial Report with the Registrar, the Society shall file a list of its Directors with their addresses, occupations and dates of appointment or election within fourteen (14) days of a change of Directors.
32. The Society shall file with the Registrar a copy in duplicate of every Special Resolution with fourteen (14) days after the Resolution is passed.
33. The Society may only borrow money as approved by a special resolution of the members.
34. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Society with one week's notice. All other books and records of the Society 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 Society.
35. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
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41. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.

### Amend and Repeal of By-Laws

42. The Society has the power to amend or repeal any of these *By-Laws* by a *Special Resolution* passed in the manner prescribed by Law.
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### ***Appendix 1: Memorandum of Association***

1. The name of the Society is the *Historic Restoration Enterprises of Annapolis County Society*.
2. The objects of the Society are:
  - a) to foster and encourage interest in and restoration of buildings and sites of a historic and cultural nature within Annapolis County;
  - b) to acquire and restore buildings, sites artefacts and records which are appropriate to this end;
  - c) to acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realisation of the objects of the Society;
  - d) 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.

Provided, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organisation in Canada, having objects similar

to those of the Society.

3. The activities of the Society are to be carried on at Annapolis Royal and Annapolis County.
4. The registered office of the Society is at 136-8 Lower St. George Street, Annapolis Royal.

We the several persons whose names, addresses and occupations are subscribed, desire to be formed into a Society, in pursuance of this *Memorandum of Association*

Dated at Annapolis Royal this 27<sup>th</sup> Day of November A.D. 1974.

NAMES

ADDRESSES AND OCCUPATIONS

Evan Petley-Jones

Belleisle, Annapolis Co. N.S. – Retired

Shirley M. Kerr  
wife

P.O. Box 425, Annapolis Royal, N.S. – House

M.E. Wagner  
Bookkeeper

P.O. Box 282, Annapolis Royal, N.S. –

Barry M. Moody

New Minas, N.S. – Professor

Witness to the above signatures:

Ralph Wagner

Of Annapolis Royal, in the County of Annapolis, Province of Nova Scotia. Occupation: Contractor

Registered and filed 1165-S, December 2, 1974.



Revised By-Laws of the Annapolis Heritage Society, July 13, 2017