



**MUSQUODOBOIT HARBOUR AND AREA
CHAMBER OF COMMERCE AND CIVIC AFFAIRS
BYLAWS¹**

Name

1. The name is the Musquodoboit Harbour and Area Chamber of Commerce and Civic Affairs.

Definitions

2. In these by-laws:
 - (a) "Chamber" means Musquodoboit Harbour and Area Chamber of Commerce and Civic Affairs
 - (b) "Board of Directors" means the elected Officers and Directors of the Chamber;
 - (c) Whenever the word "area" occurs in these bylaws, it shall mean that area, within and for which this chamber was established, as defined in these bylaws
 - (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 such members entitled to vote as are present at an annual general or special general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Membership

3. Membership in the Chamber shall consist of:
 - (a) the minimum of 30 subscribers to the Memorandum of Association,
 - (b) those who support the objects of the Chamber,
 - (c) those whose name and address is written in the Register of Members by the secretary,
 - (d) those who pay an annual fee in an amount to be determined by the Chamber, and
4. Membership is open to:
 - (a) Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area;
 - (b) Associations, corporations, societies, or partnerships directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the area

provided the individual member or assigned member of an association, corporation, Chamber, or partnership resides in the geographic area of Musquodoboit Harbour and surrounding area as defined in the Halifax Regional Municipality for Eastern Shore (West) dated November 18, 2006:

Beginning at a point on the western shore of Gibraltar Lake where the said western shore is intersected by the base line between the Eastern Shore Districts and the Musquodoboit Valley Districts;
Thence due east along said line unto a point in the waters of the northern end of the northern arm of Scraggy Lake;
Thence by a line through Scraggy Lake the several courses thereof southwardly to and through the narrows to the outlet flowing into Dreadnought Lake and down the said stream to and through Dreadnought Lake unto the southern end thereof and thence by a straight line southwardly passing through Cranberry Lake Dam unto the northern end of Lake Dam and through Lake Dam unto the southern end thereof;
Thence by a straight line southwardly unto the north branch of Little River and down the said River through First Lake into the Head of Ship Harbour;



Thence down the said Harbour by the channel and passing between Wolf Island and Cable Island and seaward of Black Ledge
Thence southwestwardly and westwardly and passing to seaward of Egg Island, Jeddore Rock and Petpeswick Inlet to the Entrance of Petpeswick Inlet;
Thence northwardly and northwestwardly through Petpeswick Inlet to Whalens Point on the western shore of Petpeswick Inlet;
Thence in a straight line northwardly one hundred and fifty (150) chains, more or less, to the most southwardly point of Petpewsick Lake;
Thence to run by the western and northern shores of Petpeswick Lake the several courses thereof in a northwardly and then eastwardly direction to a point on the northern shore of Petpeswick Lake, said point being one hundred and sixty (160) chains south eight (8) degrees west from a point on the southwestern shore of Pace Lake, which is fifty (50) chains, measured northwestwardly in a straight line from that point at which Little Run flows into Scotch Pond;
Thence north eight (8) degrees east in a straight line to said point on the southwestern shore of Pace Lake;
Thence by the southern shore of Pace Lake the several courses thereof northwestwardly to the extreme western end of Pace Lake at the outlet from Farquhars Lake;
Thence northwestwardly through said outlet and Farquhars Lake to the northern end of Farquhars Lake;
Thence by a straight line northwardly unto the dam at the southern end of Moose Lake; shore of Gibraltar Lake to the place of beginning.

5. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these bylaws or has been removed from the roll of members by action as defined in the by-laws.
6. Any member of the Chamber , who intends to retire therefrom or to resign their membership may do so, at any time, upon giving the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the Chamber against them at the time of such notice
7. The Chamber requires new members pay the required dues with their application. The Chamber may remove from the roll of members the name of any member failing to pay their annual dues within ninety days of their annual renewal. Upon such action by the Chamber, all privileges of membership shall be forfeited.
8. Membership in the Chamber is not transferable.
9. Membership in the Chamber shall cease;
 - (a) upon death of the member
 - (b) if the member ceases to qualify for membership in accordance with these by-laws, or
 - (c) if, by a vote of the majority of the members of the Chamber or a majority vote of the Directors of the Chamber at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Chamber has been terminated.

Membership Rights and Responsibilities

10. The Chamber is ultimately accountable to the members of the Chamber
11. Every member is entitled to attend any members' meeting of the Chamber.
12. Every member of legal voting age, and in good standing may vote at any members' meeting of the Chamber after they have attended at least one previous members' meeting.



13. Any individual or appointed representative of an organization is eligible as a candidate for becoming a member of the Chamber, providing such candidate shall undertake, if admitted, to be governed by the bylaws of the Chamber.
14. Every member, subject to these by-laws, shall have one vote and no more and there shall not be proxy voting. Where there is an equality of votes, the President shall have the casting vote in addition to the vote he/she has as a member.

Fees

15. The Board of Directors shall have the authority to review the fee structure and make changes from time to time as it deems appropriate for the proper running of the Chamber.

Nominations

16. The Board shall appoint a Nominating Committee consisting of the President, two (2) members of the Board, two (2) members of the general membership at least ninety (90) days prior to each annual general meeting of the Chamber.
17. The Nominating Committee shall nominate a minimum of three (3) members of the Chamber who have indicated their willingness to serve a two year term of office on the Board as elected Directors.
18. The Nominating Committee shall submit its report to the Board at least sixty (60) days prior to the annual general meeting. Subject to the amendment and/or approval by the Board, the report shall be mailed and/or electronically transmitted to all Chamber members at forty-five (45) days prior to the annual general meeting.
19. Further nomination of candidates willing to allow their name to stand for election as members of the Board will be accepted provided each such nomination is made on the form prescribed, each is signed by a minimum of five (5) Chamber members, and each nominee has consented to accept office if elected. Completed nomination forms must reach the Chamber office no later than thirty (30) days prior to the annual general meetings, at which time nominations shall cease.

Officers and Directors

20. Any member of the Chamber of legal voting age and in good standing shall be eligible to be elected a director of the Chamber and a director of the Chamber shall be a member.
21. The number of directors shall be twelve (12). The subscribers to the Memorandum of Association of the Chamber shall be the first directors of the Chamber.



22. The Board of Directors shall be elected from among the members at the annual general meeting by ballot. Directors may serve a total of two, two-year terms on the Board of Directors, at which time they must retire. Retiring directors shall be eligible for re-election, and may present their candidature for re-election after an absence of one year. This does not apply to directors who are elected as officers for successive two year terms. The retiring president shall be ex-officio, a member of the Board of Directors. The officers shall be elected by the directors and shall be a President, a Vice-President, a Treasurer and a Secretary.
23. The President and Vice-President, before taking office, shall take and subscribe before a notary public an oath in the following form:

"I swear that I will faithfully and truly perform my duty as of the Musquodoboit Harbour and Area Chamber of Commerce and Civic Affairs, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said chamber of was constituted according to the true intent and meaning of the same.
24. Any Officer or Director may be suspended from their office or have their tenure of office terminated by special resolution if, in the opinion of the Board of Directors, they are grossly negligent in the performance of their duties, providing however, that any officer or director so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the council directly to the membership at the next general meeting.
25. Where a member of the Board of Directors dies or resigns his/her office, is removed from office, or ceases to be a member of the Chamber, or is absent from three consecutive meetings of the Board of Directors without just cause, the office shall be considered vacated and the vacancy may be filled for the unexpired portion of the term of office by the Board of Directors at any meeting thereof from among the members of the Chamber.
26. The management of the Chamber is the responsibility of the directors. The Directors may engage an Executive Director , and determine his/her duties, responsibilities and remuneration.
27. No paid employee of the Chamber shall be a member of the Board of Directors.

Conflict of Interest

28. 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
 - (b) if serving as a director, when the possibility of a conflict is realized.
29. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

Duties of Officers

30. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
31. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the President may request him/her to do so.



32. The Secretary shall be responsible to the Board of Directors for the general control and management of the Chamber's business affairs. He/she shall, with the President, sign and when necessary, seal with the seal of the Chamber, of which he/she shall have custody, if the Chamber has a seal, all papers and documents requiring signature or execution on its behalf. He/she shall maintain an accurate record of the proceedings of the Chamber and of the Board of Directors. At the expiration of his/her term of office, the secretary shall deliver to the Chamber, all books, papers and other property of the Chamber, and shall perform all such other duties as properly pertain to his/her office as assigned by the board. He/she shall be responsible for
 - (a) the preparation and custody of the books and records of the Chamber,
 - (b) conducting its correspondence, including the minutes of members' meetings, the minutes of directors' meetings, the register of members,
 - (c) retaining copies of all official documents and
 - (d) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors,
 - (e) filing the annual requirements with the office of the Registrar
 - (f) file with the Registrar:
 - i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - ii. a copy of every special resolution within fourteen (14) days after the resolution is passed,
33. The directors may also appoint a Recording Secretary
 - (a) who is responsible for taking minutes of all board and members' meetings, and
 - (b) who need not be a director.
34. The Treasurer shall have responsibility for the custody of all financial books and records of the Chamber, and carry out all other duties as assigned by the board. The treasurer shall have charge of all funds of the Chamber and shall deposit, or cause to be deposited, the same in a chartered bank selected by the Board of Directors . Out of such funds the treasurer shall pay amounts approved by the Board of Directors and shall keep a regular account of the income and expenditures of the chamber and shall submit an audited statement thereof for presentation at the annual general meeting and at any other time required by the Board of Directors. He/she shall make such investment of the funds of the Chamber as the council may direct. He/she shall, with the president, sign all notes, drafts and cheques.
35. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Chamber by the President or the Vice-President and the Secretary, or otherwise as prescribed by the Board of Directors.
36. The Board of Directors shall in addition to the powers hereby expressly conferred on it, be responsible for the management, control and disposition of the affairs of the Chamber, with full power to do all the things for which the Chamber is incorporated;
37. The Board of Directors may hold or dispose of property, real or personal, as may be given or bequeathed to it, or entrusted to its care and keeping and may purchase, acquire and dispose of such property as may be necessary to carry out the purposes of the Chamber and may manage, control and utilize the same as the Board of Directors deems best in carrying out the purpose of the Chamber;
38. The Board of Directors shall have the general power of administration. It may make or authorize petitions or representations to the government or parliament of Canada, the government or legislature of the province or territory, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.



Committees

39. The Board of Directors, or the President may appoint committees or designate members of the Board of Directors, the Chamber or others, as the deemed necessary, and will define their duties and their Terms of Reference to examine, consider and report upon any matter or take such action as the Board of Directors may request.
40. The Board of Directors may suspend any Committee chairman from office or have his/her office terminated for just cause. Any committee may be terminated by the Board of Directors.

Parliamentary Procedure

41. Parliamentary procedure, where not at variance with these by-laws, shall be followed at all meetings in accordance with the most recent version of Robert's rules of order

Meetings

42. No public pronouncement in the name of the Chamber may be made unless authorized by the Board of Directors or by some person to whom the Board of Directors has delegated this responsibility.
43. The President shall preside at all meetings of the Chamber and Board of Directors. He/she shall regulate the order of business at such meetings, receive and put lawful motions, and communicate to the meeting what he/she may think concerns the Chamber. The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the Chamber, unless someone else is designated by the Board of Directors. It shall be the duty of the president to present a general report of the activities of the year at the annual meeting.
44. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall temporarily preside as Chair of the meeting.
45. The Chair may, with the consent of the those in attendance at the 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.
46. At any meeting a declaration by the Chair that motions or amendment 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 by secret ballot as the Chair may decide, and requires a majority vote of those present and entitled to vote.
47. Regular general meetings of the Chamber shall be held at least quarterly at the time and place designated by the Board of Directors. At least one week's notice of such meetings shall be given.
48. Minutes of the proceedings of all general and Board of Directors meetings shall be entered in books to be kept for that purpose, by the secretary.
49. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.
50. An annual, general or special meeting of the members may be held at any time and shall be called:
 - (a) if requested by the chair, or
 - (b) if requested by a majority of the directors, or
 - (c) if requested in writing by ten (10) of the members.
51. Notice to members is required for general or special meetings.



52. Meetings notice shall be given to the members
 - (a) General meetings notice shall be given fourteen (14) days prior to the meeting, and shall constitute sufficient notice
 - (b) Special meetings notice shall be given to the members at least one (1) days notice prior to the meeting .

53. The notice must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means, or mailed to the last known address of each member
 - (c) specify the nature of business, such as the intention to propose a special resolution, and
 - (d) the non-receipt of notice by any member shall not invalidate the proceedings.

54. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
 - (a) specify the date, place and time of the meeting, be given to the members thirty (30) days prior to the meeting,
 - (c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means,
 - (d) specify the intention to propose a special resolution, and
 - (e) the non-receipt of notice by any member shall not invalidate the proceedings.

55. At the annual general meeting of the Chamber the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:
 - (a) minutes of the previous annual general meeting,
 - (b) consideration of the annual report of the directors,
 - (c) consideration of the annual financial report of the Chamber,
 - (d) the appointment of auditors for the ensuing year, and
 - (e) election of directors,

56. Quorum shall consist of no less than ten (10) members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.

57. If a meeting is convened as per by-law 51 (a) or (b) or 53 and 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. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Chamber.

58. If a meeting is convened at the request of the members as per by-law 49(c) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

Directors' Meetings

59. The board of directors shall meet no less than Ten (10) times each year and as necessary to carry on the business of the Chamber.

60. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
 - (a) specify the date, place and time of the meeting,
 - (b) be given to the directors seven (7) days prior to the meeting,



(c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone ,fax and/or other electronic means,

(d) the non-receipt of notice by any director shall not invalidate the proceedings.

(e) Notice can be waived for board meetings with the unanimous approval of the Board.

61. Quorum shall consist of 50% the directors and may lawfully do all things within the powers of the Board of Directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
62. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall temporarily preside as Chair of the meeting.
63. At Directors' meetings, where there is an equality of votes the Chair shall have the casting vote in addition to the vote he/she has as a member.

Voting Rights

64. Every member of legal voting age, and in good standing shall be entitled to one vote, and provided that the vote of an association, corporation, Chamber, partnership shall in each case be assigned to an individual of an association, corporation, Chamber, partnership at any members' meeting of the Chamber after they have attended at least one previous members' meeting, excepting where there is an equality of votes the Chair shall have the casting vote in addition to the vote he/she has as a member.
65. Voting at special or general meetings may be by a show of hands or, if requested by the Chair by a standing vote, or by secret ballot. At any meeting a declaration by the Chair that motions or amendment has been carried is sufficient unless a roll call vote is requested by five (5) members provided such request received approval of the majority of those members present and entitled to vote.

Bylaws

66. The Board of Directors shall frame such bylaws, rules and regulations as appear to best adapt to promote the welfare of the Chamber, and shall submit them for adoption at a general meeting of the Chamber called for that purpose.
67. Bylaws may be amended or changed by Special 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 a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
68. Such bylaws shall be binding on all members of the Chamber, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by the Registrar.

Affiliation

69. The Chamber, at the discretion of the Board of Directors shall have power to affiliate with the Canadian Chamber of Commerce, the Atlantic Chamber of Commerce, or any other organizations in which membership may be in the interests of the Chamber.

Finance

70. The fiscal year of the chamber shall commence on the first day of January in each year and end on the last day of December.



71. The directors shall annually present to the members a written report on the financial position of the Chamber. The report shall be in the form of:
 - (a) a balance sheet showing its assets, liabilities and equity, and
 - (b) a statement of its income and expenditure in the preceding fiscal year.
72. A copy of the financial report shall be signed by the auditor or by two directors.
73. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
74. An auditor of the Chamber may be appointed by the Board of Directors and, if the Board of Directors fails to appoint an auditor, the members present at the annual meeting may appoint an auditor . The auditor shall examine the books and the accounts of the Chamber at least once in each year. An audited financial statement shall be presented by the Treasurer at each annual meeting and at any other time required by the Board of Directors.
75. The Chamber may only borrow money as approved by a special resolution of the members.
76. The members may inspect the annual financial statements and minutes of membership and directors meetings at the registered office of the Chamber with one week's notice. All other books and records of the Chamber may be inspected by any member at any reasonable time within three business days prior to the annual general meeting at the registered office of the Chamber.
77. No funds of the Chamber shall be paid to or be available for the personal benefit of any member.
78. 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.
79. The Chamber shall not make loans, guarantee loans or advance funds to any director.

Seal

80. The Chamber does not have a seal.

¹ Approved by the Registry of Joint Stock Companies March 17, 2015