

MEMORANDUM OF ASSOCIATION OF VISUAL ARTS NOVA SCOTIA

Amended

This revised Memorandum of Association replaces all others.

1. The organization shall be known as Visual Arts Nova Scotia.
2. Nothing in its goals or by-laws shall permit the Society to carry on any trade, industry, or business, and the Society's affairs shall be carried on without purpose of gain to any of its members. Any surplus or accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.
3. Upon termination of the Society's operations, any surplus remaining after the satisfaction of all debts and liabilities shall be paid to another charitable organization in Canada with similar goals.
4. The activities of the Society are to be carried on at Visual Arts Nova Scotia, 1113 Marginal Road, Halifax, Nova Scotia, B3H 4P7.
5. The registered office of the Society is at Visual Arts Nova Scotia, 1113 Marginal Road, Halifax, Nova Scotia, B3H 4P7.
6. It is resolved that the Memorandum of Association and By-Laws of Visual Arts Nova Scotia are amended as found herein. This resolution was passed by special resolution at a general meeting held on _____ in Halifax, Nova Scotia.

_____, President
Visual Arts Nova Scotia

BY-LAWS of VISUAL ARTS NOVA SCOTIA

Amended

These revised By-Laws replace all others.

1.0 DEFINITIONS

In these by-laws:

- 1.1 "Society" means *Visual Arts Nova Scotia*.
- 1.2 "Board" means the Board of Directors of the Society.
- 1.3 "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 1.4 "Special Resolution" means a resolution passed by not less than three-fourths of voting members at a general meeting where proper notice of the special resolution has been given.

2.0 MEMBERSHIP

- 2.1 Membership in the Society shall be open to any individual or organization that subscribes to the objects and pays the annual membership dues of the Society.
- 2.2 Members shall be admitted to the Society in accordance with these by-laws, and their names shall be entered in the Register of Members.
- 2.3 The number of members of the Society is unlimited.
- 2.4 Every member of the Society shall be entitled to attend any meeting of the Society, vote at any meeting of the Society, and hold any office in the Society.
- 2.5 Membership in the Society shall not be transferable.
- 2.6 The entry of the name and address of any individual or organization in the Register of Members shall constitute an admission to membership in the Society. No formal admission to membership shall be required.
- 2.7 Membership in the Society shall cease upon the death of a member, or by formal resignation in writing, or by failure to qualify for membership in accordance with these by-laws.

3.0 VOTES OF MEMBERS

- 3.1 Every member shall have one vote and no more.
- 3.2 There shall be no proxy voting.

4.0 GENERAL MEETINGS

- 4.1 The annual general meeting of the Society shall be held within three months after the

end of each fiscal year of the Society.

- 4.2 An extraordinary general meeting of the Society may be called by the President or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per cent of the members of the Society.
- 4.3 A minimum of seven days notice must be given for all general meetings of the Society. Such notice shall specify the place, date, and hour of the meeting, as well as the nature of any special business to be carried out at the meeting. Any notice in writing required by these by-laws may be delivered by ordinary mail, facsimile, email or any other method of transmission of written material. A properly addressed notice, postmarked at least ten days in advance of the meeting, shall be deemed adequate. The non-receipt of notice by any member shall not invalidate the proceedings at a general meeting unless it can be shown that such notice was deliberately withheld.
- 4.4 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:
- Adoption of the minutes of the preceding general meeting;
 - Consideration of the annual report of the Directors;
 - Consideration of the audited financial statements;
 - Election of Directors for the ensuing year;
 - Determination of annual dues;
 - Appointment of auditors.

All other business transacted at an annual general meeting shall be deemed to be special business. All business transacted at an extraordinary general meeting of the Society shall be deemed special business.

- 4.4 No business shall be transacted at any general meeting of the Society unless a quorum is present. A quorum shall consist of fifteen members.
- 4.5 If a quorum is not present within one-half hour of the announced meeting time, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case, the majority of members present shall decide a new time and place for the meeting. Proper notice of the rescheduled meeting, as specified in by-law 4.3, must be given.
- 4.6 The President of the Society shall preside as Chair at every general meeting of the Society. In the absence of the President, the Vice-President shall preside. In the absence of both the President and Vice-President, the members present shall choose a Director of the Society to preside.
- 4.7 The President shall have no vote except to cast the deciding vote in the event of a tie.
- 4.8 The President shall declare the results of any vote, and a record of the vote count shall not be required unless a poll is demanded by at least three members. If a poll is demanded, it shall be taken in a manner prescribed by the President. In either case, the result shall be recorded in the proceedings of the Society.

5.0 DIRECTORS

- 5.1 The number of voting Directors shall not be less than eight nor more than eleven.

- 5.2 Directors must be members of the Society, and any member shall be eligible for election to the Board.
- 5.3 Election to the Board shall be for a term of two years. Directors, with the exception of the Past- President, may serve a maximum of two consecutive terms; the Past- President may serve a maximum of three consecutive terms. Where possible, terms should be staggered in order to provide a slow but steady turnover of Directors.
- 5.4 Directors shall be elected by the members of the Society at each annual general meeting.
- 5.5 **30% of board will be designated from outside Halifax Regional Municipality.**
- 5.6 At every annual general meeting, the retiring Directors shall hold office until the dissolution of the meeting, after which the newly elected Directors shall take their place.
- 5.7 In the event that a Director resigns or is removed from office, the Board may select another member to fill the vacancy for the unexpired portion of that Director's term.
- 5.8 The Society may, by special resolution, remove any Director before the end of their term and appoint a new Director in their place. The term of the new Director shall be the same as that of the Director who was replaced.

6.0 DIRECTORS' MEETINGS

- 6.1 **The Board shall meet six times a year** as well as when the President calls a special meeting. A meeting of the Directors may be held without notice at the close of every annual general meeting of the Society. Notice of all other meetings, specifying time and place thereof, shall be given in writing to each Director within a reasonable time before the meeting is to take place. The non-receipt of notice by any Director shall not invalidate the proceedings at any Board meeting unless it can be shown that such notice was deliberately withheld.
- 6.2 No business shall be transacted at any meeting of the Board unless a quorum is present. Five voting Directors will constitute a quorum.
- 6.3 The President shall preside at all meetings of the Board. If the President is absent, the Vice- President shall preside. If both the President and Vice President are absent, any Director selected from among those present may preside.
- 6.4 The President shall have no vote except to cast the deciding vote in the event of a tie.
- 6.5 Directors shall be reimbursed for costs as outlined in VANS' policy.

7.0 OFFICERS

- 7.1 The Officers of the Society shall be the President, Vice- President, Secretary, Treasurer, and Past- President, and these Officers shall constitute the Executive Committee of the Society.
- 7.2 The Directors shall elect one of their number to be the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned by the Board.

- 7.3 The Directors shall elect one of their number to be the Vice- President of the Society. The Vice- President shall perform the duties of President during the absence, illness, or incapacity of the President, or at such times as the President may request.
- 7.4 The Directors shall elect one of their number to be the Secretary of the Society. The Secretary shall ensure that proper minutes are taken at all meetings of the Society, and perform such other duties as may be assigned by the Board.
- 7.5 The Directors shall elect one of their number to be the Treasurer of the Society. The Treasurer will be responsible for banking procedures, preparation of annual budgets and financial statements, and for monitoring the financial management of the Society.

8.0 DIRECTORS' DUTIES

It shall be the duty of the Board to:

- 8.1 Carry out the objects of the Society;
- 8.2 Determine the priorities, policies, and programs of the Society;
- 8.3 Ensure the responsible financial management of the Society;
- 8.4 Establish such committees as are necessary for the purposes of the Society;
- 8.5 Appoint a full-time Executive Director;
- 8.6 Provide direction and supervision for the Executive Director;
- 8.7 Attend all board, special, and general meetings of the society;
- 8.8 Participate in committee activities.

9.0 FISCAL YEAR

The fiscal year of the Society shall be from April 1st to March 31st of the following year.

10.0 AUDIT OF ACCOUNTS

- 10.1 The auditor of the Society shall be appointed annually by the members of the Society at the annual general meeting or, on failure of the members to appoint an auditor, the Directors may do so.
- 10.2 The Treasurer shall make an annual written report as to the financial position of the Society. The report shall contain a balance sheet and operating account, and shall be delivered to the membership at the annual general meeting.
- 10.3 The auditor shall make an annual written report on the balance sheet and operating account of the Society. The auditor's report shall (1) state whether the balance sheet contains all of the fiscal information required by the Society, and (2) be properly drawn up so as to exhibit a true and correct view of the Society's affairs. The auditor's report shall be presented to the membership of the Society at the annual general meeting.
- 10.4 A copy of the balance sheet, showing particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual general meeting in each year, as required by law.

11.0 REPEAL AND AMENDMENT OF BY-LAWS

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

12.0 MISCELLANEOUS

- 12.1 Along with its Annual Statement, the Society shall provide the Registrar with a list of Directors, including their addresses, occupations, and dates of appointment or election. The Society shall also notify the Registrar of any change of Directors within fourteen days.
- 12.2 Duplicate copies of any special resolution adopted by the Society shall be filed with the Registrar within fourteen days.
- 12.4 Custody of the books and records of the Society shall be the responsibility of the Secretary.
- 12.5 The books and records of the Society may be inspected by any member as long as sufficient notice is given; they are available in the registered office of the Society.
- 12.6 Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the Secretary, or otherwise as prescribed by resolution of the Board.
- 12.7 The borrowing powers of the Society may be exercised by special resolution of the members.