

**The Board of Directors of the Lunenburg County Historical Society
has undertaken a review of the
Memorandum of Association and By-laws, of the Society.**

This review has resulted in a recommendation to make changes to those documents to better reflect the current running and organization of the Society.

All members are encouraged to please review the proposed changes. Submit any questions or suggestions regarding the revised document to Donna Malone. Based on feedback, the revised document will be presented to the membership for ratification at the AGM of the Society, on October 19th, 2010.

Changes are proposed to the following clauses;

Memorandum of Association

1. a –f, h, l, and m. 2. and 4.

By-Laws

12. 13. 14. 21. 26. 32. 34. 35. 37. 38. 39. 40. 49. and 51.

**INCORPORATION PRECEDENT FOR
INCORPORATION UNDER THE SOCIETIES ACT
R.S.N.S.1989, CHAPTER 435**

LUNENBURG COUNTY HISTORICAL SOCIETY

**August 2001
Revised 2010**

Memorandum of Association

The name of the Society is:

LUNENBURG COUNTY HISTORICAL SOCIETY

The objectives of the Society are:

1. a) To maintain, operate and publicize a museum at 100 Fort Point Road in LaHave;
- b) to conduct research into the history of Lunenburg County with specific emphasis on the LaHave River Valley estuaries and its hinterland. This will include the communities along both sides of the LaHave River from Conquerall Bank to Green Bay and from Dayspring to Rose Bay and all points in between;
- c) to gather, compile and preserve written and printed documents of historic value and interest pertaining thereto;
- d) to gather, preserve and display artifacts of historic value and interest pertaining thereto;
- e) to acquire and hold properties of historic interest within our focus area;
- f) to gather and record historic narratives until now unwritten which exist only in the memories of our older citizens;
- g) to cooperate with government and civic officials in celebrations of an historic nature;
- h) to liaise and/or partner with like organizations;
- i) to develop and promote historic education for the community at large;
- j) 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 realization of the objectives of the Society; and

k) to buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or describe in the carrying out of the objectives of the Society;

l) to use resources from government grants, profits from fundraising efforts and revenue from other activities, for the operating, maintenance and other expenses of the museum.

m) to strive to establish an endowment to fund the future of the museum.

2. Provided that the Society shall carry on its activities without purpose of gain to any of the members, and any surplus or accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objectives

3. 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 the time, after satisfaction of all its debts and liabilities, any assets or property whatsoever, the same shall be conveyed to one or more other charitable organizations in Canada, having objects similar to those of the Society.

4. The activities of the Society are to be carried on at:100 Fort Point Road, LaHave, Nova Scotia and other locations, as determined by the Society's Board.

**BY-LAWS
OF
LUNENBURG COUNTY HISTORICAL SOCIETY**

1. In these by-laws, unless there be something in the subject or context inconsistent therewith

(a) "Society" means LUNENBURG COUNTY HISTORICAL SOCIETY

(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 society 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.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.

3. For the purposes of registration, the number of members of the Society is unlimited.

4. Every member, in good standing, of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society in person or by vote valid for a meeting and to hold any office.

5. Membership in the Society shall not be transferable.

6. The following shall be admitted to membership in the Society: any person, who being interested in the historical aspects of Lunenburg County, applies for membership and pays the annual membership fee.

7. The annual membership fee shall be set at each Annual General Meeting.

8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these by-laws.

9. Honorary President, Life Membership and/or Honorary Membership may be awarded through the special resolution process only.

FISCAL YEAR

10. The fiscal year of the Society shall be the period from Oct 1 to September 30.

MEETINGS OF THE GENERAL MEMBERSHIP

11. (a) The Annual General Meeting of the Society shall be held within three months after the end of each fiscal year of the Society.

(b) 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 five in number of the members of the Society.

12. Two days notice will be given for meetings dealing with funding issues and five days notice for all other meetings, 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 in writing, by facsimile, by e-mail, or by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given by facsimile or e-mail when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

13. a) 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;
Consideration of the annual report of the directors;
Consideration of the financial statements, including
balance sheet and operating statement; at least two days
prior to the meeting the Financial Statements must be
reviewed/audited and signed by two members of the
Society, or an accountant or auditor, as determined by the
Board of Directors, stating that they have reviewed the
Financial Statements and in their opinion, the Statements
present a true and accurate representation of the Society's
financial affairs.

Election of directors for the ensuing year,

b) All other business transacted at the annual general meeting shall be deemed to be special business.

c) All business transacted at an extraordinary general meeting of the Society shall be deemed special.

14. a) 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 :

10 members at the Annual General Meeting or extraordinary general meeting

7 members at an Ordinary Meeting

4 members at a Board Meeting

b) There will be a minimum of 1 (one) Ordinary Meeting a year, to be held on the third Tuesday of June, starting at 7:30 PM, other Ordinary Meetings may be held on such days and times as established at the discretion of the Board .

15. 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 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.

16. (a) The President of the Society shall preside as Chairperson at every general meeting of the Society;

(b) If there is no Chairperson or if at any meeting he/she is not present at the time of holding the same, the Vice-President shall preside as

Chairperson;

(c) If there is no President or Vice-president, present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

17. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall cast the deciding vote.

18. 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.

19. 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.

20. If a poll is demanded in manner aforesaid, the same shall be held such in a 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

21. Every member shall have one vote and no more. To vote at each Annual General Meeting, respective members must be a member in good-standing by the date of the AGM.

DIRECTORS

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen.

23. Any member of the Society shall be eligible to be elected a director of the Society.

24. Directors shall be elected by members at an ordinary, extraordinary, or Annual General Meeting of the Society.
25. The members shall elect directors from among their membership.
26. In addition to the officers, there shall be up to ten directors each elected for a three-year term with three directors rotating each year at the Annual General Meeting. All the directors shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
27. In the event that a director resigns his/her office or ceases to be a member in the Society, whereupon his/her 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.
28. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he/she had not been removed.
29. 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 President. A meeting of directors may be held at the close of any ordinary, extraordinary, or annual 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 at any meeting of the Board of Directors.
30. No business shall be transacted at any meeting of the Board of Directors unless at least four in number of the directors are present at the commencement of such business.
31. The President or, in his/her absence, a Vice-President or, in the absence of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.

32. The Chairperson is not entitled to vote except, in the case of equality of votes, he/she shall cast the deciding vote.

POWERS OF DIRECTORS

33. The management of the activities 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 power to engage a co-ordinator and to determine his/her duties and responsibilities and his/her remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

The directors shall also:

- a) ensure that the aims and objectives of the Lunenburg County Historical Society are being met by the members;
- b) fill any position of the Board of Directors that is not currently filled for any reason, and that person will serve until the end of the current operating year;
- c) approve any expenditures, with discretion, beyond what was approved in the budget set by the Society's members at the Annual General Meeting; and
- d) meet a minimum of six times a year.

OFFICERS

34. The officers of the Society shall be the Past President, President, one Vice-President, an Executive Secretary and a Treasurer each of whom will be elected for a one-year term by the board of directors at the first board meeting after the AGM.

35. In addition to the officers, there shall be up to ten directors elected for a three-year term at each respective annual meeting.

36. The President shall:

- a) ensure that the aims and objectives of the Society are being fulfilled by the Society's members;
- b) preside at all meetings of the Society;

- c) oversee all activities of the Society, its personnel working for or on project of same;
- d) the President is an ex-officio member of all committees; and
- e) represents the Society at various meetings relating to the business of the Society.

37. The Vice-President shall be responsible to conduct any business usually handled by the President in his/her absence and implement the duties as specified and approved by the Board of Directors in the Operational Guidelines.

38. The Executive Secretary shall:

- a) record information that is conducted at the ordinary, annual and board meetings of the Society;
- b) send copies of current minutes and financial statements to the Board of Directors and to its members in a timely manner;
- c) coordinate the handling of all correspondence of the Society as necessary; and
- d) keep records and correspondence in the appropriate files at Fort Point Museum.

39. The Treasurer shall:

- a) manage all funds that the Society and Museum receive;
- b) pay all budgeted accounts within 30 days of receipt;
- c) provide the Board of Directors with a written, monthly, financial statement which includes comparison of actual expenses to budget;
- d) complete the Charities Income Tax form by April 1;
- e) file the Nova Scotia Registry of Joint Stock Companies annual renewal by the 31st of May each year;
- f) provide a copy of the Annual Report to the Nova Scotia Museum's, Community Museum Assistance Program as requested;
- g) present a budget through the Executive Committee to the Board for recommendation for approval at the Annual General Meeting of the Society, and
- h) present a written year-end report at the Annual General Meeting and provide a copy to the Executive Secretary.

REVIEW OF ACCOUNTS

40. The Society shall make a written report to the members of the financial position of the Society and the report shall contain a balance sheet and operating account. The treasurer shall make a written report to the members upon the balance sheet and operating account, and in every such report, he/she shall state whether, in his/her 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 produce a year end report. A copy of the year end report and financial statements, will be presented at the annual general meeting, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, which shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

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

MISCELLANEOUS

42. 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.

43. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

44. 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.

45. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and the Board of Directors shall be the responsibility of the Executive Secretary.

46. The 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.

47. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Directors who have signing authority for the society, or otherwise as prescribed by resolution of the Board of Directors.

48. The borrowing powers of the Society may be exercised by special resolution of the members.

49. Signing authority, for all cheques, shall be the Treasurer plus any one of the following: the President, or any Director designated by a resolution of the Board of Directors

50. The admission fee for the Fort Point Museum will be set at the annual general meeting of the Society.

51. The Society shall indemnify and hold harmless the directors of the Society against loses, liabilities and expenses incurred in exercising their lawful duties as directors of the Society.