

**BY-LAWS OF THE TIDNISH CROSS ROADS COMMUNITY ASSOCIATION**

AS AMENDED AT THE ANNUAL MEETING

**MAY 19, 2015****1. NAME**

1.1. The name of the Society is “The Tidnish Crossroads & Area Community Association” hereinafter referred to as the “Association.

**2. OBJECTIVES**

2.1. To foster and encourage spirit and pride in the community of Tidnish Crossroads & Area.

2.2. To own, buy or otherwise acquire, lease, sell, mortgage, manage and administer real and personal property and to use and apply such property in the realization and carrying out of all the objects of the Association;

2.3. To encourage, foster, supervise and administer various community projects and activities of a social, cultural, health & wellness, sporting and recreational nature and for this purpose encourage the establishment of various community groups for all ages and all segments of the community and area;

2.4. To make such by-laws, rules, and regulations as it may see fit concerning the management of its affairs the choice of duties and powers of the Directors and Officers, the admission and expulsion of members and generally for the administration and management of its affairs and to alter or repeal all or any of such by-laws, rules and regulations from time to time;

2.5. To do all things necessary or incidental to the attainment of the objectives of the association.

**3. OFFICE**

3.1. The Registered Office of the Association is at Tidnish Cross Roads, R.R. #2, Amherst, Nova Scotia, B4H 3X9 with Civic Number being 4358 on Highway #366.

**4. TERRITORY**

4.1. The Territory of the Association shall extend from MacLellan’s Brook on Hwy 366 (1323 Tyndal Rd) to the Northport Bridge and from the intersection of Beecham Road

and Hwy #6 to the intersection of Hwy 970 (Tidnish Road) and Main Street in Baie Verte, NB.

## 5. MEMBERS

- 5.1. All permanent residents of legal age in the territory of the Association are eligible for membership, as well as any non-resident or temporary Resident who shall be accepted as a member by the Executive of the Association.
- 5.2. For the purposes of registration as a Society under the Societies Act of Nova Scotia or the Income Tax Act of Canada shall be unlimited, restricted only by the territory as is provided above.
- 5.3. The membership of the Association shall consist of members, junior members, life members and honorary members. The class of “family membership” may be created at a general meeting of the Association. “Family membership” shall mean that every member of a family unit is a member for the purpose of use of the facilities of the Association and for the purpose of participating in all programs and activities of the Association, except that only persons of legal age can cast a vote or hold Office as an officer or director.
- 5.4. Any person in the territory may become a member by paying the annual membership fee, the amount of which for each class of membership shall be from time to time determined at a general meeting of the Association.
- 5.5. Any member can become a life member by paying to the Association a sum of not less than \$100.00.
- 5.6. Honorary Members may be elected at any time at a general meeting of the Association.
- 5.7. Membership in the Association is not transferable.
- 5.8. Every member of the Association, including life members and honorary members, shall be entitled to attend any meeting of the Association.
- 5.9. Only members and life members shall have a vote, but votes shall be given personally only and not by proxy voting.
- 5.10. For members, no formal admission shall be required and the entry in the Registry of Members by the Secretary of the name and address of the person shall constitute an admission to membership in the Association.

5.11. Membership in the Association shall cease upon the death of a Member or if, by notice in to the Association, the member resigns or if the member ceases to qualify for membership in accordance with these By-Laws.

6. LIABILITY

6.1. No member of the Association shall, in his individual capacity, be liable for any debt or liability of the Association, beyond the amount of any subscription, dues or fees payable by him to the Association, unless he shall have made himself expressly personally liable therefore.

7. FISCAL YEAR

7.1. The Fiscal Year of the Association shall be the period from April 1<sup>st</sup> in any year to March 31<sup>st</sup> in the year following.

8. MEETINGS OF THE ASSOCIATION

8.1. The Secretary shall give at least ten (10) days notice of the Annual General Meeting and five (5) days notice of any extraordinary or Special Meeting by advertisement in the Amherst newspaper, specifying the place, day and hour of the meeting and, in the case of special business, the nature of the business.

8.2. An extraordinary or Special General Meeting of the Association 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 fifteen (15) members of the Association.

8.3. At each annual general meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

8.3.1. Proof of proper notice of the Meeting; Minutes of preceding general meeting; 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 thereon; Election of directors for the ensuring year; Appointment of auditors.

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

8.4. No business shall be transacted at any meeting of the Association unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen (15) members.

- 8.5. 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 other 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 without specifying a time and place.
- 8.5.1. The President of the Association shall preside as Chairperson at every general meeting of the Association.
- 8.5.2. If there is no President or if at any meeting he/she is not present at the time of holding the same, the Vice-President shall preside As President;
- 8.5.3. If there is no President or Vice-President or if at any meeting neither the President or Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
- 8.6. The President shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.
- 8.7. The President 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.
- 8.8. At any general meeting, unless a poll is demanded by at least three (3) Members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of the proceedings of the Association 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.
- 8.9. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the President may prescribe and the result of such poll shall be deemed to be the resolution of the Association in general meeting.
- 8.10. All meetings of the Association shall be held in Tidnish Cross Roads.
- 8.11. The first Special General Meeting of the Association shall be held within two (2) months from the date of the issue of the Certificate of Incorporation of the Association.
9. DIRECTORS

- 9.1. The Board of Directors shall consist of a minimum of ten (10) persons, four (4) of whom shall be officers and the rest shall be Directors, elected at the Annual General Meeting. The Directors must be permanent residents of the Territory (180 days/yr) as defined by Revenue Canada.
- 9.2. Any voting member or life member of the Association shall be eligible to be elected a director of the Association.
- 9.3. Directors shall be elected by the voting members at each annual general meeting of the Association, from among their number.
- 9.4. The term of office of the directors is two (2) years.
- 9.5. In the event that a director resigns his office or ceases to be a member of the Association, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term of the Board of Directors from among the members of the Association.
- 9.6. A director may be removed from the Board without his resignation or consent only by a special resolution of the membership at a properly convened General Meeting.
- 9.7. A director shall not receive remuneration for services to the Association. The holding of such office shall not be a bar to employment by the Board for monetary compensation. Personal expenses incurred in connection with carrying out the affairs of the Association must be approved prior to the carrying out of such affairs, by the Board of Directors.
- 9.8. Every officer of the Association is also a director constituting a Board of Directors of a minimum of ten (10), except that the term of an officer is only one (1) year.
- 9.9. An officer and director may be re-elected only for three (3) consecutive terms.

#### 10. DIRECTORS' MEETINGS

- 10.1. Meetings of the Board of Directors shall be held as often as the business of the Association may require, but shall be held at least four (4) times a year.
- 10.2. The Secretary shall give each director notice of such meeting at least two (2) days prior to such meeting, except for a director's meeting immediately following the Annual or any Special General Meeting of the Association.
- 10.3. The President, or in the event of his/her refusal or inability to act, the Vice-President shall upon the written request of at least three (3) directors, call a special meeting of the Board.

- 10.4. A quorum for the transaction of business at any meeting of the Board shall be not less than four (4) directors.
- 10.5. All decisions of the Board of Directors taken at duly convened meetings of the said Board shall be passed only by a vote of the majority of those present at such meeting. For this purpose each person shall have one (1) Vote and no proxies shall be allowed.
- 10.6. The President or other Chairperson at a meeting of the directors shall not vote, except in the case of an equality of votes.
- 10.7. Any member upon prior notice, shall be able to attend a meeting of the directors, but shall not participate in the proceedings.

#### 11. POWERS OF DIRECTORS

- 11.1. The management of the activities of the Association 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 Association and are not hereby or by statute expressly directed or required to be exercised or done by the Association in general meeting.
- 11.2. The Officers of the Association shall be elected at a Directors Meeting which will be held immediately following the Annual General Meeting.

#### 12. OFFICERS

- 12.1. The officers of the Association shall be a President, Vice-President, a Treasurer and a Secretary.
- 12.2. The officers shall hold office for one (1) year or to the next General Meeting.

#### 13. DUTIES OF OFFICERS

- 13.1. The President shall preside at all meetings of the Board of Directors and shall act as President of all meetings of the Association and conduct all meetings according to the accepted rules of Parliamentary procedure.
- 13.2. The President shall have general supervision of the activities and affairs of the Association and shall perform such duties as are assigned to him from time to time by the Board of Directors.

- 13.3. Certificates of Membership shall be signed by persons authorized to do so by the Board of Directors.
- 13.4. The Vice-President shall, in the absence of the President, or upon his incapacity or refusal to act, perform all the duties of that office.
- 13.5. The Secretary shall have the care and custody of the common seal, the minutes, the Memorandum of Association, the By-Laws, special resolutions, all correspondence and documents of the Association.
- 13.6. The Secretary shall within fourteen (14) days of any change of the Association's registered office, notify the Registrar of Joint Stock Companies of such change.
- 13.7. The Secretary shall maintain a register of members of the Association and shall enter therein the names of the subscribers to the Memorandum of Association and shall enter therein the following particulars:
- 13.7.1. The full name, address, occupation and type of membership of every member;
- 13.7.2. The date of admission and date of termination of membership;
- 13.7.3. The amount paid as a membership fee by life members.
- 13.8. The Secretary shall within fourteen (14) days of any change in the directors of the Association, notify the Registrar of Joint Stock Companies of such change, including the addresses, occupations and dates of election of any director.
- 13.9. The Secretary shall file with the Registrar of Joint Stock Companies copies of all special resolutions and amendments of the By-Laws of the Association within fourteen (14) days of passage, and shall certify such copies as being true copies.
- 13.10. The Treasurer shall have the care and custody of all the funds and Securities of the Association, and deposit same in the name of the Association in such Bank or Trust Company as the directors may elect. He/she shall at all reasonable times exhibit his/her books and accounts to any director.
- 13.11. All cheques, drafts, notes and orders for the payment of money shall be signed by the President or Vice-President together with the Treasurer. Further, any one of the aforesaid officers may for and on behalf of the Association negotiate or deposit with or transfer to the Bank, for the Credit of the Association's account only, all or any cheques, promissory notes, drafts, acceptances, Bills of Exchange, and orders for the payment of money, and for such purpose draw, sign or endorse the same, or any of them, or to

deliver the same or any of them, to the Bank endorsed, with the name of the Association impressed thereon, by a Rubber Stamp or other device, including the Seal of the Association, and to execute from time to time the Bank's form of receipt therefore and agreement as to the settlement, balance and verification of all books and accounts between the Association and the Bank.

- 13.12. All Contracts, Deeds and other documents and instruments of writing under seal or otherwise requiring to be signed, sealed and executed by the Association shall be signed by the President or Vice-President together with the Secretary, or otherwise as may be directed by resolution of the Board of Directors.

#### 14. POWERS OF THE ASSOCIATION

- 14.1. The provisions of the Societies Act and of any other Act of the Province of Nova Scotia, and all regulations made there under, as they may be applicable hereto, are and form part of these By-Laws.

- 14.2. In addition to the powers by law vested in a corporation or body corporate and politic the Association may:

14.2.1. acquire and take by purchase, donation, devise, or otherwise real and personal property, and hold, enjoy, sell, exchange, lease, let, improve and develop the same, and erect and maintain buildings and structures;

14.2.2. contract and be contracted with and sue or be sued in its corporate name;

14.2.3. use its funds and property for the attainment of its objects and purposes;

14.2.4. borrow, raise and secure the payment of money in such manner as it thinks fit, and with the sanction of a special resolution issue debentures or mortgage its real property to secure the payment of money borrowed by it;

14.2.5. subject to its by-laws, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, and other negotiable or transferable instruments;

14.2.6. by special resolution and subject to Section 9 change its name or alter its objective so as to add to or restrict or abandon any of its objects or the locality in which its activities are chiefly carried on;

14.2.7. if authorized by special resolution, subscribe to or become a member of any other society or association whether incorporated or not whose objects are in whole or in part similar to its own objects;



14.2.8. do all such other acts and things as are incidental or conducive to or consequential upon the exercise of its powers or the attainment of its object.

#### 15. AUDIT OF ACCOUNTS

15.1. The directors shall at the Annual General Meeting make a written report to the members, including a report as to the financial position of the Association.

15.2. The auditor or auditors shall be appointed annually by the members of the Association at the Annual General Meeting, and in failure to do so, the directors may do so.

15.3. The auditor or auditors may be an accountant or firm of accountants or may be any two (2) members, who are not officers or directors. If any firm, person or persons appointed as the auditor or auditors of the Association is not available at the following Annual Meeting to carry out his/her or their duty, the Board of Directors shall appoint an auditor or otherwise fill the vacancy.

15.4. The auditor or auditors shall make a written report to the Annual Meeting upon the financial statements of the Association and in such report shall be stated that the financial statements are properly drawn up and exhibit a true and correct view of the financial affairs of the Association. A copy of the auditor's report, together with a copy of the financial statements of the Association shall be filed with the Register of Joint Stock Companies within fourteen (14) days after the annual meeting in each year, as required by the Societies Act of Nova Scotia.

#### 16. REPEAL AND AMENDMENT OF THESE BY-LAWS

16.1. The Association may by special resolution make, amend or repeal by-laws not inconsistent with the Societies Act of Nova Scotia or with its memorandum, such by-laws or amendments not to take effect until approval has been given by the Registrar of Joint Stock Companies.

#### 17. MISCELLANEOUS

17.1. The books and records of the Association as kept by the Secretary and Treasurer of the Association may be inspected by any members after two weeks notice has been given to the Board for such inspection.