

**Memorandum of Association
and Bylaws
of the
Federation of Nova Scotia Naturalists***

* Consolidated to June 2005 from the original Memorandum and Bylaws dated
14 August 1990 and incorporating amendments by special resolution
3 February 1994, 3 June 1995, 15 June 2003, and 26 June 2005

Federation of Nova Scotia Naturalists

Memorandum of Association of the Federation of Nova Scotia Naturalists

1. The name of the Society is the **Federation of Nova Scotia Naturalists**.

2. The purpose of the Federation of Nova Scotia Naturalists is to further communication and cooperation among naturalists and natural history societies in Nova Scotia; to promote public interest in nature and conservation; and to work together with others and share ideas on the provincial level to conserve and enhance the natural state of our environment.

The Federation may

- a) promote the enjoyment, understanding, and appreciation of nature for members and the general public by
 - i) education through such vehicles as lectures, meetings, and field trips.
 - ii) collecting and disseminating knowledge relating to the natural history and biological diversity of Nova Scotia.
 - iii) supporting and fostering the creation of nature centres and nature education programs.

 - b) carry out studies and research and present briefs related to the conservation and enhancement of nature and biological diversity.

 - c) take actions to restore and conserve native species and their essential habitats.

 - d) cooperate with like-minded people and organizations to develop and carry out projects for conserving the integrity of natural ecosystems and representative natural areas.
3. The Federation may, as it becomes necessary or desirable in carrying out its objectives as described in 2 above,
 - a) acquire by way of grant, gift, purchase, bequest, devise, or otherwise, real and personal property, and use or apply it to the realization of those objectives;

 - b) buy, own, hold, lease, mortgage, sell, and convey such real and personal property.

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4. The Federation shall not carry on any trade, industry, or business, and shall operate without purpose of gain to any of its members. Any surplus or any accretions of the Federation shall be used solely for the furtherance of its purposes as described in 2 above.

5. If for any reason the operations of the Federation are terminated, wound up, or dissolved, any property whatsoever that remains after satisfaction of all its debts and liabilities shall be paid to some other non-profit organization in Canada having objects similar to those of the Federation.

6. The activities of the Federation are to be carried out at the registered office of the Federation and throughout Nova Scotia.

7. The registered office of the Society is at 1747 Summer St., Halifax, Nova Scotia.

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Bylaws of the Federation of Nova Scotia Naturalists

Definitions

1. In these bylaws, unless there is something in the subject or context inconsistent therewith,
 - a) “Society” means the Federation of Nova Scotia Naturalists;
 - b) “Registrar” means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*;
 - c) “Director(s)” means any or all member(s) of the Board of Directors either elected or appointed;
 - d) “Elected Director(s)” means director(s) whose positions are subject to election by the membership at general meetings (i.e., Officers and Director(s)-at-large);
 - e) “Organizational Director(s)” means director(s) appointed by organizational member(s);
 - f) “Special Resolution” means a resolution proposed with due notice which requires the approval of both three-fourths of the Board of Directors and three-fourths of the membership present at a duly called general meeting for adoption.

Membership

2. There shall be five categories of membership in the Society: organizational, federate, individual, affiliate, and associate. These categories may be subdivided to allow differences in fees and terms.
 - a) All memberships are conditional on the payment of dues, and on such other conditions that appear elsewhere in these bylaws or are stated from time to time by the Board.
3. An *organizational member* is a non-profit society in Nova Scotia, whether registered or not, whose aims and objectives are compatible with those of the Society and whose activities include the study of natural history.
 - a) An organizational membership is obtained by applying in writing to the Society, including such information as the Board requires. Organizational membership is granted if at least two-thirds of the active existing organizational members approve.
 - i) The founding organizational members were initially admitted by mutual consent, but are otherwise subject to these bylaws.

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- b) Each organizational member shall designate one of its members to represent it on the Board. It may also designate an alternate to the board. The members of an organizational member are eligible for federate membership. Organizational members do not vote at the Annual General Meeting.
 - c) An organizational member may be deemed to be inactive by the Board for failure to pay fees, list federate members, appoint or be represented by a delegate, or for such other omissions as may be defined by the Board. An organizational member inactive for three consecutive years automatically loses its organizational membership. The organization may reapply immediately.
- 4. A *federate member* is a person who is a member of one or more organizational members, and whose name has been submitted by at least one organizational member, along with any required fees. A federate member has voting rights at general meetings.
 - 5. An *individual member* is a person (or possibly family) sympathetic to the goals of the Society who applies for membership directly to the Society. A federate member may take out individual membership. An individual member has voting rights at the general meetings.
 - 6. An *affiliate member* is a non-profit organization whose goals and objectives are consistent with those of the Society. Admission of affiliate members to the Society is at the discretion of the Board. An affiliate member does not have voting rights.
 - 7. An *associate member* is any other organization wishing to show support for the Society's goals and objectives through membership. Admission of associate members to the Society is at the discretion of the Board. An associate member does not have voting rights.

Expulsion of Members

- 8. a) Any member may be expelled from the Society for activity prejudicial to the goals of the Society.
- b) Expulsion shall be by motion at a Board of Directors meeting, and such a motion shall require a two-thirds majority vote to pass.
- c) Notice of motion, identifying the member or members involved, must be sent to the member(s) and to all directors at least thirty (30) days before consideration of the motion.
- d) Regardless of quorum requirements expressed elsewhere in these bylaws, no organizational member shall be expelled without the approval of two-thirds of all directors.

Meetings

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9.
 - a) The Annual General Meeting (AGM) of the Society shall be held within four (4) months of the end of the fiscal year of the Society.
 - b) A Special General Meeting (SGM) of the Society may be called by the President or the Board at any time, and shall be called if requested in writing by at least ten percent (10%), or fifty (50), whichever is fewer, of the individual plus federate members. A meeting at the request of the members shall occur within twenty-eight (28) days of the receipt of the petition unless the petitioners are agreeable to a later date.

10. Members shall be given ten (10) days' notice of a general meeting, specifying the place, day, and time of the meeting, and, in the case of special business, the nature of such business. The notice shall be given in a letter or newsletter sent to each member at his or her last known address. Any notice shall be deemed to have been given at the time the letter containing the same would have been delivered in the ordinary course of post. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

11.
 - 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:
 - i) Minutes of the preceding Annual General Meeting and any intervening Special General Meetings;
 - ii) Consideration of the Annual Report of the Directors;
 - iii) Consideration of the Financial Statements, including the balance sheet, the statement of income and expenses, and the report of the auditor;
 - iv) Election of officers and directors as required;
 - v) Appointment of auditors; and
 - vi) Resolutions as provided for under bylaw 48.
 - b) All other business transacted at an Annual General Meeting, and all business transacted at a Special General Meeting, shall be deemed to be special business.

12. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of such business, and such a quorum shall consist of twenty (20) individuals, including individuals from at least one-half the active organizational members.

13. If a quorum of members is not present within one-half hour of the time appointed for the general meeting, then
 - a) if the meeting was convened at the request of the members, it shall be dissolved; otherwise
 - b) it shall stand adjourned to such time and place as a majority of members then present shall direct, and if at the adjourned meeting a quorum is not present, it shall be adjourned without further fixing another date.

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14. a) The President of the Society shall chair the general meetings of the Society;
 - b) If there is no President, or if the President is not present, the Vice-president shall preside;
 - c) If there is also no Vice-president, or if he/she is also not present, the directors present shall choose one of their number to preside.
15. The Chair may, with the consent of the general meeting, adjourn the meeting from time to time and place to place but no business shall be transacted at any adjourned meeting, other than business left unfinished when the adjournment occurred, unless notice of such new business is given to the members.
16. a) At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of the proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour or against such resolution.
- b) If a poll is demanded, it shall be taken in the manner prescribed by the Chair, and the result of such poll shall be deemed to be the resolution of the Society in General Meeting.

Officers

17. The Officers of the Society shall be a President, a Vice-president, a Treasurer, and a Secretary. The offices of Secretary and Treasurer may be combined. The Past-president, if one exists, is also an officer of the Society.
18. The President shall have the supervision of the activities of the Society, and shall perform such duties as may be assigned by the Board of Directors from time to time.
19. The Vice-president shall, subject to the direction of the Board, perform the duties of the President during his or her absence, illness, or incapacity, or during such periods as the President may request him or her to do so.
20. The Secretary shall keep the minutes of the General meetings of the Society and the Board, the membership lists, and the correspondence of the Society; have custody of the Seal of the Society, if one is obtained; and perform such other duties as may be assigned by the Board.

The foregoing does not limit the use of a recording secretary for the purposes of taking minutes; nor does it prevent the issuance or receipt of correspondence by others in pursuance of their duties.

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21. The treasurer shall have responsibility for the preparation and keeping of the books and financial records of the Society and shall carry out such other duties as the Board may assign.
22. The books and records of the Society may be inspected by any member of the Society at any reasonable time with two (2) days' notice at the registered office of the Society.

Fiscal Year and Audit of Accounts

23. The fiscal year of the Society shall be from April 1 in any year to March 31 of the next year.
24. Should the Society be without an auditor due either to the failure of the members to appoint one at the Annual General Meeting or to any other cause, the Board may appoint one.
25. The Society shall provide an annual written report for its members. This shall include an audited financial statement, and the statement by the auditor regarding the correctness of the view of the Society's affairs presented.

A copy of the balance sheet, showing liabilities and assets, and a statement of income and expenses for the preceding year, as audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the Annual General Meeting each year, as required by law.

Board of Directors

26. The subscribers to the Memorandum of Association shall determine the first Board of Directors.
27. The Board of Directors shall consist of the officers, one (1) director appointed by each active organizational member, and up to five (5) directors-at-large elected by the members at the rate of one (1) per one hundred (100) individual members or part thereof.
28. Any individual or federate member of the Society shall be eligible for any elected position on the Board of Directors.
29. Vacancies in the Elected Directors positions shall be filled at each Annual General Meeting of the Society, or at Special General Meetings called for that purpose.
30. All directors shall maintain membership in the Society.

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Terms of Office

31. Officers and Elected Directors shall serve terms of two (2) years, and are eligible for re-election to the same or different positions any number of times.
32. The immediate Past-president holds office for a maximum of two (2) years.
33. Should an Elected Director or Officer resign from the Board within a ninety-day period preceding an Annual General Meeting, that seat may remain vacant until the AGM. Otherwise, the Board shall appoint a member to take the vacant director's seat until the next general meeting.

The resignation of an Officer is automatically a resignation from the Board, but this shall not preclude the appointment of the individual to any vacant Elected Director's position.

Should the President resign, the Vice-president shall become President. Other officers may be replaced either from within the Board or through appointment to the Board.
34. Each active organizational member shall annually provide the Society with formal accreditation of its representative for the Society's AGM. This does not affect the organizational member's ability to change its representative at any time by notice to the Society.
35. At every Annual General Meeting of the Society, retiring officers and directors hold office until the dissolution of the meeting at which their successors are elected.

Removal of Directors

36.
 - a) Any director may be removed from the Board for activity prejudicial to the goals of the Society or to the orderly management of the business of the Society, or for failure to perform his or her duties as a director.
 - b) Directors are removed from the Board by a motion passed at a Board of Directors meeting, and such a motion shall require a two-thirds majority vote to pass.
 - c) Notice of motion, identifying the person or persons involved, must be sent to all directors at least fifteen (15) days in advance of consideration of the motion.
 - d) Should an Organizational Director be removed from the Board, the organizational member shall be informed as soon as practical, and shall appoint another, different director to replace the one removed.

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- e) Should an Elected Director be removed from the Board within a ninety-day period preceding an Annual General Meeting, that seat may remain vacant until the AGM. Otherwise, the Board shall appoint a member to take the removed director's seat until the next general meeting.

Board of Directors Meetings

- 37. Meetings of the Board of Directors shall be held as often as the business of the Society may require.
- 38.
 - a) A meeting of the Board of Directors may be held at the close of every Annual General Meeting without notice.
 - b) Notice of each other Board meeting, specifying time and place, shall be given to each Director a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings of any meeting of the Board.
 - c) Notice of Board meetings shall be given by the Secretary.
- 39. No business shall be transacted at any meeting of the Board of Directors unless a simple majority of directors (or their designated alternates) is present at the commencement of such business.
- 40. The President or, in his or her absence, the Vice-president or, in the absence of both of them, any director chosen from among the directors present shall preside as Chair for the meeting of the Board.
- 41. The Board of Directors may choose to conduct business via electronic media according to procedure determined from time to time by the Board. Such procedure shall set out rules for making, seconding, discussing, and voting on motions. The Secretary shall record successful motions made in this manner, and the results shall be read into the minutes of the next following Board of Directors meeting.

Powers of the Board of Directors

- 42. The activities of the Society shall be managed by the Board of Directors. In addition to the powers and authorities expressly conferred on them by these bylaws and otherwise, they 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 Board shall have the power to engage employees and to determine their duties and responsibilities and their remuneration.

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The Board of Directors may appoint an Executive Committee that shall consist of the Officers and such other persons as the Board decides.

43. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the Treasurer and the President or Vice-president or as otherwise prescribed by resolution of the Board of Directors. The Secretary may affix the Seal of the Society (if one exists) to any document on resolution of the Board of Directors.
44. The borrowing powers of the Society may be exercised by resolution of the Board of Directors.

Special Resolutions and Amendment of Bylaws

45. Every Special Resolution must be approved by three-quarters (3/4) of the Board of Directors before it can be put before the membership.

The Society shall file duplicate copies of every Special Resolution passed with the Registrar within fourteen (14) days.

46. The Society has the power to repeal or amend any of these bylaws by Special Resolution passed in a manner prescribed by law.

Miscellaneous

47. The Society shall file with the Registrar, along with its Annual Statement, a list of its Directors and designated alternates with their civic addresses, occupations, and dates of appointment or election.

The Society shall notify the Registrar within fourteen (14) days of any change.

48. Upon dissolution, surrender, or winding up of the Society, or upon revocation of the Society's designation as a designated conservation organization pursuant to the provisions of the *Conservation Easement Act* (S.N.S.1992, c.2), the Society shall make all reasonable efforts to have any and all easements or covenants acquired by the Society pursuant to the said Act assigned to another organization designated as a designated conservation organization or to the Minister of Natural Resources for the Province of Nova Scotia pursuant to the said Act. Unless otherwise stipulated in the easement, the order of preference is Federation member organizations or other organizations working with the Federation to maintain the particular easements, followed by like-minded provincial, then federal organizations, followed by the provincial government.

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49. a) This bylaw applies only to resolutions stating Federation positions on natural history and conservation related matters and issues. It defines the means of introduction, notification, and passing of such resolutions at Annual General Meetings.
- b) Notice, with full text, of resolutions to be moved under this bylaw shall be given to all members at least ten (10) days in advance of the Annual General Meeting at which the resolutions are to be moved. Requirements as to manner of delivery are the same as those set out for notice of general meetings in Bylaw 10. Notice of any resolutions may form part of the notice of the Annual General Meeting.
- c) Before a resolution can be moved under this bylaw, it must have the support of a simple majority of the active organizational members.
- d) Resolutions under this bylaw are carried by a simple majority.
- e) Bylaw 16 applies to resolutions under this bylaw.