

# Nova Scotia Young Farmers Association By-Laws

## Definitions

1. In these by-laws:
  - (a) “Association” means the Nova Scotia Young Farmers Association
  - (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 Members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.
  - (d) “Member” means a member registered in good standing in the Register of Members
  - (e) “Director” means an individual elected as representative of the membership to manage the activities of the Association.

## Membership Rights and Responsibilities

2. The Association is ultimately accountable to the Members of the Association.
3. Every Member is entitled to attend any Members’ meeting of the Association.
4. Every Member may vote at any Members’ meeting of the Association.
5. Any Member of legal age, or with their guardian’s written consent, is entitled to hold any office.
6. Membership in the Association shall consist of:
  - (a) the subscribers to the Memorandum of Association;
  - (b) those who support the objects of the Association;
  - (c) those whose name and address are written in the Register of Members;
  - (d) those who pay an annual fee in an amount to be determined by the Board;
  - (e) individuals residing in Nova Scotia; and,
  - (f) individuals between the ages of eighteen to forty (18 – 40), inclusive.
7. Membership in the Association is not transferable.
8. Membership in the Association shall cease:
  - (a) upon death, or
  - (b) if the Member resigns by written notice to the Association, or
  - (c) if the Member ceases to qualify for membership in accordance with these by-laws.
9. The Members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until approved by the Registrar.

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10. No funds of the Association shall be paid to or be available for the personal benefit of any Member.

## Members' Meetings

11. Every Member, subject to by-law 4, shall have one vote and no more and there shall not be proxy voting.

12. A 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 then (10) Members.

13. Notice to Members is required for general or special meetings. The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the Members seven (7) days prior to the meeting,
- (c) be given to the Members by newsletters, mail, email, telephone, fax and/or other electronic means,
- (d) specify the nature of business, such as the intention to propose a special resolution, and
- (e) the non-receipt of notice by any Member shall not invalidate the proceedings.

14. An annual general meeting shall be held within ten (10) months after every fiscal year end and notice is required which must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the Members thirty (30) days prior to the meeting,
- (c) be given to the Members by newsletters, mail, email, 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.

15. At the annual general meeting of the Association 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 Association,
- (d) the appointment of auditors for the ensuing year, and
- (e) the election of Directors.

16. Quorum shall consist of 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.

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17.
  - (a) If a meeting is convened as per by-law 12(a) or 12(b) and quorum is not present within a reasonable time 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 at the end of the adjourned meeting. The Members present shall constitute quorum only for the purpose of winding up the Association.
  - (b) If a meeting is convened at the request of the Members as per by-law 12(c) and quorum is not present within a reasonable time from the time appointed for the meeting, the meeting shall be dissolved.
18. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any Member appointed from among those present, shall preside as Chair at Members' meetings.
19. Where there is an equality of votes the motion shall be lost.
20. The Chair may, with the consent of 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.
21. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) Members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## **Directors**

22. Any Member of the Association shall be eligible to be elected a Director of the Association and a Director of the Association shall be a Member.
23. The number of elected Directors shall be not less than seven (7).
24. There shall be staggered terms of office for the elected Directors so that one-third of the elected Directors shall be up for election each year. Directors shall retire from office at the end of their term at an annual general meeting at which their successors are elected for three-year terms. Nominations to replace the retiring elected Directors shall be presented to the annual meeting by the Nominating Committee. Retiring Directors shall be eligible for re-election with a maximum number of two terms. Directors who have served their two terms shall take a minimum one-year break before being eligible for re-election.
25. Immediately following their time as President, the Immediate Past-President shall be a voting member of the Board while their term remains. Should their term be complete, they shall serve as an ex-officio member of the Board for one year.

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26. If a Director resigns his/her office or ceases to be a Member in the Association, his/her office as Director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Directors from among the Members of the Association.
27. The Members may, by special resolution, remove any Director and appoint another person to complete the term of office.
28. The management of the Association is the responsibility of the Directors. In particular, the directors may engage a General Manager, or similar position, and determine his/her duties, responsibilities and remuneration.
29. The Directors may appoint an executive committee and other committees as they see fit.
30. 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.
31. 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.

## **Directors' Meetings**

32. The Board of Directors shall meet no less than four (4) times each year.
33. A meeting of Directors shall be held at the close of every annual general meeting 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, mail, email, 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.
34. Quorum shall consist of greater than 50% of the 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.
35. 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 preside as Chair of the Board.

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36. Where there is an equality of votes the motion shall be lost.

## Officers

37. The officers shall be elected by the Directors and there shall be a President, a Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.

38. The President shall be responsible for the effectiveness of the Board and shall perform other duties as assigned by the Directors.

39. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

40. The Corporate Secretary shall:

(a) Have responsibility for the preparation and custody of all books and records including:

- i. the minutes of Members' meetings,
- ii. the minutes of Directors' meetings,
- iii. the Register of Members, and
- iv. filing the annual requirements with the office of the Registrar, and

(b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of Directors, and

(c) 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, and

(d) Have other duties as assigned by the board.

41. 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.

42. The Treasurer shall have the responsibility for the custody of all financial books and records of the Association, and carry out all other duties as assigned by the Board. The Treasurer and Corporate Secretary of the Association, on behalf of the Association, may retain the services of a professional or experienced party to assist them in performing the duties of Treasurer and Corporate Secretary provided that notwithstanding any such arrangement, the Treasurer and Corporate Secretary shall be accountable and responsible to the Association for the fulfillment of all such duties.

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43. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

## **Finance**

44. The fiscal year end of the Association shall be the last day of March.

45. The Directors shall annually present to the Members a written report on the financial position of the Association. 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.

46. A copy of the financial report shall be signed by the auditor or by two Directors.

47. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

48. An auditor of the Association may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the Directors may do so.

49. The Association may only borrow money as approved by a special resolution of the Members.

50. The Members may inspect the annual financial statements and minutes of membership and Directors' meetings at the registered office of the Association with one week's notice. All other books and records of the Association 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 Association.

51. 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, which includes a per diem as per the policy accepted by the Directors.

52. The Association shall not make loans, guarantee loans or advance funds to any Director.

## **Rules of Order**

53. At all meetings Robert's Rules of Order shall govern the proceedings of the meeting.