

By-laws of the Nova Woodturners' Guild

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

- a) "Society" means the NOVA WOODTURNERS GUILD which is also a Chapter of the American Association of Woodturners Inc.
- b) "AAW" means the American Association of Woodturners Inc.
- c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- d) "Special Resolution" means a resolution passed by not less than three-fourths of such 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.

PURPOSES

2 The objects of the Society are to:

- a) Encourage and promote the art and craft of woodturning;
- b) 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 objects of the Society; and
- c) Buy, own, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

In addition to other activities that realize the objects, the Society will provide a regular meeting place for woodturners and opportunities to share ideas and techniques about woodturning.

MEMBERSHIP

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

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

5 Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.

6 Membership in the Society shall not be transferable.

7 The following shall be admitted to membership in the Society: any individual over the age of 18 years, residing in Nova Scotia who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting.

8 No formal admission to membership shall be required and the entry, by the Secretary, in the Register of Members of the name and address of any individual shall constitute an admission to membership in the Society.

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

MEETINGS

10The Society shall hold informational meetings throughout the year, at times and places set by the Officers, to engage in activities that promote the objects of the Society.

THE FISCAL YEAR

11The fiscal year of the Society shall be the period from the 1st day of June in any year to the 31st day of May in the year following.

12(a) The ordinary or 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 Officers at any time, and shall be called by the Officers if requisitioned by at least twenty-five percent (25%) in number of the members of the Society.

13Three days' notice of a meeting, 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 and by sending via electronic mail or via the postal service. Any notice shall be deemed to have been given at the time when the notice containing the same would be delivered in the normal course of events. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

14At any ordinary or general meeting of the Society, the following items of business shall be dealt with and shall be deemed ordinary business:

- Minutes of the preceding general meeting;
- Consideration of the annual report of the Officers;
- Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
- Setting of membership fees for the ensuing year;
- Election of Officers for the ensuing year;
- Appointment of Auditors.

By-laws of the Nova Woodturners' Guild

15 No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business. Such quorum shall be set at a duly constituted meeting of the Society. **The quorum shall be 20% of the total number of members of the Society.**

16 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*.

17(a) The President of the Society shall preside as Chair at every general meeting of the Society;

(b) if there is no President or if at any meeting s/he is not present at the time of holding the same, the Vice-president shall preside as Chair;

(c) if there is no President or Vice-president or if at any meeting neither the President nor Vice-president is present at the holding of the same, the members present shall choose someone of their number to chair the meeting.

18 The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, s/he shall have a casting vote.

19 The Chair 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.

20 At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution had been carried and an entry to that effect in the approved minutes of the meeting, shall be sufficient evidence of the fact, without proof of the number or the proportion of the members recorded in favour of or against such resolution.

21 If a poll is deemed in the manner aforesaid, the same shall be such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in a general meeting.

VOTES OF MEMBERS

22 Every member shall have one vote and no more.

DIRECTORS

23 **Members shall elect at least five individuals to serve as Directors of the Society. Only members can serve as Directors. Any member of the Society shall be eligible to be elected as a Director.**

24 Each Director shall hold office for one year.

25 If a Director resigns his/her office or ceases to be a member in the Society, 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 Society.

26 The members may, by special resolution, remove any Director and appoint another person to complete the term of office.

27 At each ordinary or general meeting, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.

28 No remuneration shall be paid to any Director.

POWERS OF DIRECTORS

29 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 at a general meeting.

30 The membership may elect an executive committee, consisting of the Directors and other such persons as the membership decides to assist the Directors.

OFFICERS

31 Unless otherwise determined by a general meeting, included among the Directors there shall be four Officers of the Society: a President, a Vice-president, a Secretary, and a Treasurer. These Officers shall be elected annually by a majority vote of members at each ordinary or annual general meeting of the Society.

32 Any member of the Society shall be eligible to be elected an Officer of the Society.

33 The members shall elect the Officers from among their number.

34 Each Officer shall hold office for one year. At each ordinary or general meeting, all the Officers shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Officers shall be eligible for re-election.

35 No remuneration shall be paid to any Officer.

36 A vacancy in any Office, because of death, resignation, removal, disqualification or otherwise, may be filled for the unexpired portion of the term by a majority vote of the remaining Officers from among the members of the Society.

37 The Society may, by special resolution, remove any Officer before the expiration of the period of office and appoint another person in her/his stead. The person so appointed shall

By-laws of the Nova Woodturners' Guild

hold office during such time only as the Officer in whose place s/he is appointed would have held office if s/he had not been removed.

38 Meetings of the Officers shall be held as often as the business of the Society may require and shall be called by the President or Vice-president. A meeting of the Officers may be held at the close of every ordinary or 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 Officer within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Officer shall not invalidate the proceedings of any meeting of the Officers.

39 No business shall be transacted at any meeting of the Officers unless there is a quorum of Officers present. Such quorum will be set at the first meeting of the Officers in each fiscal year.

40 The President, or in her/his absence, the Vice-president or, in absence of both of them, any Officer appointed from among those present shall preside as Chair at meetings of the Officers.

41 The Chair shall be entitled to vote as an Officer and, in the case of an equality of votes, s/he shall have casting vote in addition to the vote which s/he is entitled as an Officer.

DUTIES OF OFFICERS

42 The Officers of the Society shall be a President, a Vice-President, a Treasurer and a Secretary.

43 President. The members shall elect one of their number to be the President of the Society. The President shall be the principal executive officer of the Society. The duties of the President shall include: 1. General supervision and control of the activities, the business and affairs of the Society; 2. Chairing meetings of the Society and of the Officers; and 3. Any other duties as may be assigned by the members through majority vote.

44 Vice-president. In the absence of the President or in the event of his/her death, inability, or refusal to act, or at the request of the President, the Vice-president shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. The Vice-president shall perform such other duties as from time to time may be assigned to him/her by the President or the membership.

45 Secretary. There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and of the Officers, and shall see that all notices are duly given in accordance with the provisions of these by-laws. In general, the Secretary shall perform all duties assigned to the office of Secretary and such other duties as from time to time may be assigned to her/him by the Officers and/or the members.

46Treasurer. The Treasurer shall collect all membership fees and all other monies belonging to the Society. S/he will be responsible for keeping current and accurate records of all monies that flow through the Society and also for ensuring that all local Society Officers are paid-up members of the Society and of the AAW. In general the Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him/her by the Officers or the membership.

AUDIT OF ACCOUNTS

47The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Officers may do so.

48The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditor shall make a written report to the members upon the balance sheet and operating account and in every such report, s/he 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 such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar, by the Secretary, within fourteen days after the annual meeting in each year, as required by law.

AMENDMENTS

49These By-laws may be altered, amended or repealed and new By-laws may be adopted by a **vote of three quarters** of the qualified voting members of the Society, by special resolution passed in the manner prescribed by law. Copies of all modifications to these by-laws must be filed with the Office of the AAW.

RELATION OF THE SOCIETY TO THE AMERICAN ASSOCIATION OF WOODTURNERS

50All Officers **and Directors** of the Nova Woodturners Guild agree to be members in good standing of the AAW. While it is understood that the AAW will provide advice and counsel, as requested, the nature and extent of the activities of the Society is left to the Society's discretion. Woodturning and related demonstrations are to be conducted solely at the discretion of the Officers, and all safety and instruction is to be under their explicit direction and control.

INDEBTEDNESS

51 The AAW's central office must be notified in writing prior to the Society incurring any indebtedness for the AAW.

By-laws of the Nova Woodturners' Guild

AAW DISCLAIMERS: FISCAL AND LEGAL

52The corporation, the American Association of Woodturners, Inc., specifically disassociates itself from any debts, obligations or encumbrances of the Society. The Corporate Board of Directors of AAW is not responsible for the debts, nor shares in the profits of the Society. The Corporate Organization does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the Society. The Nova Woodturners' Guild specifically disassociates itself from any debts, obligations or encumbrances of the American Association of Woodturners. The Officers of the Nova Woodturners' Guild are not responsible for the debts nor shares in the profits of the American Association of Woodturners. The Nova Woodturners' Guild does not shoulder any legal liability for accidents that occur during events of any kind sponsored or not sponsored by the AAW.

MISCELLANEOUS

53The Society shall file with the Registrar, with its annual statement, a list of its Officers, with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of Officers, notify the Registrar of the change.

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

55 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Officers.

56Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Officers shall be the responsibility of the Secretary.

57 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.

58Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Officers.

59The borrowing powers of the Society may be exercised by special resolution of the members.

ACCEPTANCE OF THESE BY-LAWS:

These By-Laws have been drawn up, agreed upon, and adopted by the Nova Woodturners' Guild in Halifax, Nova Scotia on (date) _____

Signed: President: _____ Date: _____

(print) _____

Vice President: _____ Date: _____

(print) _____

Secretary: _____ Date: _____

(print) _____

Treasurer: _____ Date: _____

(print) _____

Director at large: _____ Date: _____

(print) _____