



June 21, 2012 (amended)

Hubbards Community Waterfront Association

By-Laws

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By-Laws

June 21, 2012

2.0 Definitions

In these by-laws unless there is something in the subject or context inconsistent therewith

- 2.01 “Society” means Hubbards Community Waterfront Association.
- 2.02 “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- 2.03 “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.

3.0 Membership

- 3.01 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.
- 3.02 For the purposes of registration, the number of members of the Society is unlimited.
- 3.03 Membership in the Society shall not be transferable.
- 3.04 The following shall be admitted as a **Voting Member** in the Society:
- any individual whose current membership is in “good standing” (i.e. member dues and assessed fees paid, upholds the Objects of the Society, and agrees to sign and accept the HCWA Member Agreement, Terms & Conditions, and Code of Conduct) and whose name and address is written in the Register of Members by the Secretary prior to the adoption of these new by-laws in the year 2010, who upholds the Objects of the Society, agrees to sign and accept the HCWA Member Agreement, Terms & Conditions, Code of Conduct, and
 - is over the age of 18 years and a resident or dwelling owner in the area defined by the Aspotogan Heritage Trust and/or Shatford Trust Fund Area and
 - contributes to the support of the Society an amount to be determined by the HCWA Board of Directors to be the current Voting Member annual fees.

Hubbards Community Waterfront Association
By-Laws
June 21, 2012

3.05 The following shall be admitted as a **Non-Voting Member** in the Society:

- any individual whose current membership is in “good standing” (i.e. member dues and assessed fees paid, upholds the Objects of the Society, and agrees to sign and accept the HCWA Member Agreement, Terms & Conditions, Code of Conduct) and whose name and address is written in the Register of Members by the Secretary prior to the adoption of these new by-laws in the year 2010, who upholds the Objects of the Society, agrees to sign and accept the HCWA Member Agreement, Terms & Conditions, Code of Conduct, and
- is over the age of 18 years, and
- contributes to the support of the Society an amount to be determined by the HCWA Board of Directors to be the current Non-Voting Member annual fees.

3.06 An **Honorary Membership** in the Society may be conferred annually to:

- any individual who has contributed greatly to the benefit of HCWA by way of financial contribution(s) or,
- any individual who has contributed greatly to the benefit of the HCWA in time, personal commitment and/or professional expertise without receiving financial compensation, and
- whom the HCWA Board of Directors deems said individual to be an esteemed supporter of the Society,
- subject to said “Honoree’s” acceptance of Voting or Non-Voting Membership as defined by the aforementioned clauses 3.04 and 3.05.

3.07 A **Lifetime Membership** in the Society was granted in the early years of the Association (1996 – 2001). Lifetime Membership was obtained by payment of a \$25.00 Lifetime Membership Fee, and the entry of the name of the member in the Register of Members by the Secretary.

Hubbards Community Waterfront Association
By-Laws
June 21, 2012

Lifetime Members may choose to financially support the Society by paying membership fees on a yearly basis, however there is no requirement of those Lifetime Members duly noted to provide such payment.

4.0 Member Rights & Responsibilities

4.1 The Society is ultimately accountable to the members of the Society.

4.2 Every member of the Society shall be entitled to attend any meeting of the Society.

4.3 Voting Membership

4.3.01 Every Voting member of the Society shall be entitled to vote at any meeting of the Society after they have attended at least one previous member's meeting.

4.3.02 There shall be no proxy voting.

4.3.03 Every Voting member of the Society shall be entitled to the use, benefit and enjoyment of all facilities and properties as owned or managed by the HCWA, subject to payment in full for any respective usage fees as determined by the HCWA Board of Directors to be the current applicable fees, and the acceptance of the of the HCWA Membership Agreement, Terms & Conditions, and Code of Conduct.

4.4 Non-Voting Membership

4.4.01 Every Non-Voting Member of the Society shall be entitled to attend at any meeting of the Society, but are not entitled to vote.

4.4.02 Every Non-Voting member of the Society shall be entitled to the use, benefit and enjoyment of all facilities and properties as owned or managed by the HCWA, subject to payment in full for any respective usage fees as determined by the HCWA Board of Directors to be the current applicable fees, and the acceptance of the of the HCWA Membership Agreement, Terms & Conditions, and Code of Conduct.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

4.5 Honorary Membership

Every Honorary Member of the Society shall be entitled to Voting or Non-Voting Member status, as determined under Section 3.04 or 3.05 of these by-laws, with no annual fees, subject to their agreement to sign and accept the HCWA Member Agreement, Terms & Conditions, and Code of Conduct.

4.6 Lifetime Members

Every Lifetime Member of the Society shall be entitled to Voting or Non-Voting Member status, as determined under Section 3.04 or 3.05 of these by-laws, with no annual fees, subject to their with no membership annual fees, subject to their agreement to sign and accept the HCWA Member Agreement, Terms & Conditions, and Code of Conduct.

5.0 Membership Application & Code of Conduct

A completed HCWA Member Agreement, Terms & Conditions, and HCWA Code of Conduct duly signed by the Applicant/Member with signed acceptance by the HCWA Board of Directors, shall be required for formal admission for membership in the Society and entry in the Registry of Members by the Secretary of the Society.

6.0 Membership Revoked

- 6.1 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 in accordance with these by-laws,
- 6.2 Membership in the Society may be revoked by a vote of the majority of the Voting Members of the Society or a majority vote of the Directors of the Society at a meeting duly called, and for which notice of the proposed action has been given. The Member's membership may be revoked for:
 - a member's non-payment of annual member fees, and/or
 - a member's non-compliance with, or non-acceptance of the HCWA Membership Agreement, Terms & Conditions, Code of Conduct and/or

In the event a membership is revoked, notice must be provided in writing, by registered mail from the HCWA Board of Directors.

Hubbards Community Waterfront Association
By-Laws
June 21, 2012

7.0 Insurance

7.1 General Insurance

The Society shall procure and maintain property and general liability insurance on whatever properties that the Society shall own or manage so as to satisfy its Board of Directors that there is sufficient and reasonable coverage.

7.2 Director's Liability Insurance

The Society shall procure and maintain directors and officers liability insurance so as to satisfy its Board of Directors that there is sufficient and reasonable coverage.

7.3 Indemnification

All Directors and Officers of the Society and their heirs, executors, administrators, other legal personal representatives, estates and effects respectively, shall at all times be indemnified and saved harmless by the Society from and against:

7.3.10 Any liability and all costs, charges and expenses whatsoever which Directors or Officers sustain or incur in or about any action, suit or proceeding which is brought, commenced or prosecuted against them, for in respect of any act, deed, matter or thing howsoever made, done or permitted by them in or about the execution of the duties of their offices on behalf of the Society;

7.3.20 All other costs, charges and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by their own willful neglect or default.

8.0 Fiscal Year

The fiscal year of the Society shall be the period from April 1 in any year to March 31 in the year next following.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

9.0 Meetings

9.1 Annual General Meeting

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 and notice is required which must:

- specify the date, place and time of the meeting,
- be given to the members thirty (30) days prior to the meeting,
- be given to the members by newsletters, newspapers, TV, radio, e-mail, telephone, fax and/or other electronic means,
- specify the intention to propose a special resolution, and
- the non-receipt of notice by any member shall not invalidate the proceedings.

9.1.01 Agenda Items

At each ordinary or 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 general meeting;
- intention to propose a special business (if intended);
- consideration of the annual report of the Directors;
- consideration of the financial statements, including balance sheet and
 - annual operating budget, and
 - operating statement, and the report of the auditors (if available from the auditors) thereon;
- election of directors for the ensuing year(s) as applicable under these by-laws;
- election of officers as applicable under these by-laws;
- Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business deemed special that is transacted at an extraordinary general meeting of the Society.

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

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

9.2 Special Meeting

A Special Meeting of the Society may be called by the Chair or by the Directors at any time, and shall be called by the Directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the Voting Members of the Society.

9.3 Special Meeting Notices

Thirty 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, such as the intention to propose a special resolution, shall be given to members.

- specify the date, place and time of the meeting,
- be given to the members thirty (30) days prior to the meeting,
- be given to the members by newsletters, newspapers, TV, radio, e-mail, telephone, fax and/or other electronic means,
- specify the intention to propose a special resolution, and
- the non-receipt of notice by any member shall not invalidate the proceedings.

9.4 Quorum

9.4.01 No Business shall be transacted at any general meeting of the Society unless a quorum of Voting Members is present at the commencement of such business and such quorum shall consist of a minimum of thirty-three per cent (33%) of its Voting Members and a minimum of thirty-three per cent (33%) of its Board of Directors.

9.4.02 If within one-half hour from the time appointed for the meeting, a quorum of Voting 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 Voting Members then present shall direct and if at such adjourned meeting a quorum of Voting Members is not present, it shall be adjourned sine die.

9.4.03 In the event the Board of Directors has all resigned a quorum shall consist of a minimum of thirty-three per cent (33%) of its Voting Members and such quorum present at the commencement of such business shall elect a new Board of Directors.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

9.5 Chair

The Chair of the Society shall preside as Chair at every general meeting of the Society, or

- If there is no Chair or if at any meeting he/she is not present at the time of holding the same, the Vice Chair shall preside as Chair or,
- If there is no Chair or Vice-Chair or if at any meeting neither the Chair or the Vice- Chair is present, another director of the Board shall preside as Chair.

9.6 Adjournment

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 Voting and Non-Voting Members.

9.7 Resolutions

At any meeting, unless a poll is demanded by at least three Voting Members, a declaration by the Chair 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. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

9.8 Votes of members

Every Voting Member shall have one vote and no more.

10.0 Directors

The Hubbards Community Waterfront Association (HCWA) seeks to have the makeup of the Board of Directors be, as much as possible, reflective of the geographic area, and various sectors of Hubbards and its surrounding communities. It should seek a balance of genders as well as have at least one youth member (18 – 28).

Directors shall be residents or property owners within the area defined by the boundaries of the Aspotogan Heritage Trust, or the Shatford Trust Area.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

Unless otherwise determined by general meeting, the number of Directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.

Any Voting Member of the Society, who has attended one (1) special meeting shall be eligible to be elected a Director of the Society.

In special circumstances and as deemed necessary and beneficial to the HCWA, the Board of Directors may recommend an exemption from the requirements of the previous sentence for individuals to stand for election as a Director of the Society providing they become a member prior to assuming office. Any individual who is recommended for this exemption must meet the requirements of Section 3.04.

Directors shall be elected by Voting Members at ordinary or annual general meetings of the Society, except as so noted in clause 9.4.03.

The Voting Members shall elect as a director from among their number of Voting Members.

10.1 Terms of Office

One-half of the Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election. Directors shall be elected to two year terms.

In the event that a director resigns his/her office or ceases to be a full member in the Society, whereupon his/her office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the un-expired portion of the term by the Board of Directors from among the Voting Members of the Society.

10.1.1 Removal From Office

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 is appointed would have held office if he had not been removed.

10.2 Conflict of Interest

A Director shall disclose to the Board upon nomination, and if serving as a Director, when the possibility of a conflict is realized any potential or real conflict of interest with the Society, its Objects business transactions and shall abstain from vote where such conflict of interest exists or appears to exist. This shall be recorded in the minutes.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

At the remaining Board's sole discretion and at their request, the Director shall remove himself from the proceedings and involvement in any portions of said proceedings until such time as the conflict issue has been addressed.

Any disputed conflict of interest shall be referred to a Conflict Resolution Committee for their review and decision. The Director shall abstain from all proceedings or business of the Society where the conflict of interest is in dispute or until the Conflict Resolution Committee makes such decision.

10.3 Meeting of the Board

Meetings of the Board of Directors shall be held as often as the business of the Society may require, but not less than once per month, and shall be called by the Secretary. For all other board meetings, notice is required and must:

- specify the date, place and time of the meeting,
- be given to the directors seven (7) days prior to the meeting,
- be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax, and/or other electronic means,
- the non-receipt of notice by any director shall not invalidate the proceedings,
- notice can be waived for board meetings with the unanimous approval of the Board.

10.3.01 No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors is present at the commencement of such business.

10.3.02 The Chair or, in his/her absence, the Vice-Chair or, in the absence of both, any director appointed from among those director's present shall preside as Chair at meetings of the Board.

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

11.0 Powers of Directors

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

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

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 a general meeting.

In particular, the directors shall have power to engage a coordinator and to determine his duties and responsibilities and his remuneration.

11.1 Committees

The directors may appoint any such committees as may be deemed appropriate to managing the daily affairs and/or specific activities of the Society providing:

- the committee chair shall be a named director;
- a co-chair from the committee composition may be selected,
- size and member composition of the committee are so defined;
- the committee objectives, mandate and terms or reference are so specified;
- the available resources and/or support staff are so defined;
- the committee reports to the Board through the committee chair, a copy of the committee meeting minutes and regular written reports are submitted to the Board;
- the above provisions are so stipulated in a written document maintained on file.

11.2 Standing Committees

The directors shall establish the following standing committees:

11.2.01 Nominating Committee

The Nominating Committee shall be made up of Voting Members and shall otherwise be governed by the provisions as so stipulated in 11.1. The Nominating Committee shall oversee the process of board recruitment from its Voting Members and recommend to its membership the potential candidates.

11.2.02 Health & Safety Committee

The Health & Safety Committee shall be made up of a minimum of two directors and a minimum of three Voting Members and shall otherwise be governed by the

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

provisions as so stipulated in 11.1. The Health & Safety Committee shall be tasked with:

- assessing the Health & Safety risks associated with the use of the Society's owned or managed properties;
- reviewing and making recommendations to the Board on policies such as Occupational Health & Safety; Respectful Workplace; Harassment in the workplace; and Violence in the Workplace Policies etc.
- reviewing and assessing any health or safety related occurrence (s), and
- recommending to the Board of Directors any improvements or restrictions that should be undertaken or imposed to mitigate any potential risks, dangerous situations, or future occurrences.

11.2.03 Conflict Resolution Committee

The Conflict Resolution Committee shall be made up of a minimum of three directors and three members shall otherwise be governed by the provisions as so stipulated in Section 11.1. The Conflict Resolution Committee shall investigate and deal with all such matters arising from:

- directors whom the board has found to be remiss in fulfilling their duties to the Society or where a disputed conflict of interest is perceived to exist.
- complaints about the board, its directors, committees or committee members, Society members, employees or contractors whether said complaints are related to misconduct, sexual abuse and/or harassment, mistreatment, discrimination or perceived partiality.

11.2.04 Operations Committee

Encompasses all waterfront operations such as marina, wharf, mooring, storage and other activities as determined by the HCWA Board of Directors.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

12.0 Officers

The officers of the Society shall be a Chair, a Vice-Chair, a Treasurer and a Secretary. The offices of Treasurer and Secretary may be combined, if the Voting Members think fit that the same person may hold both offices.

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.

The Society shall not make loans, guarantee loans or advance funds to any director

12.1 Chair

The Voting Members shall elect one of their numbers to be the chair of the Society. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him/her by the Voting Members from time to time.

12.2 Vice-chair

The Voting Members may also elect from their numbers a vice-chair. The vice-chair shall, at the request of the Voting Members and subject to its directors, perform the duties of the chair during his/her absence, illness or incapacity of the chair, or during such period of time the chair may request him/her to do so.

12.3 Secretary (Corporate and Recording Secretary)

There shall be a Corporate Secretary of the Society who shall:

12.3.01 Have the responsibility for the preparation and custody of all books and records including:

- the minutes of the members meetings
- the minutes of the director's meetings
- the register of the members, and
- filing the annual requirements with the office of the Registrar and

12.3.02 Have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

12.3.03 file with the Registrar:

- within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
- a copy of every special resolution within fourteen (14) days after the resolution is passed and,

12.3.04 have other duties as assigned by the board.

The directors may also appoint a Recording Secretary:

12.3.05 who is responsible for taking minutes of all board and members' meetings, and

12.3.06 who need not be a Director

The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

12.4 Treasurer

There shall be a treasurer of the Society who shall maintain and keep the financial records of the Society and shall perform such other duties as may be assigned to him/her by the Voting Members.

12.0 Audit of Accounts

The Society shall appoint annually by the Voting Members of the Society at the ordinary or annual general meeting or with the consent of its Voting Members, the directors may appoint an accountant on a review engagement basis.

The fiscal year end of the Society shall be the last day of March, in the given year.

13.1 Financial Reports

13.1.01 The Society shall make a written report to the Voting and Non-Voting Members as to the financial position of the Society and the report shall contain a balance sheet, operating account, show assets, liabilities and equity, along with a statement of its income and expenditures in the preceding fiscal year.

Hubbards Community Waterfront Association

By-Laws

June 21, 2012

13.1.02 The Auditor shall make a written report upon the balance sheet And operating account to the Voting and Non-Voting Members, 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 such report shall be read at the annual meeting if made available by the auditor in advance of the annual meeting.

13.2 Filing Audit Reports

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

The financial report must be signed by the auditor or by two directors.

14.0 By-Law Amendments

The Voting 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 the Registrar approves of it.

15.0 Change of Directors

The Society shall file with the Registrar with its Annual Statement a list of 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.

16.0 Miscellaneous

- 16.1 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
- 16.2 The books and records of the Society may be inspected by any Voting, or Non-Voting Member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
- 16.3 Contracts, deeds, bills of exchange and other instruments and documents, may be executed on behalf of the Society by the Chair, Vice-Chair and the Secretary, or otherwise as prescribed by Resolution of the Board of Directors.

Hubbards Community Waterfront Association
By-Laws
June 21, 2012

- 16.4 The borrowing powers of the Society may be exercised by Special Resolution of the Voting Members.
- 16.5 No funds or property of the Society shall be paid or made available for the personal benefit of any member or group.