By-Laws
of
The Chebucto Orchestral Society of Nova Scotia

as amended April 13 2010

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

    a) "Society" means Chebucto Orchestral Society of Nova Scotia.
    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 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.

MEMBERSHIP

2. 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 others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

3. For the purposes of registration, the number of members of the Society is unlimited. However, each member of the Society shall be a playing member of the Chebucto Symphony Orchestra whose dues have been paid as required under these by-laws. For the purpose of these by-laws, a member's dues shall be deemed to have been paid if the funds for the dues are paid by the member directly or are paid to the Society from or by another source.

4. Every member of the Society shall be entitled to attend any ordinary meeting, annual general meeting, or extraordinary general meeting of the Society and to vote at any such meetings and to be elected as a director or director/officer. There shall be no proxy voting. Normally only directors and director/officers may attend directors' meetings; however, other persons, whether Society members or not, may attend if invited by the Board of Directors.

5. Membership in the Society shall not be transferable.

6. a) A member of the Society is any person who plays a musical instrument in the Chebucto Symphony Orchestra and who is up to date in the payment of annual registration dues as required under the by-laws
b) The annual registration dues to be paid by members shall be set and fixed by the Society's Board of Directors prior to the first rehearsal of the season each September.

c) Only members of the Society may conduct business of the Society at ordinary, extraordinary, or annual general meetings, and only members of the Society may vote for Directors and Directors/Officers.

7. The acceptance by the Secretary of the Society of the member's name, address, occupation, and required dues shall constitute an admission to membership in the Society, subject to any other requirements of these by-laws.

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

FISCAL YEAR

9. The fiscal year of the Society for the 2005-2006 orchestral season shall be the period from August 1, 2005 to April 30, 2006, and thereafter the fiscal year shall be the period from May 1 in any year to April 30 in the year next following.

MEETINGS

10. **a)** The ordinary or annual general meeting of the Society shall be held within 90 days after the end of each fiscal year of the Society, but preferably within the first 30 days after said fiscal year;
b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.

11. At least three days' notice of an ordinary, extraordinary, or annual general 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. Such notice may be given by phone or orally and/or in writing at a rehearsal of the Chebucto Symphony Orchestra; or it may be given by fax or email to each member at his/her last known address, in which case it shall be deemed that the letter containing the notice shall be deemed to have been received on the third day after posting said letter, not counting the day of posting. However, the non-receipt of any such written notice by any member shall not invalidate the proceedings at any such meeting.

12. 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;
Consideration of the annual report of the directors;
Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
Election of directors for the ensuing year;
Appointment of auditors.

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

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.

14. 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 *sine die*

15. **a)** The Chairman of the Society shall preside as Chairman at every meeting of the Society;
b) If there is no Chairman or if at any meeting he is not present at the time of holding the same, the Vice-Chairman shall preside as Chairman;
c) If there is no Chairman or Vice-Chairman, or if at any meeting neither the Chairman nor the Vice-Chairman is present at the holding of the same, the members present shall choose someone of their number to be Chairman.

16. The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have the casting vote.

17. The Chairman 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.

18. At any general meeting, unless a poll is demanded by at least three members, a declaration by the Chairman 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 of or against such resolution.

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

VOTES OF MEMBERS

20. Every member shall have one vote and no more.

DIRECTORS

21. The number of directors and director/officers elected shall be as set out in Section 24 below.

22. Any member of the Society shall be eligible to be elected a director of the Society.

23. **a)** Directors and director/officers shall be elected by the members at the annual general meeting of the Society.
b) Only members may be nominated as and be elected as a director/officer of the Society pursuant to Sections 24(a)(i), (ii), (iii), and (iv) below; although a maximum of two non-members may be elected and hold positions as directors at any time pursuant to Sectiions 24(a) (v), (vi), or (vii); however, notwithstanding the immediately aforegoing, members may always be nominated and elected as directors pursuant to Sections 24(a)(v), (vi) and (vii).

24. **a)** The maximum complement of directors and director/officers of the Society shall be as follows:

    i. Director/Chair
    ii. Director/Vice-Chair
    iii. Director/Secretary
    iv. Director/Treasurer
    v. Director
    vi. Director
    vii. Director

    The Board of Directors shall be comprised of the four director/officers and at least one, but no more than three, other directors.

    b) In these by-laws, in general, the term director shall mean director or director/officers as the context requires, and in particular, the term director/chair shall mean director or chair as the context requires, and so on and so forth for the other director/officers.

25. **a)** At the annual general meeting, all directors and all director/officers shall retire from their offices, but shall be deemed to hold their positions until the dissolution of the meeting at which their successors are elected. However, notwithstanding the aforegoing, at least three members of the previous board of directors shall be deemed to be members of the new board by acclamation. Also notwithstanding the aforegoing, however, beginning with the 2010-2011 orchestral season, the chair may not in any event serve more than three years in succession as the chair.

    b) At least one week prior to the annual general meeting, the Board of Directors shall appoint one or more persons to constitute a nominating selection committee. This committee shall canvass the membership for persons who wish to be considered for election as a director or director/officer of the Society. At the annual general meeting, the nominating committee shall present the slate of candidates for the various positions referred to in Section 24 above. If there is more than one candidate for any position, the

candidates shall leave the meeting while the rest of the members shall vote for their preference if the vote is conducted by a show of hands; however, the candidates may remain in the meeting if the vote is conducted by marking written ballots; in any case the candidate with the most votes shall fill that position. If there is only one candidate for any position, that candidate shall be deemed to have won that position by acclamation of all the members.

26. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.

27. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his 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.

28. Meetings of the Board of Directors shall be held as often as the business of the Society may require. A meeting of directors may be held at the close of every ordinary or annual 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 director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

29. No business shall be transacted at any meeting of the Board of Directors unless at least one half in number of the directors are present at the commencement of such business.

30. The Chairman, or in his absence the Vice-Chairman, or in the absence of both of them any director appointed from among those directors present shall preside as Chairman at meetings of the Board.

31. The Chairman shall be entitled to vote as a director and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a director.

<u>POWER OF DIRECTORS</u>

32. 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 in general meeting. In particular, directors shall have the power to engage a musical director and to determine his duties and responsibilities and his remuneration.

OFFICERS

33. The officers of the Society shall be a Chairman, Vice-Chairman, a Treasurer and a Secretary.

34. The Chair shall call and conduct the meetings of the director/officers and the Board of Directors and shall have general supervision of the activities of the Society, and shall perform such other duties as may be assigned to him by the Board of Directors from time to time.

35. The Vice-Chair shall perform the duties of the Chair when the latter is absent or incapacitated or during such period as the Chair may request, and shall perform such other duties as may be assigned to him/her by the Board of Directors. It is expected that in the normal course of events, the Vice-Chair will eventually be nominated for and be elected to the position of Chair, at a later annual general meeting, in accordance with these By-laws.

36. The Secretary shall keep the minutes of meetings of the members and directors and director/officers and shall perform such other duties as may be assigned to him by the Board. However, in the absence of the Secretary, the Board may appoint a temporary substitute for the Secretary from among their own number, and for the purposes of these by-laws that person shall be deemed to be the Secretary.

36.1 **a)** The Treasurer shall carry out such duties as the Board may assign.
b) However, any cheques drawn on accounts of the Society shall be signed not only by the Treasurer, but also co-signed by the Chair [or in his absence by one of the other director/officers (Vice-Chair or Secretary)].
c) The Treasurer shall keep the Society's financial records and account books in order according to generally accepted accounting principles and any director or director/officer shall have access to them at any time on reasonable notice.
d) In consultation with the Chair, the Treasurer shall prepare a provisional operating budget for the Society prior to the commencement of each new season in September. This budget shall be presented to the Board of Directors at their first meeting after its completion. Any member of the Society may inspect the budget, on giving reasonable notice to the Treasurer.
e) However, notwithstanding anything to the contrary in these by-laws, the Board may at any time, by passing a directors' resolution, revoke any or all duties previously assigned to or undertaken by any director or director/officer and may reassign them to other directors or director/officers.

37. **a)** In accordance with the Societies Act of Nova Scotia, section 19, the Society shall file with the Registrar within the required time after an annual general meeting a statement in the form of a balance sheet showing general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year preferably signed by an auditor appointed by the Society, but if there is no auditor, by any two directors, one of whom may be the Treasurer.
b) An auditor may be appointed by the members at the annual general meeting.

c) If no auditor has been appointed by the members at an annual general meeting, the Board of Directors may at any other time appoint an auditor.

d) The auditor appointed by the members or by the Board of Directors shall not be the Treasurer. The auditor need not be a member or a director or a director/officer. Nor is it necessary that the auditor be an accountant; it will be sufficient if the auditor has accounting and/or book keeping knowledge and experience and understands the purpose and methodology of performing a financial audit. The auditor shall be a person who is at arms' length from the Treasurer.

e) The Board of Directors may at any time direct the Society's auditor to conduct an audit of the Society's assets, liabilities, revenues, and expenses.

f) In the event that an audit is performed, the auditor shall present his/her report to the Chair of the Society, and in the Chair's absence, to the Vice-Chair, who shall then present the report to the annual general meeting and/or to the Board of Directors as would be appropriate in the circumstances.

g) In the event of an audit, the Treasurer and all other directors and director/officers shall cooperate in all reasonable ways with the requests of the auditor.

h) The auditor's report shall state whether the balance sheet and other financial statements presented reflect a full and accurate assessment of the Society's financial position, noting any qualifications and reasons therefore, and shall itemize the financial records inspected and audited. The report shall include at the very least a balance sheet showing the particulars of the Society's liabilities and assets, and a statement of income and expenditure for the preceding fiscal year or portion thereof that has been audited.

38. The 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, he shall state whether, in his 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, signed by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

39. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

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

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

42. Rehearsals shall be held at regular intervals at times agreeable to the majority of the members.

43. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

44. 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.

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

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

47. **a)** The terms 'board' and 'Board of Directors' shall mean the complement of directors and director/officers elected in accordance with sections 24 and 25 above and acting in concert as a Board of Directors.
b) The four director/officers elected in accordance with sections 24 and 25 above shall be deemed to be acting for the Society as either its directors or as its officers as the context requires, whereas the other directors shall be deemed to be acting for the Society only as directors.

48. In these by-laws, the masculine gender shall include the feminine gender and vice-versa as required by the context, and the singular shall include the plural and vice-versa as required by context.