

# Margaree Salmon Museum

## Memorandum of Association

**1.0 Organization Name:** Margaree Salmon Museum

**2.0 Type of Organization:** The Margaree Salmon Museum is a not-for-profit organization, registered, in accordance with the Societies Act of Nova Scotia, with the Registry of Joint Stock Companies of Nova Scotia.

**3.0 Registered Office of the Organization:**

60 East Big Interval Road,  
North East Margaree, Nova Scotia,  
B0E 2H0.

**4.0 Objectives of the Margaree Salmon Museum**

4.1 To maintain and manage the Margaree Salmon Museum Building and grounds, its collection of angling artifacts and other related items.

4.2 To inform and educate the public of its collection, and to promote the conservation of salmon and trout in the Margaree River and its tributaries.

4.3 To partner, as appropriate, with other organizations which share its objectives and its commitment to preserving historical records and artifacts;

**5.0 General**

5.1. The Margaree Salmon Museum may acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property, and may use and apply such property to the realization of the objectives of the Organization.

5.2. The Margaree Salmon Museum, may buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the Margaree Salmon Museum.

**6.0 Dissolution**

Should the Margaree Salmon Museum cease operations or otherwise be dissolved, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a non-profit organization in Canada having objectives similar to those of the Margaree Salmon museum.

## **MARGAREE SALMON MUSEUM Bylaws**

### **1. DEFINITIONS**

- (a) "Society" means the Margaree Salmon Museum .
- (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
- (c) "Special Resolution" means a resolution/motion passed by not less than three fourths of such members entitled to vote as are present in person are allowed, at a meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

### **2.0 Membership**

- 2.1 Any person who supports the objectives of the Society may become a member by paying an annual membership fee as set by the membership.
- 2.2. For the purpose of registration, the number of members of the Society is unlimited.
- 2.3. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any general meeting of the Society and to hold any office.
- 2.4. Membership in the Society shall not be transferable.
- 2.5 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 others, shall be members of the Society, and their names shall be entered in the Registrar of Members accordingly.
- 2.6. The Board of Directors will present the membership fee, to be approved at the Annual General Meetings by the membership.
- 2.7 Each member is entitled to one vote. There is no proxy voting.
- 2.8. Only members in good standing, will be eligible to vote or take part in any meeting of the Society.
- 2.9 Honorary Membership may be bestowed upon a person in recognition of their outstanding service to the Society.
- 2.10 Membership in the Society shall cease upon the death of a member, or if by notice in writing the member resigns, or if the member ceases to qualify for membership in accordance with these by-laws.

### **3. Fiscal Year**

The fiscal year of the Society shall be the period from 1st day of January to the 31st day of December.

### **4. Meetings**

- 4.1 The ordinary or annual general meeting of the Society shall be held within five months after the end of the fiscal year of the Society.

4.2 An extraordinary general meeting of the Society may be called by the President, by a majority of Directors or if requested in writing by at least five members in good standing.

4.3 Fourteen days in advance of an extraordinary meeting, notice shall be given to members by electronic media or regular postal service. specifying the place, day and hour of the meeting and the nature of such business.

4.4 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:

- Minutes of the preceding ANNUAL General Meeting;
- Consideration of the annual report(s) of the directors and committees;
- Consideration of the financial statements, including balance sheet and operating statement;
- Report of the auditors thereon;
- Election of Directors
- Appointment of auditors.

4.5 All other business transacted at an 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.

**4.6: Quorum:** 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 a quorum shall consist of five members in good standing, including Directors. For the purposes of an Annual General Meeting, a quorum shall be nine members in good standing, including Directors.

4.7 If within, one half hour from the time appointed for the meeting of the Society a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In another case, it shall stand adjourned to such a place and time as a majority of the members then present shall direct and if at such adjourned meeting a quorum is not present, it shall be adjourned sine die.

## **5.0 Officers and Duties**

5.1 The officers of the Society shall be the President, Vice President, a Treasurer, a Secretary, and the immediate President Past President.

5.2 The President shall have general supervision of the activities of the Society and act as chairman at all meetings of the Society ,shall maintain order at said meetings and shall perform such duties as may be assigned by the Board of Directors.

5.3 The Vice-President, shall, at request of the Board and subject to its directions, perform the duties of the President, during his/her absence, illness, or incapacity or at the request of the President.

5.4 The Secretary shall keep full and accurate minutes of the meetings of members and directors, maintain and communicate the minutes, and document all policy statements, and shall perform such other duties as may be assigned by the Board. The Secretary shall retain custody and use of the seal of the society.

5.5 The Treasurer shall:

- Table a proposed annual budget to be approved by the Board of Directors
- Issue monthly financial statements and a year-end statement
- Ensure that each committee/event/project manager submit a budget for approval
- Shall maintain and manage all banking arrangements
- The Treasurer shall be one of the signing officers of the Society

5.6 The Auditor of the Society shall be appointed annually by the members of the Society at the annual general meeting, and on failure of the members to appoint an auditor, the directors may do so. In absence of an appointed auditor, two directors as appointed by the board may carry-out this function.

5.7 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 auditors shall sign the balance sheet and operating account, indicating that in his/her opinion the balance sheet is a full and fair balance sheet containing the particulars required by the Society. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

5.8 Signing Officers: The President and the Treasurer are Signing Officers by virtue of their appointments, and up to two other Directors added by motion, at an Executive or a Regular Board of Directors meeting. Two signatories are required for any and all transactions, and must include the President or the Treasurer.

#### **6.0 Role of President/Chair:**

6.1 The President of the Society shall preside as Chair at every meeting of the Society. If the President is not present then the Vice –President shall preside as Chair and if neither is present then the Immediate Past President shall preside. If these three are absent, then any Director appointed from among Directors present shall chair meetings of the Board.

6.2: The President shall have no vote except in the case of an equality of votes. In the case of equality of votes, the President shall have a casting vote.

6.3 The President/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.

6.4 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 is 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.

6.5 If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting. Any member of the Board may call for a recorded vote.

## **7.0 Directors**

7.1 The number of Directors shall be not be fewer than five nor more than ten.

7.2 Any member of the Society shall be eligible to be elected a Director of the Society.

7.3 Directors shall be elected by the members at an annual general meeting of the Society.

7.4 Any member of the Board of Directors shall be eligible to be appointed to an executive position by the Board of Directors. The executive will be established at a meeting of the Board of Directors immediately following the annual general meeting. An executive officer shall serve until the next annual general meeting.

7.5. In the event that a director resigns or ceases to be a member of the Society, the vacancy may be filled for the unexpired portion of the term through appointment by the Board of Directors from among the members.

7.6 The Board of Directors of the Society may, by majority vote, remove any Director before expiration of the period of office and appoint another person whose term will be limited to the time remaining in the removed Director's term.

7.7. Meetings of the Board of Directors shall be held as often as the business of the Society may be required, and shall be called by the President. A meeting of Directors may be held without notice at the close of any annual general meeting of the Society. Notice of all other meetings, specifying time and place shall be made by phone, by email or by regular mail to each Director within reasonable time before the meeting is to take place. However, non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.

7.8 No business shall be transacted at any meeting of the Board of Directors unless at least five Board members are present at the commencement of such business and anytime when voting is required.

7.9 In the absence of both the President and the Vice President, the Immediate Past President shall preside. If these three are absent, then any Director appointed from among Directors present shall chair meetings of the Board.

#### **8.0 Directors and terms:**

8.1 The Directors will be elected for a three (3) year term and may serve for a maximum of three consecutive terms.

8.2 The Past President shall sit as an Executive Officer on the Board of Directors for a period one year following the completion of his/her term. At the request of the Board of Directors, the Past President may sit as an Executive Officer for one additional year (a total of 24 consecutive months).

8.3 A Nominating Committee will be established each year for the purpose of providing nominations to the membership at each annual general meeting.

8.4 Any member in good standing may be appointed to the Nominating Committee by the executive.

8.5 The Nominating Committee will report to the Board of Directors two (2) weeks prior to the Annual General Meeting.

8.6 Nominations from the floor will be requested at each Annual General Meeting

8.7 Should a vacancy exist following an Annual General Meeting the Board may appoint an interim Director to fill the position for a three year term commencing the date of the most recent past Annual General Meeting.

8.8 The members of the Board shall act jointly and not individually in conducting the affairs of the Organization and no individual member therefore shall undertake to deal with any matter without the Consent or approval of the Board of Directors.

8.9 Although an employee, the senior curator shall be a welcome non voting participant at any meeting of the Board of Directors.

#### **9.0 Powers of Directors**

9.1 The day to day management of the activities of the Society shall be vested in the Board, **through the Executive Officers** who, in addition to the powers and authorities of 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.

#### **10.0 Repeal and Amendment of By-Laws**

10.1. The Society has the power to amend any of these by-laws by a special resolution passed at an extraordinary or annual general meeting.

### **11.0 Conflict of Interest**

11.1 Directors or Officers who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this conflict. This declaration should be made to the members:

- a. Upon nomination and
- b. If serving as a director or officer, when the possibility of a conflict is realized.
- c. 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 must be recorded in the minutes.

### **12.0 Miscellaneous**

12.1 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.

12.2 The Society shall file with the Registrar, a copy in duplicate of every special resolution within fourteen days of passage.

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

12.4 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.

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

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

**Reviewed by the Board – August 2022**

**Approved by Members – October 2022 AGM**