

# By-Laws Of Musquodoboit Valley Rifle & Revolver Club

## DEFINITIONS

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

(a) "Member" and "Membership" includes an "Individual Member" as referred to in by-law 6(a), a "Family Member" as referred to in by-law 6(b), a "Life Individual Member" as referred to in by-law 6(c), a "Life Family Member" as referred to in by-law 6(d), a "Student Member" as referred to in by-law 6(e), and "Corporate Member" as referred to in by-law 6(l);

(b) "Society" means the Musquodoboit Valley Rifle & Revolver Club;

(c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Companies Act, Nova Scotia;

(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 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 other, shall be Members of the Society, and their names shall be entered in the Registry of Members accordingly.

3. For the purposes of registration, the number of Members of the Society is unlimited.

4. Every Member of the Society shall be entitled to attend any meeting of the Society.

5. Membership in the Society shall not be transferable.

6. The following shall be admitted to membership in the Society:

(a) "Individual Member" means any individual over the age of 19 years who upholds the objects of the Society and contributes to the support of the Society an annual amount to be determined at the annual general meeting of Members;

(b) "Family Member" means (i) any individual over the age of 19 years, (ii) that individual's spouse or partner over the age of 19 years, if any, who is residing with such individual (iii) the children of such individual, who are residing with such individual and attending full time school, and (iv) the children of the individual's spouse or partner, if any, who are residing with such individual and attending full time school, all of whom uphold the objects of the Society and which family contributes to the support of the Society an annual amount to be determined at the annual general meeting of Members;

(c) "Life Individual Member" means an "Individual Member" as referred to in by-law 6(a) who contributes once to the support of the Society an amount to be determined by the membership;

(d) "Life Family Member" means a "Family Member" as referred to in by-law 6(b) who contributes once to the support of the Society an amount to be determined by the membership;

(e) "Student Member" means any individual under the age of 19 years who is attending full time school, who upholds the objects of the Society and contributes to the support of the Society an annual amount to be determined at the annual general meeting of Members; and

(f) "Corporate Member" means any incorporated society or non-profit organization which has objects similar to those of the Society, whose members thereof uphold the objects of the Society, and which contributes to the support of the Society an annual amount to be determined at the annual general meeting of Members;

7. No formal admission to *membership* shall be required and the entry in the Register of Members by the Secretary of the name and address of a Member shall constitute an admission to membership in the Society.

8. Membership in the Society shall cease, if an "Individual Member" or a "Life Individual Member", upon the death of the Member, if a "Family Member" or a "Life Family Member", upon the death of the persons as referred to in by-law 6(b)(i) and (ii), or if, by notice in writing to the Society, the Member resigns as a Member, or if, the Member ceases to qualify for membership in accordance with these by-laws, or if, by a resolution of the Directors, the membership of such member is revoked, for what ever reason.

## FISCAL YEAR

9. The fiscal year of the Society shall end each year on August 31.

## MEETINGS

10. (a) The annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.

(b) A special general meeting of the Society may be called by the President 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 Members of the Society.

11. Seven 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, by facsimile, by email, or by sending it through the post in a prepaid letter, addressed to each Member at the Member's last known address. Any notice shall be deemed to have been given if by facsimile or email, when transmission has been confirmed, and if by post, at the time when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any Member shall not invalidate the proceedings at any meeting.

12. 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 preceding annual 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;
- Election of officers;
- Appointment of Auditors, if any.

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 a special 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 ten 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 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 President of the Society shall preside as Chair at every meeting of the Society;

(b) If there is no President or if at any meeting the President 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 the Vice-President is present at the holding of the same, the Members present shall choose someone from their number to be Chair.

16. The Chair at a meeting of the Members shall have no vote except in the case of an equality of votes. In the case of an equality of votes, the Chair shall have a casting vote.

17. 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.

18. At any 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 in the book of 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 held in such a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in the meeting.

#### VOTES OF MEMBERS

20. Only an "Individual Member", a "Life Individual Member", and if a "Family Member" or a "Life Family Member", one of the persons as referred to in by-law 6(b)(i) and (ii), and if a "Corporate Member", the members thereof who are over the age of 19 years, shall be entitled to vote at any meeting of the Society. There shall be no proxy voting.

## DIRECTORS

21. Unless otherwise determined by a special 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.

22. Only an "Individual Member", a "Life Individual Member", and if a "Family Member" or a "Life Family Member", one of the persons as referred to in by-laws 6(c) and 6(d), respectively, shall be eligible to be elected a Director of the Society.

23. Directors shall be elected by the Members at each annual general meeting of the Society.

24. The Members shall elect the Directors from among the persons referred to in by-law 22.

25. At the first annual general meeting of the Society and at every succeeding annual 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.

26. In the event that a Director resigns as a Director or ceases to be a Member in the Society, the office of such Director shall ipso facto be vacated, and the vacancy thereby created may be filled for the unexpired portion of the term by the remaining Directors from among the persons referred to in by-law 22.

27. The Society may, by special "resolution, remove any Director before the expiration of the period of office and appoint another person in such Director's stead. The person so appointed shall hold office during such time only as the Director in whose place such person is appointed would have held office if the Director had not been removed.

28. Meetings of the Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every 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, including by facsimile and email, 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 Directors.

29. No business shall be transacted at any meeting of the Directors unless at least one-third in number of the Directors are present at the commencement of

such business.

30. The President or, in his absence, the Vice-President or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.

31. The Chair may be entitled to vote as a Director and, in the case of equality of votes, the Chair shall have a casting vote in addition to the vote to which the Chair is entitled as a Director.

### POWERS OF DIRECTORS

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 a meeting. In particular, the Directors shall have power to engage a manager and to determine the duties and responsibilities and the remuneration of such person. The Directors may appoint an executive committee, consisting of the officers and such other persons as the Directors decide.

### OFFICERS

33. The officers of the Society shall be a President, a Vice-President, a Treasurer, a Secretary and a Past President. The office of Treasurer and Secretary may be combined. Only an "Individual Member", a "Life Individual Member", and if a "Family Member" or a "Life Family Member", one of the persons as referred to in by-law 6(b)(i) and (ii), shall be entitled to hold an office of the Society.'

34. The Members shall elect the President of the Society. The President shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to the President by the Members from time to time.

35. The Members shall also elect the Vice-President. The Vice-President shall, at the request of the Members and subject to their directions, perform the duties of the President during the absence, illness or incapacity of the President, or during such period the President may request the Vice-President to do so.

36. (a) There shall be a Secretary of the Society who shall keep the minutes of the meetings of Members and Directors and shall perform such other duties as may be assigned by the Members. The Members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the

Members may assign. If the Members think fit, the same person may hold both offices of Secretary and Treasurer.

(b) 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.

### **AUDIT OF ACCOUNTS**

37. The auditor of the Society, if required to be appointed, 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.

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 auditors, if required to be appointed, shall make a written report to the Members upon the balance sheet and operating account, and in every such report, the auditors, if required to be appointed, shall state whether 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, if required to be appointed, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.

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 and the 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 of the Members within fourteen days after the resolution is passed.

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

43. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Members and of the 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, agreements, deeds, bills of exchange, mortgages, assignments, encumbrances, and other similar instruments and documents shall be executed on behalf of the Society by the President or the Vice-President, with the Secretary, or as otherwise determined by resolution of the Directors.

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