



HERITAGE TRUST OF NOVA SCOTIA

PRESERVING NOVA SCOTIA'S BUILT HERITAGE

Mail: P.O. Box 111, Halifax, Nova Scotia B3J 3S9
Office: 55 Ochterloney Street, Dartmouth, Nova Scotia
(902) 423-4807 • contact@htns.ca • www.htns.ca

BY-LAWS

REVISED AND ADOPTED JUNE 21, 2018

PURPOSE OF THE SOCIETY

The object of the Heritage Trust of Nova Scotia (“the Society”) is to promote, foster and encourage interest in and preservation of buildings and sites of an historic, architectural and cultural nature within Nova Scotia and to acquire and preserve buildings and sites which are appropriate to this. To effect such purposes we will:

Advance the public knowledge of the historical and architectural importance of heritage buildings and sites in Nova Scotia by conducting research in this matter and by disseminating the results of such research;

Educate the public about the value and the conservation of Nova Scotia's built heritage and historic places through workshops, publications and lectures;

Acquire, preserve and protect buildings and sites which are recognized as historical sites by the Department of Canadian Heritage, Parks Canada or an appropriate provincial or municipal authority; and

Gift funds to qualified donees, as described in subsection 149.1 (1) of the *Income Tax Act* R.S.C. 1952, c. 148, s. 1, or its successor legislation, to advance knowledge of or preservation of buildings and sites of historical significance.

- 1.1 It is hereby passed by a Special Resolution that the existing By-laws of the Heritage Trust of Nova Scotia are repealed and replaced by the following:
- 2.1 In these By-laws,
 - (a) “Society” shall mean Heritage Trust of Nova Scotia;

- (b) “Board” shall mean the Board of Directors of the Society; and
 - (c) “Executive” shall mean the Executive Committee of the Board.
- 3.1 The Society shall have a seal in the form impressed in the margin hereof. It shall at no time be used except in accordance with section 21.2 of these By-laws. The Secretary shall be responsible for the custody of the seal.
- 3.2 The mailing address of the Society shall be P.O. Box 36111, Halifax, Nova Scotia, Canada, B3J 3S9.

MEMBERSHIP

- 4 Membership of the Society shall consist of the following categories:
- (a) “Life members” shall be those persons who have paid a fee as prescribed for this category, entitling each of them to membership in the Society for the terms of their respective lives;
 - (b) “Family members” shall be the members of any family, the head of which has paid the annual membership fee as prescribed for this category, which shall entitle the head of the family, spouse and children under the age of nineteen years to full membership in the Society, except as hereinafter noted in section 5(2);
 - (c) “Ordinary members” shall be those members who have paid the annual membership fee as prescribed for this category;
 - (d) “Student members” shall be members who are full-time students at an educational institution and who have paid the annual membership fee as prescribed for this category;
 - (e) “Honorary life members” shall be persons who have rendered distinguished service in promoting the aims and purposes for which the Society is established and shall be elected by resolution of the Board on the recommendation in writing of at least five members of the Society; and
 - (f) “Group membership” shall comprise those societies, museums, universities, libraries, corporations, firms, partnerships, foundations and governmental departments which have paid the group membership fee specified for membership provided that each group shall have one vote.
 - (g) “Emeritus members” shall comprise those persons who, through Special Resolution of the Board, are granted Emeritus status in recognition of their exemplary work on behalf of heritage and the Society. Such members, at the express invitation of the Board, may be permitted to attend Board meetings but shall not be permitted to vote

at any such meetings. Emeritus membership shall expire after two years but may be granted for an additional period, at the Board's pleasure.

- 5.1 Subject to section 5.2, each member, except Members Emeritus, shall be entitled to:
- (a) one vote at any General or Special Meeting of the Society;
 - (b) hold office on the Board;
 - (c) hold membership on the Board; and
 - (d) serve on any Committee of the Board.
- 5.2 A member who is in default of payment of any account with the Society, or a member under the age of nineteen years may not vote at any meeting of the Society, or be a member of the Board. Members who are in default shall be notified.
- 6.1 Membership fees shall be prescribed from time to time at a general meeting of the Society. Members shall be sent renewal forms before the end of **December** each year and such fees shall be due and payable **by or** within the month of **January** in each and every year; and in the case of any member whose fees have not been paid on or before the first day of **February** in any year, a second reminder of renewal shall be issued.
- 6.2 Where fees have not been paid by the 31st day of March of each year, membership shall automatically terminate unless otherwise authorized by the Board. Overdue members will be reminded prior to the end of March that they are in arrears.
- 6.3 New membership fees paid after the first day of November shall entitle the member to the appropriate privileges of membership as of the date of payment and for the calendar year following.
- 6.4 Ordinary membership fees shall not be treated as donations. A portion of "Life" membership fees shall be considered a donation.

MANAGEMENT

- 7.1 The affairs of the Society shall be managed by the Board of Directors.
- 7.2 The Board shall comprise:
- (i) the Officers of the Society, as follow:
 - (i) President;
 - (ii) Past President, except as hereinafter provided for;

- (iii) Vice-President – Finance;
 - (iv) Vice-President – Heritage;
 - (v) Secretary; and
 - (vi) Treasurer.
- (b) The Board may appoint a Recording Secretary, whose sole responsibility shall be to record the Minutes of the Board.
- (i) The Recording Secretary shall not be entitled to vote on any motions raised at Board meetings.
- (c) Three persons, each of whom is directly elected, annually, for a term of three years by members of the Society at the Annual General Meeting, for a maximum of three years;
- (d) Chairs of the Standing Committees;
- (e) At least six of the Board members shall be persons ordinarily resident outside of the Halifax Regional Municipality;
- (f) The current Nova Scotia Governor of Heritage Canada will be invited to sit as an *ex-officio* member of the Board;
- (g) Regional Representatives: A Board member will be selected from each of the following regions to represent his/her region on the Board:
- (i) Lunenburg, Queens, Shelburne, Yarmouth Counties;
 - (ii) West Hants, Kings, Annapolis, Digby Counties;
 - (iii) Cumberland, Colchester, East Hants Counties;
 - (iv) Pictou, Antigonish, Guysborough Counties; and
 - (v) Cape Breton.

The five regional representatives will be nominated by the Nominating Committee to serve for a two-year term, renewable once for a maximum of four consecutive years.

The Regional Representatives, along with other Board members, shall be responsible for conducting the affairs of the Society on a province-wide basis but shall also have the following duties pertaining to their regions:

- (i) To report to the Board at least four times per year on emerging heritage

issues and projects in the region and to recommend what supportive or leadership role, if any, should be assumed by the Trust;

- (ii) If so authorized by the President, to act as the Trust's designated spokesperson in the region on particular issues and projects;
- (iii) If so authorized by the Board or the Executive, to facilitate meetings of Trust members and friends in the region, or establish ad hoc committees of Trust members in the region, or in communities within the region, for the purpose of advancing projects relevant to the mandate of the Trust; and
- (iv) To participate in meetings with the other Board Regional Representatives, such meetings to be arranged and chaired by the Vice-President – Heritage.

7.3 Each member of the Board shall be, at the time of his or her election, a member of the Society in good standing.

PROTECTION OF DIRECTORS AND OFFICERS

7.4 No Director or Officer of the Society shall be liable for the acts, neglect or default of any Director or Officer or for the joining in any act for conformity or for any loss or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Society, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Society shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious acts of any person with whom any of the moneys, securities or effects of the Society shall be deposited, or for any loss occasioned by an error, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same shall happen through his or her own dishonest or fraudulent act or acts.

INDEMNITY OF DIRECTORS AND OFFICERS

7.5 Every Director or Officer of the Society and his or her heirs, executors and administrators and estate and effects respectively shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the Society from and against:

- (a) all costs, charges and expenses whatsoever which such Director or Officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed or thing whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office, except for his or her own dishonest or fraudulent acts; and
- (b) all other costs, charges and expenses which he properly sustains or incurs in or about or in relation to the affairs thereof, except for his or her own dishonest or

fraudulent acts.

- 7.6 The Board shall require that all Directors, Officers and employees of the Society be covered by Directors and Officers insurance.
- (a) The premiums on such insurance shall be paid by the Society and shall constitute a legitimate operational or administrative expense.
- 7.7 Upon written request to the Executive, a copy of the insurance certificate shall be made available for viewing by any member.

TERMINATION OR REMOVAL OF A DIRECTOR

8. A Director who fails to attend three consecutive Board meetings without due cause shall be deemed to have retired from the Board unless excused by a resolution of the Board.
- 8.1 The Board may, by resolution passed by a majority vote at a Special Board Meeting called for such purpose, remove any Director before the expiration of his or her term of office, and may appoint a person in place of any Director who has been removed to hold office for the remainder of the former Director's term.
9. A vacancy occurring in the Board or in any of its executive positions, for reasons other than those stipulated in section 8.1, shall be filled by appointment by the remaining members of the Board for a term to conclude at the next Annual General Meeting of the Society.

GENERAL

10. The Board shall be and constitute the Directors of the Society for the purposes of the *Societies Act*, R.S.N.S., c. 435, s. 1, and shall have the full power and authority vested in corporate Directors by law.
11. A quorum for the transaction of business at any meeting of the Board of Directors shall be fifty percent plus one (50% + 1) of the members of the current Board of Directors.
- 12.1 The Board shall meet in Halifax Regional Municipality, Province of Nova Scotia, on the last Saturday of January, March, May, September and November each year at 9:30 in the forenoon unless otherwise decided by the Board, or at such place as is determined by the President or Vice-President from time to time.
- (a) At regular meetings of the Board, Directors may participate by electronic or telephonic conferencing, and Board members so participating shall be entitled to vote at the meeting.

- 12.2 The Board may meet at such other times as determined by the President and on written request to the President by at least seven members of the Board, who shall state in their request the nature of the business they wish discussed.
- (a) Notice of any meeting other than a regular meeting shall be given personally or by ordinary mail or by electronic mail to each Director not less than forty-eight (48) hours, exclusive of Saturdays and holidays (as defined by the *Interpretation Act*, R.S.N.S., c. 235, s.1), before the time when the meeting is to be held.
 - (b) At Special Meetings of the Board, Directors may participate by electronic or telephonic conferencing, and Board members so participating shall be entitled to vote at the meeting, or any adjournment thereof.
- 12.3 At all meetings of the Board of Directors, all matters shall be decided by majority vote. In the event of a tie, the President shall have a casting vote.
- 12.4 The Annual General Meeting of the Society shall be held not later than the last day of June, on a date and at a place as decided by the Board.
- (a) The notice of the Annual General Meeting in which is stated the day, hour and place of the meeting, together with an agenda of the business to be transacted, shall be mailed to the members by ordinary mail with postage prepaid or by electronic mail to each member at least fourteen calendar (14) days (exclusive of the day of delivery or mailing, but inclusive of the day for which notice was given) before the date of every meeting, addressed to such address as is given by the member.
 - (i) Notice of any meeting or any irregularity in any notice thereof may be waived by any member.
 - (ii) No accidental error or omission in giving notice of any meeting of members shall invalidate such meeting or make void any proceedings taken or had thereat, and any member may at any time waive notice of such meeting and ratify, approve and confirm any and all proceedings taken or had thereat.
 - (b) At any General Meeting of the members of the Society a quorum shall be constituted when no fewer than twenty-five persons entitled to vote are present in person.
 - (i) If, within thirty (30) minutes after the time appointed for the holding of any meeting, a quorum is not present, the meeting shall stand adjourned to the corresponding day in the next week at such place and time as the Board may determine.
 - (ii) Notice of the new time, date and place of meeting shall be mailed by ordinary mail or by electronic mail to each member, except that only two calendar days' notice shall be required.

- (iii) If at the adjourned meeting a quorum is still not present within thirty (30) minutes from the time appointed for the meeting, then the members or persons entitled to vote who are present in person at such meeting shall be deemed to constitute a quorum, and may transact all business which a full quorum might have transacted.
- (c) At every Annual General Meeting, in addition to any other business that may be transacted, the report of the President, the financial statements for the past fiscal year, the report of the auditors, and the reports of the standing committees shall be presented.

12.5 Nominations for Board positions will be undertaken as follows:

- (a) All persons nominated to sit as a Director on the Board shall have purchased a membership to the Society at least one meeting before the Annual General Meeting occurs;
- (b) Annually, prior to the Nominating Committee preparing a slate of candidates, each member of the Board and each chair of a standing committee shall indicate her or his intention to continue her or his present term of office, subject to the term limits set out in these By-laws;
- (c) The slate of proposed Board candidates prepared by the Nominating Committee shall be considered by the Board at its May meeting and the proposed slate shall be mailed to all members of the Society by ordinary or electronic mail not less than fourteen calendar (14) days prior to the announced date of the Annual General Meeting in June;
- (d) Nominations for the offices of the Executive, positions on the Board, and Chairs of standing committees may be submitted in writing from the Society membership at large and shall be received at the office of the Society not less than five calendar (5) full days prior to the Annual General Meeting;
- (e) Nominations submitted in writing shall be signed by at least five members of the Society and by the nominee signifying his or her willingness to assume the office for which he or she is nominated;
- (f) Nominations from the general membership, upon being received by the Nominating Committee, shall be forwarded to all members of the Society so as to reach them before the Annual General Meeting or, if this is not possible, these nominations shall be circulated to the members attending the Annual General Meeting before the meeting convenes; and
- (g) Nominations submitted from the floor at the Annual General Meeting shall be supported by evidence that the nominee will accept the office if elected.

PAID EMPLOYEES

- 13.1 The Board may, subject to the *Societies Act*, employ and fix the compensation of such employees as may be required for the proper operation of the Society.
- 13.2 The Board shall designate the person through whom an employee shall be responsible to the Board, and that person shall in turn be responsible to the Board for such employee's job performance.
- 13.3 Subject to sub-section 13.2, no members of the Board, the Executive or the Society shall give direction to, or reprimand an employee of the Society.
 - (a) Where complaints arise respecting an employee, the complaint shall be made to the person responsible for such an employee, in writing and signed by the person complaining, and when submitted to the President, the complaint shall be referred to the Board for decision.
- 13.4 Employees for the Society shall be sought through public advertisement and shall be interviewed by a committee appointed by the Board, or by the Board, meeting as a committee of the whole.
- 13.5 Applications for paid positions shall be accepted from any person whether a member of the Society or not.
 - (a) In the case where applicants have equal qualifications for the advertised position and one is a member of the Society, the member of the Society shall be given preference.

BOARD POSITIONS AND DUTIES

14. The Board may appoint or re-appoint for a set term, an honorary solicitor who may attend Board meetings but who shall not have a vote and who shall be deemed to be an ordinary member in good standing of the Society.
15. The Executive Committee of the Board shall comprise the following persons:
 - (a) President;
 - (b) Past-President, except as hereinafter provided for;
 - (c) Vice-President – Heritage;
 - (d) Vice-President – Finance;
 - (e) Secretary; and

- (f) Treasurer.
16. The Executive shall be elected at the Annual General Meeting.
- (a) No person shall serve in any one office of the Executive for more than three consecutive years except for the Treasurer and the Secretary.
17. The Executive shall carry on the management of the Society as necessary in between meetings of the Board, subject to the authority of the Board to whom it shall be responsible and to whom it shall report.
18. The Executive shall meet from time to time at such place and at such time and on such day as the President or Vice-President or any two Officers shall determine.
- (a) A quorum of a meeting of the Executive shall be four persons.
 - (b) At meetings of the Executive, all matters voted upon shall be decided by majority vote.
 - (c) In the event of a tie, the President shall have a casting vote.
19. Duties of the Officers shall be as follows:
- (a) The President shall:
 - (i) preside at all meetings of the executive, Board and general and special meetings of the Society;
 - (ii) vote only when a deciding vote is required, except as otherwise provided in clause 19 (iii);
 - (iii) be an *ex-officio* member, with a vote, of all standing and other committees; and
 - (iv) be counted in the quorum for such committees.
 - (b) The Vice-President – Finance shall:
 - (i) chair the Finance Committee;
 - (ii) assume the duties of the President in his or her absence or any other duties specifically assigned by the President;
 - (iii) accept delegation by the President as *ex-officio* member of all committees in place of the President; and

- (iv) in collaboration with the Treasurer, prepare an annual budget for presentation to the Board on behalf of the Finance Committee, prior to the beginning of the fiscal year.
- (c) The Vice-President – Heritage shall:
 - (i) be actively involved in current heritage issues on behalf of the Trust, and communicate to the Board;
 - (ii) assume the duties of the President in his or her absence or any other duties specifically assigned by the President; and
 - (iii) accept delegation by the President as *ex-officio* member of all committees in place of the President.
- (d) The Secretary shall:
 - (i) maintain a record of the activities of the Executive;
 - (ii) conduct all necessary correspondence;
 - (iii) maintain a register of all committee members;
 - (iv) notify by regular mail or by electronic mail all appropriate members of the date, place, time and agenda of general or special meetings of the Society, meetings of the Board and the executive;
 - (v) file with the Registrar of Joint Stock Companies all documents as required by the *Societies Act*, and file with the Canada Revenue Agency (CRA) all documents supplemental to the Annual Information Return; and
 - (vi) have custody of the seal of the Society.
- (e) The Recording Secretary shall:
 - (i) keep minutes of all meetings of the Society and the Board; and
 - (ii) shall not be entitled to vote at any meetings of the Board.
- (f) The Treasurer shall:
 - (i) receive and have custody of all monies;
 - (ii) deposit such monies in a chartered bank or trust company in one or more accounts as decided by the Board;

- (iii) pay by cheque all bills and indebtedness of the Society;
 - (iv) keep such financial records as may be appropriate and acceptable for annual reporting and audit purposes, and submit such reports to the Registry of Joint Stocks and CRA as appropriate; and
 - (v) in collaboration with the Vice-President – Finance, prepare an annual budget for presentation to the Board on behalf of the Finance Committee, prior to the beginning of the fiscal year.
20. Where the immediate Past President is no longer resident in Nova Scotia, the Board may direct that another past President serve on the Executive, and choose said Past President by a three-fourths (75%) vote of a quorum of the Board at a duly constituted meeting thereof, notice of such consideration having been made to the members of the Board at the time of the notification of the meeting.

FINANCIAL MANAGEMENT

- 21.1 Cheques must be signed by the President, or in her or his absence and when she or he so designates, one of the Vice-Presidents, and by the Treasurer, or in his or her absence and when he or she so designates, the Secretary.
- 21.2 Any three of the signing Officers named in sub-section 21.1 of this section shall have authority to affix the seal of the Society to any document.
- 22.1 The annual budget approved by the Board prior to the beginning of the fiscal year will establish spending limits for committees.
- (a) Committee budgets must include defined goals and expected activities consistent with the Strategic Plan.
 - (b) For those committees which normally provide grants, awards, or similar assistance to heritage projects, the budget should include a description of the selection criteria to be used as well as details about how the award will be advertised, judged and generally promoted.
- 22.2 No person or committee shall expend funds in excess of that provided for in the budget, except with prior approval of the Board.
- 23.1 Every Board member who has directly or indirectly any interest in any contract or transaction to which the Society is, or is to be, a party shall declare his or her interest in such contract or transaction at a meeting of the Board or Executive and shall at that time disclose the nature and extent of such interest and shall not vote in respect of such contract or transaction or be present when voting takes place.

- 23.2 No compensation whatever shall be paid to any Officer or Director of the Society for the performance of his duties as an Officer or Director.
- (a) Except where specifically allowed by the *Societies Act*, when a member of the Board is the successful applicant for any paid position in the Society, he or she shall cease to be a member of the Board, but may remain a member of the Society.
- 24.1 The banking business of the Society or any part thereof shall be transacted with TD Canada Trust, at Spring Garden Road Branch, Halifax, Nova Scotia or at such bank or trust company as the Board may designate, appoint or authorize from time to time by resolution.
- (a) All such banking business or any part thereof shall be transacted on the Society's behalf by one or more Officers or other persons as the Board may designate, direct or authorize from time to time by resolution.
- 24.2 The books and financial records of the Society shall be audited at least once in every year by a chartered accountant or by one or more suitable persons recommended by the Board and appointed at the Annual General Meeting.

COMMITTEES OF THE BOARD

- 25.1 Except as otherwise provided for or specified in these by laws, the following Standing Committees shall be constituted, and the Chair of each Standing Committee shall be elected by the Society:
- (a) Nominating;
- (b) Research;
- (c) Publications;
- (d) Finance;
- (e) Communications;
- (f) Education;
- (g) HRM;
- (h) Places of Worship;
- (i) Awards; and
- (j) Buildings-at-Risk Fund.

- 25.2 Additional standing committees may be established and changes to the terms of reference or function of existing such committees may take place by means of a Special Resolution approved by a three-fourths (75%) vote of a quorum of members at an Annual General Meeting or Special General Meeting of the Society.
- 25.3 Each standing committee may have in its possession at any time cash in an amount as decided by the Board to be used for incidental expenses, which expenses shall be a charge against that committee's annual budget and which shall be accounted for to the Finance Committee.
- 25.4 The **Nominating Committee** shall:
- (a) consist of the Past President as Chair, except as provided for in section 20 of these By-laws, a member of the Society who is not a member of the Board, appointed by the President, a third member selected by agreement of the first two, and, when and if the Board considers it necessary, one or more other members chosen by the Board;
 - (b) be appointed immediately after the Annual General Meeting and remain in office until the next Annual General Meeting for which it shall prepare and submit, in the manner elsewhere provided in these By-laws, a slate of proposed candidates for all offices of the Executive and positions on the Board, including the Chairs of the Standing Committees; and
 - (c) ensure that the selection of all Board members and Committee Chairs goes through the standard nominating process.
- 25.5 The **Research Committee** shall be responsible for preparing the documentation required by the Municipal, Provincial or Federal Governments for the designation of Heritage properties or by the Trust for the preservation of threatened heritage sites.
- 25.6 The **Publications Committee** shall:
- (a) be responsible for all publications of the Society, including books, pamphlets and brochures with the exception of publicity material and the newsletter as hereinafter referred to;
 - (b) recommend to the Board, material that should be published, and the gathering, writing, editing, and printing of material for publication;
 - (c) keep proceeds from the sale of publications of the Society in a separate account, from which the cost of projected publications for the current and ensuing year shall have first call on the funds;
 - (d) oversee a Newsletter Sub-committee, responsible for the preparation, production and distribution of *The Griffin* at intervals determined by the Board; and

- (e) The Chair of the sub-committee shall be nominated by the Nominations Committee and approved by the Board.

25.7 The **Finance Committee** shall:

- (a) consist of the Vice-President – Finance as Chair, the Treasurer, and at least three members of the Society who are not members of the Executive or the Board, such three members to be appointed by the Board for a term of five years and who may be re-appointed for an additional three years;
- (b) receive a budget request from each Committee requiring same and prepare a consolidated budget covering all the activities of the Society in advance of each fiscal year for consideration by the Board;
- (c) be responsible for the custody and maintenance of the real property of the Society and for the ongoing stewardship of all its financial affairs;
- (d) make proposals to the Board concerning investing the funds of the Society;
- (e) report to the Board regularly on investments made;
- (f) obtain, when necessary, suitable tenants and the collection of rents;
- (g) arrange for the completion of and payment for necessary repairs and upkeep;
- (h) arrange for delivery of and payment for essential services such as heat, water, insurance, and taxes;
- (i) maintain an investment sub-committee which has a close working relationship with the volunteer investment advisor;
- (j) ensure the capital funds of the Society are invested only in that class of securities acceptable for the investment of trust funds in Canada, except that the Board may direct that other types of securities acquired by bequest or gift may be retained in the portfolio of the Society, providing that the quality of such securities, in the opinion of the Board, is such that their retention is warranted;
- (k) ensure the fiscal year of the Society shall commence on the first day of January and end on the thirty-first day of December in each year; and
- (l) separate capital funds received in trust from other transactions of the Society.
 - (i) The revenue realized from capital funds held in trust may be transferred for the use of the Society to the extent of 90% in any year;
 - (ii) Any expenditure of the capital funds held in trust shall be recommended by

the Board and approved by the Finance Committee; and

- (iii) If the Finance Committee and the Board fail to agree, the matter shall be taken to a Special Meeting of the Society, called for the purpose of discussing the expenditure.

25.8 The **Communications Committee** shall:

- (a) create and maintain an effective public image of the Society; and
- (b) prepare and disseminate publicity material promoting the activities and aims of the Society.

25.9 The **Education Committee** shall:

- (a) prepare educational programs and activities with a focus on young people, to cultivate interest in our built heritage;
- (b) oversee a Program Sub-committee, responsible for the planning and implementation of a program of meetings and activities designed to foster and maintain a high level of interest and participation by the membership of the Society; and
- (c) The Chair of the sub-committee will be nominated by the Nominations Committee and approved by the Board.

25.10 The **HRM Committee** shall work to promote and preserve buildings, sites, streetscapes and conservation districts in the Halifax Regional Municipality, and shall also suggest and uphold preservation policies in planning documents.

25.11 The **Places of Worship Committee** shall promote public interest in and the conservation of the Places of Worship that are of historical and cultural significance to Nova Scotia, including ancillary places such as glebe houses, manses, cemeteries, convents, church halls, etc.

25.12 The **Awards Committee** shall be responsible for arranging, on an annual basis, the presentation of awards for the preservation of built heritage in Nova Scotia using a juried process to determine the recipients of the built heritage Awards.

- (a) The Awards committee's criteria shall be consistent with the criteria outlined in the federal Standards and Guidelines for the Conservation of Historic Places in Canada.

25.13 The **Buildings-at-Risk Fund Committee** shall recommend funding for small-scale projects which meet the criteria outlined in the Society's Conservation Fund Policy.

TERMS OF OFFICE

26. The term of office for Standing Committee Chairs shall be two years, renewable once, for a maximum of four consecutive years.
27. Except as heretofore provided, the Board may appoint members of Standing Committees and the committees themselves may add such members as they think necessary.
28. The Board and the Executive may appoint such ordinary (*ad hoc*) committees as they may from time to time deem necessary, such committees to have a specific purpose and to be disbanded when that purpose is served or at the pleasure of the Board.
29. When any Standing Committee is constituted, the Committee Chair shall inform the President of the names of all committee members, and this shall also be done at such time as additional members are added to the committee.
30. Standing Committees shall be responsible to and report to the Board from time to time and in the manner directed by the Board.
31. Members of all standing and ordinary committees shall be members in good standing of the Heritage Trust of Nova Scotia.
32. All meetings of the Society or of any committees thereof shall be conducted according to Bourinot's *Rules of Order*.

SPECIAL GENERAL MEETINGS

- 33.1 Special General Meetings of the Society shall be held at such times as the Board deems necessary, and shall be called by the President on receipt of a written request signed by at least ten members of the Society who shall in their request state the nature of the business they wish discussed.
- 33.2 The notice of the Special General Meeting of the Society, in which it is stated the day, hour and place of the meeting, together with an agenda of the business to be transacted, shall be mailed to the members by ordinary mail or by electronic mail to each member at least fourteen (14) calendar days (exclusive of the day of delivery or mailing, but inclusive of the day for which notice was given) before the date of every meeting, addressed to such address as is given by the member.
 - (a) Notice of any meeting or any irregularity in any notice thereof may be waived by any member.
 - (b) No accidental error or omission in giving notice of any meeting of members shall invalidate such meeting or make void any proceedings taken or had thereat, and any member may at any time waive notice of such meeting and ratify, approve and

confirm any and all proceedings taken or had thereat.

- 33.3 At any Special General Meeting of the members of the Society a quorum shall be constituted when no fewer than twenty-five (25) persons entitled to vote are present in person.
- (a) If within thirty (30) minutes after the time appointed for the holding of any meeting a quorum is not present, the meeting shall stand adjourned to the corresponding day in the next week at such place and time as the Board may determine.
 - (b) Notice of the new time, date and place of meeting shall be mailed by ordinary mail or by electronic mail to each member, except that only two (2) calendar days' notice shall be required.
 - (c) If, at the adjourned meeting, a quorum is still not present within thirty (30) minutes from the time appointed for the meeting, then the members or persons entitled to vote who are present in person at such meeting shall be deemed to constitute a quorum, and may transact all business which a full quorum might have transacted.
34. In any case where a Special Resolution is to be considered at any meeting of the Society, the full text of such Special Resolution shall be mailed to each member by ordinary mail or by electronic mail at least fourteen (14) calendar days prior to such meeting.
- 35.1 The Board shall cause to be kept the following records:
- (a) Minutes of all meetings of the Board;
 - (b) Minutes of all meetings of the members of the Society;
 - (c) Notes of meetings of the Executive;
 - (d) Financial records and books of accounts, including a chronological list of receipts and expenditures;
 - (e) A record of the membership of the Society; and
 - (f) Any such records as are required by the *Societies Act* and Regulations made from time to time.
- 35.2 The books and records of the Society may be inspected by the members of the Society at the Society's office at any time on written application to the Executive.
36. The borrowing powers of the Society shall be exercised by the Board up to a maximum of ten dollars (\$10.00) multiplied by the number of memberships of the Society or by Special Resolution of the Society for amounts in excess of this multiple.

37. The Society shall furnish to a member upon written request, a copy of its Memorandum of Association and By-laws.
38. These By-laws may be amended by Special Resolution at a General Meeting or Special Meeting of the Society upon written notice to each member, sent by regular mail or by electronic mail at least fourteen calendar (14) days prior to such meeting giving the particulars of the proposed changes.
39. In the case of dissolution of the Society and after payment of all debts and liabilities, the remaining assets of the Society shall be distributed or disposed of to one or more qualified donees or to registered charities as defined in subsection 149.1 of the *Income Tax Act*, or its successor legislation, as determined by Special Resolution of the Society.

EFFECTIVE DATE

40. These By-laws shall take effect upon being ratified by a Special Resolution of the Society and when approved by the Registrar of Joint Stock Companies.

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