

THE NOVA SCOTIA ASSOCIATION OF GARDEN CLUBS
BY-LAWS

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - a) "NSAGC" means the Nova Scotia Association of Garden Clubs;
 - 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 at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given.

MEMBERSHIP

2. Membership in the NSAGC shall be the garden clubs, horticultural societies and groups with similar objectives who uphold the objects of the NSAGC and contribute to the support of the NSAGC an amount to be determined annually at the general meeting. The board may affiliate specialty plant societies as members from time to time for a set fee.
3. Membership in the Society shall cease by notice in writing to the Society, if the garden club, horticultural society or group resigns their membership, or if they cease to qualify for membership in accordance with these by-laws.
4. For the purposes of registration, the number of members of the NSAGC is unlimited.
5. Individuals belonging to a member organization of the NSAGC shall be entitled to attend any meeting of the NSAGC (annual general meeting, extraordinary general meetings).
6. Membership in the NSAGC shall not be transferable. Each member shall be entitled to have two voting representatives present at all general meetings.
7. No formal admission to membership shall be required. The entry in the Register of Members by the secretary of the name and address of a member defined in Article #2 shall constitute an admission to membership in the NSAGC.
8. There shall be no proxy voting.

FISCAL YEAR

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

MEETINGS

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

(b) An extraordinary general meeting of the NSAGC may be called by the chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least 25 individuals representing 5 different members.

11. Fifteen 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 garden clubs, horticultural societies and affiliated groups comprising the membership. Notice shall be given in writing by sending it through e-mail. Any notice shall be deemed to have been given at the time when the notice was sent to the proper e-mail address. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
12. At each annual general meeting of the NSAGC, 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 the executive for the ensuing year;
Appointment of auditors.

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 NSAGC.

13. No business shall be transacted at any meeting of the NSAGC unless a quorum of 15 voting individuals is present at the commencement of such business and such quorum shall consist of at least 10 different members.
14. If within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the request of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the individuals then present shall direct and if at such adjourned meeting a quorum is not present, it shall be adjourned without a future date being established..
15.
 - a) The chairperson of the NSAGC shall normally preside as chairperson at every general meeting of the NSAGC;
 - b) If there is no chairperson or if at any meeting he/she is not present at the time of holding the same, the vice-chairperson shall preside as chairperson;
 - c) If there is no chairperson or vice-chairperson or if at any meeting neither the chairperson nor the vice-chairperson is present at the holding of the same, the past chairperson shall preside as chairperson;
 - d) If there is no chairperson or vice-chairperson or past chairperson or if at any meeting the chairperson, the vice-chairperson or past chairperson is

not present at the holding of the same, the members present shall choose someone of their number to act as chairperson.

16. The chairperson may, with the consent of the members, 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.
17. At any general meeting, unless a poll is demanded by at least three members, a declaration by the chairperson that a resolution has been carried and an entry to that effect in the book of the proceedings of the NSAGC 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.
18. If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the NSAGC in general meeting.

BOARD OF DIRECTORS

19. The board of directors shall consist of the executive, committee chairpersons as approved from time to time by the board, and the individual district directors. There shall be not less than 8 directors, with one director representing each of Districts One, Two, Three Central North, Three Central South, Four, Five, Six, and Seven.

District One – Cape Breton
District Two – Eastern –Guysborough, Antigonish, Pictou Counties
District Three Central North – Northern Colchester and Cumberland Counties
District Three Central South – East Hants and Southern Colchester Counties, and Northern Portion of Halifax County
District Four – Halifax County
District Five – Valley – West Hants, Northern Lunenburg, King’s, Eastern Annapolis Counties
District Six – South Shore – Shelburne, Queens and Southern Lunenburg Counties
District Seven – Western – Western Annapolis, Digby and Yarmouth Counties
20. Each director shall have one vote at all meetings.
21. The directors shall be elected at the time of the annual meeting and shall hold the office for a three year consecutive term and except for special circumstances to be decided by the board of directors shall not hold the same office for more than two consecutive terms.
22. Each district may nominate one or more individuals as directors from the district to be forwarded to the nominating committee.
23. In the event that a director resigns his/her office or ceases to be a member of the NSAGC board, his/her office as director shall also be vacated and 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 NSAGC.

24. The NSAGC may, by special resolution, remove any director before the expiration period of office and appoint another person in his/her stead. This includes if a director misses three (3) consecutive board meetings without sending regrets in advance of the board meeting. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he/she had not been removed.
25. Meetings of the board of directors shall be held as often as the business of the board requires and shall be called by the secretary. A meeting of directors may be held at the close of every annual general meeting of the NSAGC 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.
26. No business shall be transacted at any meeting of the board of directors unless at least one-third in number of the directors are present at the commencement of such business.
27. The chairperson or, in his/her absence, the vice-chairperson or, in the absence of both of them the past chairperson, and in the absence of all three, any director appointed from among those directors present shall preside as chairperson at meetings of the board.
28. The chairperson shall not be entitled to vote as a director except in the case of an equality of votes then he/she shall have a casting vote.

POWERS OF DIRECTORS

29. The formulation and creation of the long-term goals and activities of the NSAGC 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 NSAGC and are not hereby or by Statute expressly directed or required to be exercised or done by the NSAGC in general meeting. In particular, the directors shall have power to establish a position of an ad hoc coordinator or a committee chairperson.

EXECUTIVE

30. The executive shall consist of the chairperson, vice-chairperson, secretary, treasurer and past chairperson. Any individual belonging to a member of the NSAGC shall be eligible to be elected as an executive member of the NSAGC.
31. The executive shall be elected at each annual general meeting of the NSAGC and the chairperson and vice-chairperson shall not hold the same office for more than two consecutive years.

32. In the event that an executive member resigns his/her office or ceases to be a member of the NSAGC executive, his/her office as member shall also be vacated and 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 NSAGC.
33. The NSAGC may, by special resolution, remove any executive member 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 executive member in whose place he/she is appointed would have held office if he/she had not been removed.
34. Meetings of the executive shall be held as often as the business of the NSAGC may require and shall be called by the secretary. A meeting of the executive may be held at the close of every annual general meeting of the NSAGC without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each executive member within a reasonable time before the meeting is to take place, but non-receipt of such notice by any executive member shall not invalidate the proceedings at any meeting of the executive.
35. No business shall be transacted at any meeting of the executive unless at least one-third in number of the executive are present at the commencement of such business.
36. The chairperson or, in his/her absence, the vice-chairperson or, in the absence of both of them the past chairperson, and in the absence of all three of them, any executive member appointed from among those executive members present shall preside as chairperson at meetings of the executive.
37. The chairperson shall not be entitled to a vote as an executive member, except in the case of equality of votes when he/she shall have the casting vote.

POWERS OF EXECUTIVE

38. The implementation and management of the activities and programs and long-term plans of the NSAGC shall be vested in the executive 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 NSAGC and are not hereby or by Statute expressly directed or required to be exercised or done by the NSAGC in general meeting. In particular, the executive shall have power to engage an ad hoc coordinator if the position is established and to determine his/her duties and responsibilities and his/her remuneration.
39. The chairperson shall have the general supervision of the activities of the NSAGC, shall chair meetings and shall perform such duties as may be assigned to him/her by the executive and/or board of directors from time to time.
40. The vice-chairperson shall, at the request of the executive and/or board and subject to its directions, perform the duties of the chairperson during the

absence, illness or incapacity of the chairperson or during such period as the chairperson may request him/her to do so.

41. The secretary shall perform such duties as may be assigned by the executive or by the board of directors. The executive or board of directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

The secretary of the NSAGC shall prepare and have custody of minutes of proceedings of meetings of the Society and of the directors and other books and records of the Society.

42. The treasurer shall be responsible for maintaining the financial records of the NSAGC. A report shall be presented at each executive meeting and board meeting and an "audited" financial statement shall be presented at the annual meeting each year. All NSAGC funds shall be deposited in a chartered bank or trust company approved by the executive.
43. The past chairperson will be responsible for chairing the nominating committee to bring in a slate of officers and board members to the annual meeting. The past chairperson shall be empowered to add two people to the committee.
44. The signing officers of the NSAGC shall be the treasurer, and any two directors as approved by the board of directors.

FEES

45. A fee shall be paid by each member of the NSAGC based on their own club membership for the objectives of the NSAGC.
46. The amount of the fee shall be determined for the following year at each annual meeting.
47. Fees must be paid in full on or before March 1st of each year or the member will not be eligible to participate in any further provincial events and shall have no insurance coverage, shall not receive newsletters and their membership shall cease until the fees have been paid in full.

TRAVEL ASSISTANCE AND SUBSISTENCE

48. The board of directors shall have the power to establish all travel assistance and subsistence policies.
49. The NSAGC has the authority to accept money for the purposes of carrying out the objectives of the NSAGC.

LIABILITIES

50. No member of the NSAGC nor board member nor executive member shall be personally liable for anything done by him or her on behalf of the NSAGC except where there has been an active breach of trust on his or her part.

REPEAL AND AMENDMENT OF BY-LAWS

51. The NSAGC has the power to repeal or amend any of these by-laws by a special resolution passed at an annual meeting or an extraordinary general meeting which shall require a previous notice of sixty (60) days prior to such meeting to the membership.

MISCELLANEOUS

52. The books and records of the NSAGC 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 NSAGC.
53. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the NSAGC by the chairperson or by the vice-chairperson and the secretary, or otherwise as prescribed by resolution of the board of directors.
54. The NSAGC shall file with the Registrar with its annual statement, a list of its directors and officers with their addresses, occupations and dates of appointment or election and within fourteen (14) days of a change of directors, notify the Registrar of the change.
55. The NSAGC shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed or as required by law.
56. The borrowing powers of the NSAGC may be exercised by special resolution of the members.
57. The executive and board are empowered to form committees as needed. The executive is empowered to choose the chairpersons for the standing committees.