

BY-LAWS OF
THE CHINESE SOCIETY OF NOVA SCOTIA

In these By-Laws hereafter passed unless the context otherwise requires, words importing the singular number shall include the plural number and vice versa.

1. In these By-Laws, unless there be something in the subject or context inconsistent therewith:
 1. “Society” means the Chinese Society of Nova Scotia.
 2. “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia **Companies Act**.
 3. “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.
 4. “Board” means the Board of Directors.

PURPOSE

2. The objectives of the Society are:
 1. To preserve and promote Chinese culture in a multicultural environment in Nova Scotia;
 2. To actively support the Canadian policy of Multiculturalism;
 3. To promote understanding, friendship, and well-being among Members and other groups or societies with similar objectives;
 4. To promote and support the civil and human rights of Members;
 5. To promote active involvement in community activities.
3. The Society shall be a non-profit organization without any affiliation to any political party.

MEMBERSHIP

4. 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. Their names shall be entered in the Registry of Members accordingly.
5. For the purpose of registration, the number of Members of the Society is unlimited.

6. Every Member of the Society shall be entitled to attend and vote at any meeting of the Society and to hold any office, but there shall be no proxy voting, except for special resolutions.
7. Membership in the Society shall not be transferable.
8. Any individual over the age of 18 years residing in Nova Scotia who supports the objectives of the Society and contributes to the support of the Society an amount to be determined at the Annual General Meeting (AGM) may be admitted to membership in the Society.
9. There may be established from time to time fees for membership by the Society. Payment of fees may be a condition of membership. Membership fees shall be paid at the beginning of each fiscal year. There are to be two paid classes of membership. A Single Membership shall be issued to a single person. A Family Membership shall include a named member, his/her spouse, dependent parents, dependent grandparents and dependent children under the age of 21.
10. Membership in the Society shall cease upon the death of a Member, or if, by notice in writing to the Society, he/she resigns his/her membership, or if he/she ceases to qualify for membership in accordance with these By-Laws.
11. Membership fees, as determined from time to time, shall be payable within three (3) months of the date of each AGM. In the event a Member has not paid his/her membership fee after this period, he/she shall be removed from the membership list and shall not be entitled to any rights granted only to Members in good standing.
12. Membership may also be terminated by special resolution of the Society at a special general meeting only for reasons deemed to be detrimental to the objectives of the Society.

FISCAL YEAR

13. The fiscal year of the Society shall be the period from October 1 until September 30 of the following year.

MEETINGS

14. The AGM of the Society shall be held within one month of the end of each fiscal year of the Society.
15. A special general meeting of the Society may be called by the President or by the Board at any time, and shall be called by the Board if requisitioned in writing by at least twenty-five per centum (25%) in number of the Members of the Society.

16. Fourteen (14) 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 or by e-mail or by sending it through the post in a prepaid letter addressed to each Member at his/her last known address. Any notice shall be deemed to have been given by facsimile or by e-mail when transmission has been confirmed, and 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 general meeting.
17. At each AGM of the Society, the following items of business shall be dealt with in the order listed below and shall be deemed to be ordinary business:
 1. Approval of Minutes of preceding general meeting;
 2. Business arising from Minutes;
 3. Consideration of the annual reports of the Board, Executive Committee, Capital Fund Committee and other Committees of the Society;
 4. Consideration of the financial statements, including balance sheet and income statement and the report of the reviewers thereon;
 5. Election of Directors for the ensuring year;
 6. Election of Executive Committee for the ensuring year;
 7. Other ordinary business.

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 a special general meeting of the Society.
18. 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 at least fifteen per centum (15%) of all the Members of the Society.
19. If within forty-five (45) minutes 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*.
20. All meetings shall be conducted in English and Chinese. With the exception of the Newsletter, all communications of the Society shall be in English or Chinese. The Newsletter shall be published in English and Chinese.

21. The President of the Society shall preside as Chair at every general meeting of the Society. If the President is not present at the time of holding the general meeting, the Vice-President shall preside as Chair. If neither the President nor the Vice-President is present, the Members present shall choose someone of their number to be Chair.
22. The Chair may, with the consent of the Members present at the meeting, adjourn any meeting from time to time and from place to place but no new 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.
23. At any meeting, unless a poll is demanded by at least three (3) 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.
24. 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 a poll shall be deemed to be the resolution of the Society in general meeting

VOTES OF MEMBERS

25. Every Single Membership shall have only one (1) vote. Every Family Membership shall have no more than two (2) votes, which may only be used by Members over the age of 21. The Chair at any meeting shall not vote, except in the event of an equality of votes.

DIRECTORS

26. Unless otherwise determined by membership at the AGM, the number of Directors is four (4).
27. At a special meeting to be held within six (6) months following enactment of these By-Laws:
 - (a) The President as the Chair of the meeting shall invite nominations from the membership and shall take a vote of the membership during which four (4) Directors shall be elected from those duly nominated;
 - (b) After holding the vote and counting the ballots in the manner provided for herein, the President shall determine the four (4) persons with the largest number of votes and shall announce the names of those persons and the number of votes each of them received;

- (c) The persons with the first and second largest number of votes shall be elected for three (3) year terms, the person with the third largest number of votes shall be elected for two (2) year terms and the person with the fourth largest number of votes shall be elected for one (1) year term.
28. In the event of an equality of votes, the name of each of the persons who are tied shall be written on a separate slip of paper and drawn from a container by the Secretary and the order in which the names are drawn shall determine their standing in the voting.
29. At each subsequent AGM, a vote of the membership shall be held to elect successors for Directors whose terms have expired and the successors shall serve for a term of three (3) years.
30. Any Member of the Society having been a Member in good standing for at least two (2) consecutive years and preferably has served as an Officer of the Society shall be eligible to be elected as a Director of the Society.
31. Directors may not serve as Officers of the Society and members of the Capital Fund Committee.
32. Directors coming to the end of their terms shall retire from office at each AGM, 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.
33. In the event that a Director resigns his/her office or ceases to be a Member of the Society, whereupon his/her 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 from among the Members of the Society.
34. A Director may be removed from the Board if he/she is absent from two (2) Board meetings in a year without legitimate reasons. The Society may at a general meeting terminate membership of any Director 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 Director in whose place he/she is appointed would have held office if he/she had not been removed.
35. Meetings of the Board shall be held as often as the business of the Society may require, but no less than three (3) times each fiscal year and shall be called by the Chairperson of the Board. A meeting of the Board 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, in writing, by facsimile or by e-mail, to each Director at least ten (10) days before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at a meeting of the Board.

36. No business shall be transacted at any meeting of the Board unless a majority of the Directors is present at the commencement of such business.
37. The Chair of the Board, who shall be chosen among the Directors and shall preside at every Board meeting, is entitled to vote as a Director and, in the event of an equality of votes, he/she shall have a casting vote in addition to the vote to which he/she is entitled to as a Director. The Chair shall be elected for one (1) year term and shall be eligible for re-election. The Board shall choose among the Directors a Secretary.

POWERS OF DIRECTORS

38. The formulation of policies and future directions of the Society shall be vested in the Board which, 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.

OFFICERS (EXECUTIVE COMMITTEE)

39. The Officers of the Society shall be a President, a Treasurer, a Secretary, a Chair of Culture and Education, a Chair of Health and Recreation and a Chair of Communications. Officers shall elect one of them to hold an additional portfolio of Vice-President. This Officer shall have only one vote. All Officers shall be eligible for re-election.
40. The Executive Committee of the Society shall consist of the Officers of the Society and shall manage the affairs of the Society in accordance with the policies and directions set by the Board.
41. The Executive Committee shall have the power to accept, on behalf of the Society, any gifts, endowments, bequests or their receivables that are designated or intended for the benefit of the Society.
42. Membership in the Executive Committee may be terminated by the Board between annual general meetings upon recommendation of two-thirds of the Executive Committee members. The voting shall be done by secret ballots.
43. The Executive Committee shall act as a Nomination Committee to nominate Members for the specific offices of the incoming Executive Committee for consideration of election by the General Membership at the AGM.

44. The President shall, in addition to being the official representative of the Society, have general supervision of the activities of the Society to ensure the Society's objectives are achieved. The President shall attend meetings of the Board as an ex officio and provide reports as may be necessary from time to time. The President shall not be entitled to vote as a Director.
45. The President shall be the advisor to the incoming Executive Committee after his/her term in office is complete.
46. The Vice-President shall, subject to the directions of the Board, perform the duties of the President during the absence, illness or incapacity of the President, or during such period the President may request him/her to do so.
47. The Secretary of the Society shall prepare and keep minutes of meetings of the Society and the Executive Committee and perform such other duties as may be assigned to him/her by the President from time to time.
48. The Treasurer of the Society shall be responsible for the day to day financial administration of the Society and for such other duties as may be assigned to him/her by the President from time to time.
49. The Chair of Communications shall be responsible for the publication and delivery of a newsletter, maintenance of the Society's website and e-mail to keep Members informed of the current activities of the Society.
50. The Chair of Culture and Education shall be responsible for the education of Members, their families and the general public with respect to Chinese culture, history, language and heritage.
51. The Chair of Health and Recreation shall be responsible for organizing the activities of the Society, including recreation and sport programs.

COMMITTEES UNDER THE JURISDICTION OF THE EXECUTIVE COMMITTEE

52. The following standing committees shall continue operation annually. Members may be appointed to these committees by the Executive Committee for a determined term:
 1. Communications Committee - This committee shall assist the Chair of Communications in providing an efficient system to inform Members current activities of the Society.
 2. Culture and Education Committee - This Committee shall assist the Chair of Culture and Education in the education of Members and the general public with respect to Chinese culture, history, language and heritage;

3. Health and Recreation Committee - This Committee shall assist the Chair of Health and Recreation in organizing activities of the Society, including recreation and sport programs;
 4. Community Relations and Fund-Raising Committee - This Committee shall assist the Vice-President in promoting the objectives of the Society, as well as assist in fund-raising activities for the benefit of the Society.
53. The Executive Committee may appoint Members to other committees on an *ad hoc* basis annually to aid in the efficient management of the Society.

THE CAPITAL FUND COMMITTEE

54. There shall be a Capital Fund Committee consisting of three (3) members, who shall be appointed by the Board after consultation with the Nomination Committee and final confirmation of the General Membership at the AGM. The terms of office of the three (3) members of the inaugural Committee shall be three (3), two (2) and one (1) years, respectively. Henceforth, successors for committee members whose terms have expired shall serve for a term of three (3) years. Committee members shall elect one of them to be the Chair of the Committee. Committee members including the Chairperson shall be eligible for re-appointment.
55. The Chair of the Capital Fund Committee shall oversee the operation of the Committee to ensure the investment objectives and goals as approved by the General Membership are achieved. The Chair shall present reports on the investment activities to the Members at the AGM and to the Board at its meetings no less than two (2) times in each fiscal year.
56. The goal of the Capital Fund Committee is to provide a capital base for the generation of income and long term financial stability for the Society to achieve its objectives. The Committee shall be the custodian of the Capital Fund of the Society charged with the responsibility of managing its investment in accordance to the strategy chosen by Members of the Society and shall have the power to seek advice from a full-service broker or a financial advisor. The Committee shall have trading authority only but shall not have access to the Capital Fund. Any use of the Capital Fund other than for investment purposes must be approved by Members at AGM. The Committee shall not be held accountable for the investments except out of gross negligence, fraud or wilful misconduct.

REVIEW OF ACCOUNTS

57. The Treasurer of the Society shall make a written report to the Members on the financial position of the Society and the report shall contain a balance sheet and operating account.

58. The balance sheet and operating account prepared by the Treasurer shall be reviewed by two (2) members of the Board. The reviewers shall make a written report to the Members upon the balance sheet and operating account, and in such report, they shall state whether, in their opinion, the balance sheet is a fair representation of the Society's financial affairs and such report shall be read at the AGM.
59. At the end of each fiscal year, no less than forty per centum (40%) of any operating surplus of the current fiscal year shall be transferred to the Capital Fund.

MISCELLANEOUS

60. The Society shall file with the Registrar with its Annual Statement a list of its Officers and Directors with their addresses, occupations and dates of election or appointment, and within fourteen (14) days of a change of Officers and Directors, notify the Registrar of the change.
61. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution is passed.
62. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board.
63. Custody of minutes of all meetings, records and books, with the exception of financial records and books, of the Society shall be the responsibility of the Secretary.
64. The preparation and custody of financial records and books of the Society shall be the responsibility of the Treasurer. Such records and books shall be kept for a minimum of seven (7) years.
65. The books and records of the Society may be inspected by any Members at any reasonable time within two (2) days prior to the AGM in the presence of a member of the Executive Committee.
66. Contracts, deeds, bills of exchange and other instruments and documents that have been approved by the Executive Committee in accordance with the policy set by the Board may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board.
67. The borrowing powers of the Society may be exercised by special resolution of the Members.
68. Amendment or repeal of these By-Laws may only be made by special resolution of the Society passed in the manner prescribed by law.

69. Upon the dissolution of the Society any assets remaining after the payment and satisfaction of the debts and liabilities shall be transferred to an organization or organizations having cognate or similar objects.

October 3, 2004