



# Nova Scotia Beekeepers' Association

7 Atlantic Central Dr., East Mountain, NS B6L 2Z2 | Tel: 902-895-0581 | [www.nsbeekeepers.ca](http://www.nsbeekeepers.ca)

## Proposed Amendments/Updates to Nova Scotia Beekeepers Association By-laws

### Section 1 – General

#### 1.01 Definitions

In this by-law, unless the context otherwise requires:

- a) “Act” means the Canada Not-for-Profit Corporations Act (2009) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b) “Board” means the board of directors of the Nova Scotia Beekeepers Association;
- c) “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d) “Chair” means the chair of the Board;
- e) “Corporation” means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f) “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g) “Member” means a member in good standing of the Nova Scotia Beekeepers Association;
- h) “Members” means the collective membership of the Corporation; and
- i) “Officer” means an Officer of the Nova Scotia Beekeepers Association;
- j) “Association” or “NSBA” means Nova Scotia Beekeepers Association and can be used interchangeably.

#### 1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

#### 1.03 Seal

The Seal of The Nova Scotia Beekeepers Association, the image included in this document, shall be the wildflower emblem as noted on Association stationary. The Secretary of the NSBA shall oversee the official Seal and its use.

#### 1.04 Execution of the Contracts/Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two of its Officers or Directors with approval from the Board. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may



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certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof. Any document, contract or above-mentioned instruments involving disbursement of Association funds will be the responsibility of the appointed Signing Officers, typically the President of the Association and the elected Treasurer.

## Section 2 – Directors

### 2.01 *Election and Term*

- a) the Directors shall be elected by the Members for a three-year term. Election of Directors takes place at the Association's Annual General Meeting. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected for three full years. Directors can serve no more than two terms back-to-back. After serving two terms, said Director would need to take a minimum of one year off the Board before re-election;
- b) the Directors of the Board shall elect the Executive Committee and it shall consist of the President, Vice President, Secretary, Treasurer, Commercial Representative and Small-Scale Representative. All other elected Directors will be considered to be Director at Large;
- c) the Board will be comprised of nine Directors elected from the Membership, these nine will constitute the voting Directors on the Board. Quorum shall be of five elected Directors excluding the President; and
- d) there shall be two additional positions on the Board which are unelected and shall have no term requirement or voting privilege in Association matters. These shall be comprised of the given year's current Nova Scotia Provincial Apiculturist as well as the acting Representative of the Atlantic Tech Transfer Team Apiculture;
- e) prior to accepting a nomination to the NSBA Board, any perspective Board member must fully disclose any and all current affiliations or representation on other Boards and/or Organizations so it can be decided if there exists or potentially exist any conflict of interest. If any is found then that Board candidate shall be excluded from the election process until any such conflicts of interest are resolved or no longer applicable.

### 2.02 *Duties*

Directors shall be responsible for duties assigned to them and they may delegate to others the performance of any or all such duties:

- a) it shall be the Duty of the President to preside at all meetings of the Association and to perform such duties as a President is called upon to undertake. The President by default is one of the two appointed signing Officers for disbursement of Association funds;
- b) it shall be the duty of the Secretary to keep the minutes of all meetings and perform such other duties assigned by the President;
- c) it shall be the Duty of the Treasurer to keep and preserve the financial books of the Association. The Treasurer shall also handle the funds of the Association and shall present a financial standing



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report to the Association annually. The Treasurer by default is one of the two appointed signing Officers for disbursement of Association funds.

## **2.03 Vacancies**

The office of a Director shall be vacated immediately:

- a) if the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) if the Director dies;
- c) if the Director is found to be incapable of managing property by a court or under Nova Scotia law; or
- d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

## **2.04 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

- a) the Board may fill any other vacancy by a majority vote, and the appointee shall hold office until an election by the Membership can be held at the next Annual General Meeting or Special Meeting to fill the remaining portion of the vacated position term;
- b) if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term.

## **2.05 Committees**

Committees may be established by the Board as follows:

- a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b) Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

## **2.06 Remuneration of Directors**



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The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

- a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act; and
- c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## Section 3 – Board Meetings

### 3.01 *Calling of Meetings*

Meetings of the Directors may be called by the President or any two Directors at any time. A notice of no less than five days will be required with a majority consensus of the remaining Directors as to location and manner of meeting; in person, virtual or via digital correspondence to resolve any business arising outside of Regular meetings which require resolution.

### 3.02 *Regular Meetings*

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings. Regular meetings are not restricted to solely in-person meetings; virtual platforms or digital correspondence if agreed by majority will suffice.

### 3.03 *Voting*

Each Director elected from the Membership has one vote excluding the President. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the President shall have the deciding vote.

### 3.04 *Participation by Telephone or Other Communication Facilities*

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

## Section 4 – Financial



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## **4.01 Banking**

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

## **4.02 Financial Year**

The financial year of the Corporation begins on January 1 and ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

## **Section 5 – Conflict of Interest**

### **5.01 Conflict of Interest arising during Term**

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

### **5.02 Charitable Corporations**

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

## **Section 6 – Members**

### **6.01 Members**

Membership in the Association shall consist of two classes of Members, namely, Voting Members and Non-voting Members. The Board may, by resolution, approve the admission of the Members of the Association. Members may also be admitted in such other manner as may be prescribed by the Board by resolution. Membership is non-transferable. The following conditions of Membership shall apply:

#### Voting Members

Voting Members shall be individuals who have applied for membership to the Association, submitted in writing through provided application and have paid their annual fee as described on the Annual Membership form.

The term of Membership to the NSBA shall be one year, subject to renewal by the Member in writing and approved by the Directors.

As set out in the articles, each Voting Member is entitled to receive notice of, attend and vote at all meetings of Members, and each Voting Member shall be entitled to one vote at such meetings.



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Voting Membership shall not be restricted solely to those who currently hold and maintain honey bee colonies in the province of Nova Scotia but are required to be residents of the province of Nova Scotia.

Voting Members shall be made up of Small Scale and Commercial beekeeping operations of the province of Nova Scotia as well as those interested in beekeeping.

## Non-Voting Members

Non-Voting Members will be classed into either Industry Supporter/Supplier Membership or Educational Institution Membership on Membership application forms.

Non-voting Members shall be any Educational Institute, Industry Supporter/Supplier or individual or business whose work relates to the beekeeping industry or non-beekeeper wishing to support the Nova Scotian Bee Industry.

Non-voting Members shall be those who have applied for membership to the Association, submitted in writing through provided application and have paid their annual fee as described on the Annual Membership form.

The term of Membership to the NSBA shall be one year, subject to renewal by the Member in writing and approved by the Directors.

As set out in the articles, each Non-Voting Member is entitled to receive notice of, attend but shall not be given a vote at all meetings of Members.

Educational Institution Members shall allow any of their currently enrolled academics to receive notice of, attend and take part in any Association Meetings, Special Meetings as well as events provided by the Association. Any academics to be covered under this membership must be declared on the Educational Institution's membership form.

## **6.02 Membership Application Fee**

The Membership fee structure is as follows and may be reviewed and amended by the elected Directors annually. Full payment of funds in Canadian Dollars (CAD) set out in the membership application must be received before a Member is considered to be a "Member in good standings".

Number of Honey Bee Colonies	Annual Fee	HST	Total Membership Fee
1 to 49 colonies	\$60.00	\$9.00	\$69.00
50 to 99 colonies	\$100.00	\$15.00	\$115.00
100 to 499 colonies	\$200.00	\$30.00	\$230.00
500+ colonies	\$350.00	\$52.50	\$402.50
Industry Supporter/Supplier	\$100.00	\$15.00	\$115.00
Educational Institute	\$400.00	\$60.00	\$460.00

## **6.03 Disciplinary Act or Termination of Membership for Cause**



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- a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b) The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15- day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

## Section 7 – Member's Meetings

### 7.01 Annual Meeting

The Annual meeting shall be held on a day or consecutive days and at a place fixed by the Board. Any member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a) receipt of the agenda;
- b) receipt of the minutes of the previous annual and subsequent special meetings;
- c) consideration of the financial statements;
- d) report of the auditor or person who has been appointed to conduct a review engagement;
- e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year if needed;
- f) election of Directors; and
- g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### 7.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than one tenth of the Members for any purpose connected with the affairs of the Association that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

### 7.03 Notice



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No less than 14 days and not more than 50 days written and or electronic notice of any annual or special Member's meeting shall be given to its membership. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of the meeting must remind the Member of the right to vote by proxy.

## **7.04 Quorum**

A quorum for the transaction of business at a Members' meeting is a majority of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting. At all annual meetings 20% of the members shall constitute a quorum.

## **7.05 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a) each Member shall be entitled to one vote at any meeting;
- b) votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c) an abstention shall not be considered a vote cast;
- d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

## **Section 8 – Adoption and Amendment of By-laws**

### **8.01 Amendments to the By-laws**

The Members may from time to time amend this By-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this By-law other than a provision respecting the transfer of a Membership or to change the method of voting by Members not in attendance at a meeting of Members.