



BY-LAWS OF NOVA SCOTIA BAND ASSOCIATION

(Amended March 2024)

DEFINITIONS

1. In these by-laws unless there be something in the subject or context inconsistent therewith.
 - a. “Society” means Nova Scotia Band Association.
 - 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 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.
 - d. Within the Society the terms “Executive”, “Officers” and “Directors” are one and the same.

MISSION STATEMENT

2. To support and promote the development of bands throughout the Province of Nova Scotia and the Province of Prince Edward Island through communication, coordination, program development, advocacy and lobbying at the Provincial Level.

MEMBERSHIP RIGHTS AND RESPONSIBILITIES

3. Membership in the Nova Scotia Band Association (NSBA) shall be in accordance with these By-Laws, and no others. Amendments to the By-Laws shall be passed only during an annual general meeting of the Society. The exact text of any proposed amendment must be included in a notice of meeting to the entire membership.
 4. The Society is ultimately accountable to the members of the Society.
 5. Every member is entitled to attend any members’ meeting of the Society.
 6. Every member may vote at any members meeting of the Society after they have attended at least one previous members’ meeting.
 7. Any member of legal age, or with their guardian’s written consent, is entitled to hold any office.
 8. Membership in the Society shall consist of:
- Nova Scotia Band Association 2024

- a. the minimum of 5 subscribers to the Memorandum of Association,
 - b. those who support the objects of the Society,
 - c. those whose name and address is written in the Register of Members by the secretary,
 - d. those who pay an annual fee in an amount to be determined by the Society, and/or
- 9. Membership in the Society shall not be transferable.
- 10. The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.
- 11. No funds of the society shall be paid to or be available for the personal benefit of any member.
- 12. For the purposes of registration, the number of members of the Society is unlimited.
- 13. There shall be five classes of membership:
 - a. Full Membership: full Membership is a voting membership and is open to all individuals who are in compliance with these by-laws.
 - b. Associate Membership: Associate Membership is a voting member and is open to all corporations, partnerships, industries, professions, societies, ensembles, businesses and organizations who are in compliance with these by-laws. Associate Membership is a voting membership.
 - c. Life Membership: life membership is an honour bestowed upon deserving individuals by the membership. Life membership is a voting membership, but no annual dues are collected. **All nominations for Life Membership shall be made in writing and addressed to The Society's Vice-President.**
 - d. Student Memberships: There are two (2) classes of Student memberships.
 - (1) Students (18 years and older) shall be full voting members.
 - (2) Students (under the age of 18) shall hold Associate Non-Voting Memberships
 - e. Retired Membership: Retired membership is offered to those who have retired from full time employment. **Teachers on Maternity/Paternity Leave who have a reduced income.** These members will pay a reduced annual membership fee and hold full voting privileges.

14. Membership in the Society shall cease upon:
 - a. a member's death, or
 - b. if the member resigns by written notice to the Society, or
 - c. if the member ceases to qualify for membership in accordance with these by-laws, or
 - d. if by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated. or
 - e. non-payment of annual dues.
15. members names are to be placed in the Society register.
16. members are entitled to receive all mailings and information relative to the activities of the Society including all newsletters and notices of meetings.
17. members have the right to attend all Annual General Meetings, Extraordinary General Meetings or any clinics, festivals and/or conventions which have been sponsored and/or sanctioned by the Society.
18. members have the right to inspect the financial records of the Society.

MEMBERS' MEETINGS

19. Every member shall have one vote.
20. A general or special meeting of the members may be held at any time and shall be called:
 - a. if requested by the chair, or
 - b. if requested by a majority of the directors, or
 - c. if requested in writing by a majority of the members.
21. Notice to members is required for general or special meetings. The notice must:
 - a. specify the date, place, and time of the meeting,
 - b. be given to the members seven (7) days prior to the meeting,
 - c. be given to the members by newsletters, e-mail, and/or other electronic means,

- d. specify the nature of business, such as the intention to propose a special resolution, and
 - e. the non-receipt of notice by any member shall not invalidate the proceedings.
22. An annual general meeting shall be held within three months after every fiscal year end and notice is required which must:
- a. specify the date, place and time of the meeting,
 - b. be given to the members thirty (30) days prior to the meeting, be given to the members by newsletters, e-mail, and/or other electronic means,
 - c. specify the intention to propose a special resolution, and
 - d. the non-receipt of notice by any member shall not invalidate the proceedings.

GENERAL AND EXTRAORDINARY GENERAL MEETINGS

23. An Extraordinary General Meeting may be called at any time by the President or by a minimum of 25% of the Society's total membership. Notice of an Extraordinary General Meeting shall be made in writing, to the entire membership, a minimum of (5) five days in advance of the meeting. The notice must specify the time, day, date and place of the meeting and must include the reason for the meeting.
24. At each annual general meeting the following items of business shall be dealt with and shall be deemed to be ordinary business and all other business transacted shall be deemed special business:
- a. minutes of the previous annual general meeting,
 - b. A financial report;
 - c. correspondence;
 - d. committee operation and financial reports;
 - e. election of officers;
 - f. appointment of auditors; and
 - g. new business.
25. Quorum shall consist of 5 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote
26. If a meeting is convened as per by-law 19 or 21 and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society.

- a. If a meeting is convened at the request of the members as per by-law 22 and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.
- 27. The President of the Society shall preside as Chairperson at every General and Extraordinary meeting. If there is no President, or if at any meeting the President is not present, the Vice-President shall preside as Chairperson.
- 28. If there is no President or Vice-President in attendance at any meeting the members present shall choose someone of their number to be named acting Chairperson.
- 29. The Chairperson may, with the consent of the meeting, adjourn any meeting but no business shall be transacted at any adjourned meeting.
- 30. At any general meeting a declaration by the Chairperson that a resolution has been carried will suffice unless a poll is demanded by at least three members. Carried resolutions must be recorded as such in the minutes.
- 31. If a poll is demanded it shall be taken in such manner as the Chairperson prescribes and the results shall be deemed to be the resolution of the Society and recorded as such in the minutes.
- 32. 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 an extraordinary general meeting of the Society.
- 33. The Duration of an annual general or extraordinary meeting shall not exceed three (3) hours. Extensions may be granted by consensus of those in attendance.

VOTING

- 34. Every full or life member shall have only one vote.
- 35. There shall be no proxy votes.
- 36. The President/Chairperson shall have no vote except in the case of a tie. In the event of a tie the President/Chairperson shall have the deciding vote.

DIRECTORS

- 37. Any member of the society shall be eligible to be elected as a director of the Society and a director of the society shall be a member.
- 38. The number of directors shall be 6. The subscriber to the Memorandum of Association of the Society shall be the first directors of the Society.

39. Directors shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election.

TERMS OF OFFICE

40. Directors shall be elected to two-year terms. The President, Vice-Presidents and Secretary and the Treasurer are elected for two-year terms. The President and Secretary are elected in odd numbered years. The Vice-President and Treasurer are elected in even numbered years.

41. Members at Large are appointed for two-year terms. Fifty (50%) are elected in the even numbered years and fifty (50%) are elected in the odd number years.

41a. Committee Chairpersons are appointed by the President and Executive upon the recommendation of each Committee. Chairpersons have no limit on the number of years they may hold their appointments.

42. If a director resigns his/her office or ceases to be a member in the society, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Society.

43. The members may, by special resolution, remove any director and appoint another person to complete the term of office.

44. The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager (Executive Director), and determine his/her duties, responsibilities and remuneration.

45. The directors may appoint an executive committee and other committees as they see fit.

46. Directors who have, or could reasonably be seen to have, a conflict of interest has a duty to declare this interest. The declaration should be made to the members.

- a. upon nomination, and
- b. if serving as a director, when the possibility of a conflict is realized.

47. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

DIRECTORS MEETINGS

48. The board of directors shall meet no less than 6 times each year.

49. A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:
- specify the date, place and time of the meeting,
 - be given to the directors seven (7) days prior to the meeting,
 - be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means,
 - the non-receipt of notice by any director shall not invalidate the proceedings.
 - Notice can be waived for board meetings with the unanimous approval of the Board.
50. Quorum shall consist of 4 of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
51. The President or, in his/her absence, the Vice-President or, in the absence of both of them, any director appointed from among the directors shall preside as Chair at the members' meetings. and at directors' meetings, where there is an equality of votes.
52. New Business must be presented in the form of a properly introduced and recorded motion. Members will be permitted a two-minute discussion and a two-minute rebuttal period on any motion.

OFFICERS

53. The Society's offices consist of:

The President	The Vice-President	2 nd Vice-President (PEI)
The Secretary	The Past President	The Treasurer

- 53a. The society will appoint a **Managing Director**. **The Managing Director** is a non-voting member of the executive.
54. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
55. One of the officers shall be the Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

56. One of the officers shall be the Second Vice-President. The Second Vice-President works collaboratively with the President and First Vice-President fulfilling the role of an officer of the Society.
57. One of the officers shall be the **Managing Director. The Managing Director** shall:
- a. has responsibility for the preparation and custody of all books and records including:
 1. the minutes of members' meetings,
 2. the minutes of directors' meetings,
 3. the register of members, and
 4. filing the annual requirements with the office of the Registrar, and
 - b. has custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
 - c. file with the Registrar: within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
 - d. a copy of every special resolution within fourteen (14) days after the resolution is passed, and
58. The directors may also appoint a Recording Secretary
- a. who is responsible for taking minutes of all board and members' meetings, and
 - b. who need not be a director.
59. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Society and carry out all other duties as assigned by the board.
60. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.
61. Whenever possible a member from Cape Breton is to hold a position on the Executive.

62. Members at Large can be appointed from the Province of Prince Edward Island and each region of Nova Scotia including, but not necessarily restricted to:

Annapolis Valley
Cape Breton
Northern Nova Scotia
Conseil Scholastique Acadian Provincial School Board
Halifax municipality
South Shore
Tri-County

- 62a. Members at Large positions are contingent on a members' attendance of at least one executive meeting per calendar year. Removal of a Member at Large from such position will be at the discretion of the executive.
63. The President may, at his/her discretion, invite the Chairs of any, or all, NSBA Committees to attend Executive Meetings. Committee Chairs include:
- Nova Scotia Youth Wind Ensemble
Nova Scotia Junior Wind Ensemble
Nova Scotia Honour Jazz
Nova Scotia (Delete) Community Bands
Music Industry Representatives
PEI Community Bands (Delete)
Atlantic Festivals of Music (Addition)
64. For the purposes of an Executive Meeting. Quorum of the Executive shall consist of 4 of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.
65. Members at Large and Committee Chairs shall be voting members at Executive meetings.

FINANCE

66. The Society's fiscal year shall be from 1 January to 31 December.
67. The directors shall annually present to the members a written report on the financial position of the Society. The report shall be in the form of:
- a. a balance sheet showing its assets, liabilities and equity, and
 - b. a statement of its income and expenditure in the preceding fiscal year.
68. A copy of the financial report shall be signed by the auditor or by two directors.

69. The Society may only borrow money as approved by a special resolution of the members.
70. The members may inspect the annual financial statements and minutes of membership and directors' meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
71. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.
72. The Society shall not make loans, guarantee loans or advance funds to any director.
73. Annual NSBA membership dues for all classes of membership shall be determined at an annual general meeting.
74. The Executive shall limit expenditures to an amount of \$2000 per occurrence and shall not expend funds beyond this amount without the authority of an annual General or Extraordinary Meeting.
75. During each fiscal year, prior to the Annual General Meeting, the financial records shall be audited by two (2) appointed members of the Society excluding the Executive.
76. The Secretary and Treasurer shall make all vouchers, requisitions, receipts and/or cancelled cheques available for a yearly audit by the Society's appointed auditors.
77. An audited financial report, including all existing balances, shall be presented by the Treasurer at each annual general meeting. A copy of the audited balance sheet showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.
78. All expenditures, other than routine administrative expenses, must be approved by the executive.
79. Special Committees and Committee Chairpersons will be appointed by the President and/or Executive.

ELECTIONS

80. Any member shall be eligible to be elected to the Executive of the Society.

81. To be eligible for election a member must possess paid up current membership at the time of their nomination for office.
82. Members who have been nominated for an executive position and who are not in attendance at the Annual General Meeting must state their willingness to accept the position to the Secretary in writing prior to the election.
83. The Election Chairperson shall be the Immediate Past President of the Society. The Past President shall be responsible for bringing forward a proposed slate of officers for each ensuing term. Additional nominations may be made from the floor before each office is voted upon.
84. The President shall be the Ex-Officio of all committees but will have no involvement whatsoever with the Election Chairperson.
85. To be declared elected a Candidate must receive a majority of the cast votes. When more than two candidates contest any office, and a majority of votes is not forthcoming on the first ballot, the candidate with the least number of votes shall withdraw from the election and further ballots will be cast until one candidate receives a majority of votes.
86. If an officer resigns, or ceases to be a member of The Society, the vacancy may be filled by the Executive for the remainder of the unexpired term from within the membership. In the event of the President's accepted resignation from office before his/her term is completed:
 - a. the Vice-President moves up to President.
 - b. an election/appointment will take place to fill the position left vacant.
87. If used, ballots shall be destroyed upon the completion of each election.
88. The Society may, by special resolution, remove any member of the executive before the expiration of their term of office and appoint another person in their stead. The person so appointed shall hold office during such time only as the executive in whose place they are appointed would have held office if they had not been removed.

CONVENTIONS/CONFERENCES

89. When financially feasible to send delegates to a convention or conference, the President shall be the automatic delegate. Other attendees must be elected from the floor.

REPEAL AND AMENDMENT OF BY-LAWS

90. The Society has the power to repeal or amend any of the Society's By-Laws by special resolution in the manner prescribed by law. The members may repeal, amend or add to

these by-laws by special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

91. The By-Laws shall not be rescinded or amended except upon a motion of which notice has been given in writing to the Executive one (1) month prior to an Annual General Meeting. Such notice shall set out the proposed amendment and shall be distributed by the Secretary/Treasurer to the membership two (2) weeks prior to an Annual General Meeting. Amendments can only be passed by special resolution of no less than three-fourths of the members present at an Annual General meeting.