



MAHONE BAY QUILTERS' GUILD

Memorandum of Association and Bylaws

December, 2016*

OUR PURPOSE:

- To bring together people who have an interest in quilting in any form;
- to learn and develop quilting skills and share fellowship
- to promote appreciation for all forms of quilting; and
- to encourage recognition and appreciation of all members' work.

*Adopted by Special Resolution at General Meeting December 5, 2016

Special Resolution of the Mahone Bay Quilters' Guild

MEMORANDUM OF ASSOCIATION

1. The name of the Society is **Mahone Bay Quilters' Guild**
 2. On a volunteer and non-profit basis, the objects of the Society are:
 - (a) to bring together people who have an interest in quilting in any form;
 - (b) to learn and develop quilting skills and share fellowship;
 - (c) to promote appreciation for all forms of quilting and encourage recognition and appreciation of all members' work;
 - (d) to acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society; and
 - (e) to buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society,
- provided that:
- (i) the Society shall not carry on trade, industry, or business; and
 - (ii) all funds shall be used solely for the purposes of the Society and the promotions of its objects;
3. Upon dissolution of the society and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a non-profit organization in Canada having objects consistent with those of the society.
 4. The activities of the Society are to be carried on in NOVA SCOTIA.
 5. The Registered office of the Society is the address of the President, or another Director designated by the President, as stated on the Guild's current filing with the Registry of Joint Stock Companies of Nova Scotia, available at www.rjsc.gov.ns.ca.

Annex B to the Special Resolution of the Mahone Bay Quilters' Guild

BY-LAWS OF THE MAHONE BAY QUILTERS' GUILD INTERPRETATION AND DEFINITIONS

Definitions

1. In these by-laws:
 - (a) "fiscal year" means the period from April 1 in any year to March 31 in the year next following.
 - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the *Nova Scotia Companies Act*.
 - (c) "Society" and "Guild" mean the Mahone Bay Quilters' Guild.
 - (d) "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 duly given.

Interpretation

2. In the proceedings and records of the proceedings of the Guild, any reference to "the Executive" or the "Executive Committee" shall be interpreted to refer to the board of directors under these by-laws.

MEMBERSHIP

Membership Rights and Responsibilities

3. The Society is ultimately accountable to the members of the Guild.
4. Every member is entitled to attend any members' meeting of the Guild.
5. Every member may vote at any members' meeting of the Guild but there shall be no proxy voting.
6. Any member of legal age, or with their guardian's written consent, is entitled to hold any office.
7. Membership in the Guild shall consist of:
 - (a) **Regular Members** who shall be the subscribers to the Memorandum of Association and those individuals with an interest in quilting who support the objects of the Guild and who pay the annual membership fee in an amount to be determined by the Guild.

- (b) **Life Members** who shall be Regular Members who have attained the age of 80 years or who have been granted a life membership by a special resolution of the Guild for outstanding contributions to quilting in Nova Scotia. Life members do not pay the annual membership fee.
 - (c) **Honourary Members** who shall be non-members who have been granted an Honourary membership by a special resolution of the Guild. Honourary members do not pay the annual membership fee and do not have the right to vote or to hold office despite anything in these By-laws that might be interpreted to suggest otherwise.
8. No formal admission to membership shall be required for Regular Members.
 9. An individual is admitted as a member of the Guild when her name and address are entered by the Secretary in the Register of Members of the Society (the Guild Membership List).
 10. Membership in the Guild is not transferable.
 11. Membership in the Guild shall cease:
 - (a) upon death, or
 - (b) if the member resigns by written notice to the Guild, 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 Guild at a meeting duly called and for which notice of the proposed action has been given, the member's membership in the Guild has been terminated.
 12. 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.
 13. No funds of the Society shall be paid to or be available for the personal benefit of any member.

MEMBERS' MEETINGS

14. Every member shall have one vote and no more and there shall not be proxy voting.
15. 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 Executive Committee, or
 - (c) if requested in writing by at least 25 % of the members.
16. 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 three (3) days prior to the meeting,
 - (c) be given to the members in writing or by newsletter, newspaper, television, radio, e-mail, telephone, fax 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.
17. Despite By-laws 15(a), 15(b) and 16 no notice shall be required for monthly meetings that are scheduled for the same day in each month but no extraordinary business or business requiring passage of a special resolution may be done at the meeting unless notice of the meeting and the business has been given in accordance with By-law 16.

Annual General Meeting

18. The annual general meeting of the Guild (“AGM”) shall be held within three months after the end of each fiscal year. Notice of the AGM shall be given to the members in the Guild’s May newsletter or may be given in any other manner in accordance with By-law 16.
19. At the annual general meeting of the Guild, the following items of business shall be dealt with and shall be deemed ordinary business:
- (a) minutes of the previous annual general meeting,
 - (b) consideration of the annual report of the directors,
 - (c) consideration of the annual financial report,
 - (d) the appointment of auditors for the ensuing year, if applicable,
 - (e) election of the President, Vice-President, Treasurer, Secretary, Communications Director, Membership Chair, Newsletter Editor, Program Chair, Library Chair and other directors,
 - (f) setting of the annual membership fee which shall remain in effect from year to year until changed at a subsequent annual general meeting or as an item of extraordinary business at a general meeting.
- All other business transacted at an annual general meeting shall be deemed to be special business.

Quorum for General Meetings

20. Quorum at a general meeting (whether ordinary, special or annual) shall consist of 25% of the Regular Members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
21. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting:
- (a) if convened under By-law 15(a) or 15(b), shall be adjourned to such time and place as a majority of the members present shall decide and, if at such adjourned meeting a quorum of members is not present, the meeting shall be

adjourned without specifying a subsequent meeting time, unless it has been called for purposes of winding up the Society in which case the members present at the adjourned meeting shall constitute quorum only for the purpose of winding up the Society.

- (b) if convened at the request of the members under By-law 15(c), shall be dissolved.

Chair of Members' Meetings

- 22. The President, or in her absence, the Vice-President, or in the absence of both, any member appointed from among those present, shall preside as Chair at members' meetings.
- 23. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes the Chair shall have a casting vote.
- 24. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
- 25. At any meeting, a declaration by the Chair that a resolution has been carried or a decision has been made is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide and the result of such poll shall be deemed to be the resolution of the Guild in general meeting. An entry in the book of proceedings of the Guild that a resolution has been carried or a decision has been made 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 or decision.

DIRECTORS

- 26. Any member of the Guild shall be eligible to be elected a director of the Society and a director of the Society must be a member of the Guild.
- 27. The number of directors shall be not less than five and unless otherwise determined as an item of extraordinary business at a general meeting, shall not be more than 15.
- 28. Except for the immediate Past-President of the Guild, who shall automatically be a director, the directors shall be elected by members at each annual general meeting of the Guild.
- 29. The members elected as President, Vice-President, Treasurer, Secretary, and Communications Director, are directors. Directors shall retire from office at the end of the annual general meeting marking the expiration of their two-year term. Retiring directors shall be eligible for re-election.

30. If a director resigns his/her office or ceases to be a member in the Society, her office as director shall be deemed 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 Guild.
31. The members may, by special resolution, remove any director before the expiration of her term of office and appoint another person to complete the term of office.

Powers of Directors

32. The management of the Society is the responsibility of the directors who, in addition to the powers and authorities conferred on them by these By-laws or any applicable law, may exercise any powers and do all acts and things as may be exercised or done by the Society and that are not hereby or by law expressly directed or required to be exercised or done by the Society in general meeting.
33. The directors may appoint an executive committee or other committees of the board as they see fit. Until the directors decide otherwise, the board of directors shall constitute the executive committee.

Directors' Conflicts of Interest

34. Directors who have, or could reasonably be seen to have, a conflict of interest must declare this interest. The declaration should be made to the members
 - (a) upon nomination, and
 - (b) when serving as a director, where the possibility of a conflict is realized.
35. A conflict of interest does not prevent a member from serving as a director provided that she withdraws from the decision-making on matters pertaining to that interest. The withdrawal must be recorded in the minutes.

Directors' Meetings

36. Meetings of the board of directors
 - (a) shall be held prior to the regular monthly meetings of the membership in order to set and review the agenda and transact such business as is appropriate prior to the regular monthly meeting of the members and
 - (b) may be held as often as the business of the Guild may require.The President or Secretary shall call meetings of the directors.
37. A meeting of directors may be held at the close of every annual general meeting without notice. For all other board meetings, notice is required and must specify the date, place and time of the meeting. Notice must be given to the directors no less than twenty-four hours prior to the meeting and may be given in person or by telephone or by newsletter, radio, e-mail, fax or other electronic means. The non-

receipt of notice by any director shall not invalidate the proceedings at any meeting of the board of directors. Notice can be waived for board meetings with the unanimous approval of the board.

38. A quorum for a meeting of the board of directors is 51 % 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.
39. The President or, in 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 meetings of the Board.
40. At directors' meetings, the chair shall be entitled to vote as a director and, where there is an equality of votes, shall be entitled to a second, deciding, vote.

OFFICERS

41. The officers shall be elected by the members at the annual general meeting and shall be a President, a Vice-President, a Treasurer, a Secretary, a Communications Director, a Membership Chair, a Newsletter Editor, a Program Chair, and a Library, and any other Executive Committee position in existence on the date of the meeting. The offices of Treasurer and Secretary or Secretary and Newsletter Editor may be combined.
42. The **President** shall be responsible for the effectiveness of the board, shall have general supervision of the activities of the Society, and shall perform such other duties as maybe assigned to her by the members or the directors.
43. The **Vice-President** shall perform the duties of the President during the absence, illness or incapacity of the President, or when the President may request her to do so.
44. The **Secretary** shall
 - (a) prepare and keep custody of the minutes of meetings of members and directors,
 - (b) give notices of meetings and provide other materials to members as required,
 - (c) assist the President in compiling agendas for all meetings,
 - (d) be the custodian of all books and records of the Guild and of the Seal, if any, which may be affixed to any document upon resolution of the board of directors,
 - (e) file with the Registrar
 - (i) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election, and
 - (ii) a copy of every special resolution within fourteen (14) days after the resolution is passed, and

(f) perform such other duties as may be assigned to her by the directors.
In the absence of the Secretary from any meetings a temporary Secretary shall be appointed.

45. 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.
46. The **Treasurer** shall
- (a) keep account books and receipt books for the purpose of proper accounting of all monies of the Guild in accordance with recognized accounting principles,
 - (b) open a bank account in the name of the Guild and all amounts received or receivable by the Guild shall be deposited in that account and all amounts payable by the Guild shall be disbursed from it,
 - (c) prepare and submit regular financial statements for approval at each general meeting and prepare and submit an annual financial report at the annual general meeting,
 - (d) be responsible for the approval of reimbursements for payment of legitimate expenses, and
 - (e) oversee the preparation of an annual budget in accordance with the directions of the board of directors,
 - (f) maintain custody of all financial books and records of the Guild,
 - (g) file a signed copy of the annual financial report with the Registrar within fourteen (14) days after each annual meeting, and
 - (g) carry out all other duties as assigned by the board.
47. The **Communications Director** shall distribute a newsletter to all members on a regular basis except for months when no general meeting occurs, and distribute other information of interest to the Guild as needed. The Newsletter is to contain Minutes of the General and Annual meetings, notice of meetings, information about upcoming events.
48. The **Membership Chair** shall
- (a) maintain the Guild Membership List,
 - (b) keep a record of those members who have paid their annual membership fees,
 - (c) provide each member on an annual basis with a current membership list together with a Guild Membership Card,
 - (d) take attendance at each meeting,
 - (e) collect membership fees and pass them to the Treasurer, and
 - (f) perform such other duties as may be assigned to her by the directors.
48. The **Newsletter Editor** shall prepare and distribute a newsletter to all members on

a regular basis except for months when no general meeting occurs, and distribute other information of interest to the Guild as needed. The Newsletter is to contain Minutes of the General and Annual meetings, notice of meetings, information about upcoming events., workshops and other items of interest to quilters.

49. The **Program Chair** shall be responsible for designing and implementing programs for the general meetings and arranging teachers for workshops and special events. These duties shall be performed in consultation with the board of directors.
50. The **Library Chair** shall maintain the functioning of a lending library on behalf of the Guild.

Signing Authority

51. 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 Secretary or the Treasurer, or otherwise as prescribed by resolution of the Board of Directors.
52. Notices and returns that are required to be filed with the Registrar may be signed and filed by any one of the President, Vice-President, Secretary or Treasurer.
53. The board of directors may approve a seal for the Guild and provide for its use and safekeeping.
54. The Guild shall indemnify a Director or Officer that is made a party to any legal proceeding due to holding office, or any complaint arising from Guild activities, against reasonable legal fees and expenses, judgments, fines or settlements. The Director or Officer must have acted in good faith, acted within the normal scope of Guild duties, reasonably believed that the conduct involved was in the best interests of the Guild and not unlawful. Indemnification does not extend to instances where the Director or Officer has received any improper personal benefit. Entitlement to indemnification shall be determined by a majority vote of the Executive Committee not currently involved, or expected to be involved in the legal proceeding, or determined by independent legal counsel. Membership shall be advised in writing of any indemnification. The Board may purchase or maintain insurance against any liability incurred by the Guild or its Directors or Officers.

FINANCE

Fiscal Year

55. The fiscal year end of the Guild shall be the last day of March.

Financial Report

56. 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.
57. A copy of the financial report shall be signed by the auditor or if there is no auditor by two directors.
58. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
59. 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. Any member may inspect all other books and records of the Society at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

Auditor

60. An auditor of the Guild may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so by majority vote.

Borrowing

61. The Guild may only borrow money as approved by a special resolution of the members.

Reimbursement of Directors' Expenses

62. 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 prescribed duties.
63. The Society shall not make loans, guarantee loans or advance funds to any director.

Annual Budget

64. The directors shall prepare an annual budget for each fiscal year and present it to the members for approval within 3 months of the start of the fiscal year.
65. Expenditures that are not authorized in the budget and expenditures exceeding the amounts authorized in the budget require prior approval by the members at a general meeting. However, in urgent circumstances the directors may make

expenditures of up to \$500.00 for items or matters that have not been authorized in the budget or that exceed the amount authorized in the budget but shall report on such expenditures and seek ratification from the members at the next ensuing general meeting.

BEES AND COMMITTEES

Bees

66. The members may form quilting Bees within the Guild. A Bee will meet as and when the members of the Bee decide. The purpose of a Bee is to provide an informal, social, gathering for a group of members to enjoy the friendship of quilting together. Bees are social sub-groups of the Guild and are encouraged to share their work and activities with the Guild as a whole.

Committees of the Guild

67. The members of the Guild may establish standing and special committees of the Guild and their terms of reference and may, where a number of members volunteer to serve as chair or members of the committee, elect a chairperson or co-chairpersons and the members of the committee.
68. Committees of the Guild shall be responsible to the Guild through the Board of Directors unless the Committee's terms of reference state that the committee is to be responsible directly to the members of the Guild.

Sub-Committees of the Board

69. The directors may strike sub-committees, appoint members of the Guild to sub-committees and establish their terms of reference.
70. Sub-committee will be accountable to the board of directors through regular reports and meetings and may make recommendations to the board with respect to policy and finance issues.
71. Where possible a director will be included on a sub-committee. The board will not formulate policy on any matter referred to a sub-committee without first consulting the sub-committee.

MISCELLANEOUS

72. The Guild has power to repeal or amend any of these by-laws by a special resolution passed and registered in the manner prescribed by law.