

CORNWALLIS MILITARY MUSEUM ASSOCIATION BY-LAWS

1. In these by-laws unless there is something in the subject or context inconsistent therewith:
 - a. **“Society”** means **CORNWALLIS MILITARY MUSEUM 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 at the Annual Meeting.
 - d. The **Directors** and **Officers** are one in the same.
2. The subscribers of the Memorandum of Association and such other person as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society.

Membership will not be transferrable and anyone may become a member that upholds the objects of the Society and supports the Society financially or physically. Theirs names shall be entered in the Registry of Members accordingly. Membership in the Society shall cease upon the death of a member.
3. For the purposes of registration, the number of members is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and have the right to vote and hold office however there shall be **NO** proxy voting.
5. Types of membership in the Society:

ANNUAL: Any individual who has maintained his/her membership dues in full. These members have voting rights and can hold office in the Society.

CORPORATE: To include but not limited to, manufacturers, suppliers, organizations, salespersons or such others who uphold the objects of the Society and contribute to the support of the Society. Corporate members shall not hold office and do not have voting rights.

Life: Individuals, who have been granted Life Membership or have paid the Life Membership fee as set by the Membership, may be granted Life Membership and are permitted to vote and hold office in the Society.

Honorary: To be a Honorary member the members of the Society present at a General meeting will consider if the individual or organization is worthy of the honour. They shall not hold office and do not have voting rights and do not pay dues.
6. The fiscal year of the Society shall be the period from April 1 to March 31.

CORNWALLIS MILITARY MUSEUM ASSOCIATION BY-LAWS

7. The Annual Meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
8. Meeting particulars of any meeting – the President must give ample notice specifying day, time and place.
9. At the Annual Meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding General Meeting;
Consideration of the Annual Report of the Directors and Chairpersons;
Consideration of the Financial Statements, including balance sheet and operating statement and the report of the Auditors, thereon;
Election of Directors for an ensuing term; and,
The appointment of Auditors.
10. Quorum shall consist of no less than five (5) members. No business shall be conducted at any meeting unless a quorum is present.
11. The President or in his/her absence, the Vice President, or in the absence of both of them, the Past President may preside over the meeting.
12. The Chairperson shall not have a vote except in the case of a tie. In the case of a tie the Chairperson shall have the deciding vote.
13. Every member shall have one vote and not more.
14. Unless otherwise determined at the Annual Meeting, the number of Directors shall not be less than five (5) and one director from HMCS Acadia Museum as long as they are co-located with the Cornwallis Military Museum.
15. Any voting member of the Society shall be eligible to be elected a Director of the Society.
16. Members shall elect the Director at an Annual Meeting of the Society. Director's term of office is for three (3) years from date appointed.
17. At the Annual Meeting of the Society any Director retiring from office shall hold office until the dissolution of the meeting at which his/her successor is elected. Retiring Directors shall be eligible for re-election. The Nominating Chairperson will be the immediate Past President.
18. The Board of Directors may fill any vacancy from the Society if a Director resigns, ceases to be a member of the Society, or expires. The vacancy created may be filled for the unexpired portion of the term.
19. The Society may, by Special Resolution, remove any Director before the expiration of his/her period of office and appoint another person. The person so appointed shall hold office during such time only as the Director in whose place the appointment is made.

CORNWALLIS MILITARY MUSEUM ASSOCIATION BY-LAWS

20. The Directors of the Society may exercise any powers of the Society not required by this Act or the By-laws to be exercised by the members of the Society at a General Meeting. R.S., c. 435, s.16.

21. a. The President of the Society must be familiar with the operation of the museum and he/she should take guidance from his/her executive. The President should adhere to the President's Terms of Reference.

b. The Vice President of the Society must be familiar with the operation of the museum and he/she should be able to assume the duties of the President when the President is ill or away. The Vice President should adhere to the Vice President's Terms of Reference.

c. The Secretary of the Society shall record, prepare and retain the minutes, custody of the books and records of all the meetings of the Society. The Secretary should adhere to the Secretary's Terms of Reference.

d. The Treasurer of the Society is assigned the primary responsibility of overseeing the management and reporting of the organization's finances. The Treasurer shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The position of Secretary/Treasurer can be combined. The Treasurer should adhere to the Treasurer's Terms of Reference.

The following officers of the Cornwallis Military Association will have signing authority: The President; 1st Vice President; and, the Treasurer on all Society cheques. The Treasurer will initiate and be one signer of all cheques unless absent. This authority will be on a yearly basis and any two signatures of the three will suffice.

Revenue and Expenditures: All money or other chattels received from any source must be accounted for, and turned over to the Treasurer for inclusion in the bank deposit at the completion of the event. Expenditures: Cheques in excess of \$250.00 require mandatory approval of the executive.

e. The Directors may appoint a temporary substitute for any Director's position who shall, for the purpose of these By-laws, be deemed to be Secretary.

22. The Auditor(s) of the Society shall be appointed annually by the members of the Society at the Annual Meeting and, on failure of the members to appoint the Auditor(s), the Directors may do so.

23. The Auditor(s) shall make a written report to the members upon the balance sheet and account, and in every such report, shall state whether, as an opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, such shall be read at the Annual Meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the Auditor(s) shall

CORNWALLIS MILITARY MUSEUM ASSOCIATION BY-LAWS

be filed with the Registrar within fourteen (14) days after the Annual Meeting as required by law.

24. The Society has power to repeal or amend any of these By-laws by a Special Resolution passed in the manner prescribed by law.
25. The Society shall file with the Registrar with its annual statement a list of Directors 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.
26. The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the resolution is passed.
27. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution by the Board of Directors.
28. The members may inspect the annual financial statements and minutes 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 Meeting.
29. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice Chairperson and the Secretary or otherwise as prescribed by resolution of the Board of Directors.
30. The Society may borrow money but a Special Resolution must exercise it.