

THE TURKISH SOCIETY OF NOVA SCOTIA

MEMORANDUM OF ASSOCIATION

- The Turkish Society of Nova Scotia is a modern, democratic, autonomous and secular organization.
- The Society shall carry out its activities in Nova Scotia, Canada.

Objectives of the Society:

a. To represent the Turkish community of Nova Scotia in the best possible way by encouraging and establishing closer relationships, and by improving interactions and collaborations between Canadian and Turkish people living in Nova Scotia.

b. To enhance cooperation and collaboration within the Turkish community and coordinating activities in a society where democratic ideals are valued, and rights of individuals are respected.

c. To organize activities or to participate in organized activities representing the community on important cultural, economic, political, historical and social topics which would be of interest for Turks, the Turkish speaking community of Nova Scotia and/or those individuals who would have interest in the Turkish culture and heritage.

d. To organize and sponsor conferences, seminars, lectures, workshops, cultural and social events, to exchange information and material to implement the objectives of the Society.

e. To assist Turkish newcomers to Nova Scotia and/or those individuals and organizations who share and support the Turkish language, culture or heritage in their efforts to integrate with Nova Scotia and the Nova Scotia Turkish community and their settlement process, and to try to offer solutions for their adaptation to daily and professional lives in Nova Scotia.

f. When deemed appropriate, to form strategic partnerships and alliances with organizations and communities within or outside of Canada with objectives and/or activities consistent with the Society's objectives and aims.

g. To provide assistance for the advancement of social, cultural and charitable pursuits of the Turkish people living in Nova Scotia.

h. To accept donations from individuals, organizations and corporations without any conflicting interests with the Society, to organize and run fundraising activities such as auctions, lotteries, etc. for the purpose of achieving the Society's objectives.

i. To take part in events consistent with the Society's objectives such as providing opportunity for bursaries for individuals and making donations to member or non-member individuals, organizations or associations.

j. To utilize any fixed assets and monies acquired by way of grant, gift, purchase, bequest, devise or otherwise for the purpose of achieving the Society's objectives.

k. To buy, hold, lease, mortgage, sell and convey such fixed assets and monies as may be required or desired for the purpose of achieving the Society's objectives.

l. The society's activities shall be carried out without intent to benefit any one member, and that any surplus or accretions of the Society shall be used solely for the purpose of promoting the Society's objectives and aims.

m. The Society, outside the rights explicitly stated in the Memorandum of Association, shall only have authority to exercise other rights allowed under the Nova Scotia Societies Act and prescribed by law.

n. If for any reason, the Society's operations are terminated, dissolved or wound up, all of the Society's remaining monies, funds, real estate(s), etc. at that time, after satisfying all its debts

and liabilities, shall be donated to a Turkish Society registered in any province of Canada that has objectives similar to those of this Society.

BY-LAWS OF THE TURKISH SOCIETY OF NOVA SCOTIA

1) In these By-Laws (the “By-Laws”) of the Turkish Society of Nova Scotia (the “Society”), unless explicitly stated otherwise herein, the terms listed below shall have the following meanings:

a) “Administrative Bodies” shall mean the General Assembly, the Board of Directors, the Audit Council and the Ethic Council altogether as specified in Article 11 of these By-Laws.

b) “Audit Council” shall mean the council as defined in Article 57 of these By-Laws.

c) “Board of Directors” shall mean the executive body of the Society as defined in Article 37 of these By-Laws.

d) “Budget” shall mean the financial document in which the proposed revenues and expenses of the Society within a Fiscal Year are outlined.

e) “Corporate Membership” shall mean the membership as defined in Article 6(b) of these By-Laws.

f) “Ethic Council” shall mean the council as defined in Article 58 of these By-Laws.

g) “Fiscal Year” shall mean the fiscal operation period of the Society as defined in Article 13 of these By-Laws.

h) “General Assembly” shall mean an assembly of the Society’s Members who are entitled to exercise voting rights, excluding the Honorary Members.

i) “Honorary Membership” shall mean the membership as defined in Article 6(c) of these By-Laws

j) “Individual Membership” shall mean the membership as defined in Article 6(a) of these By-Laws

k) “Lifetime Membership” shall mean the membership as defined in Article 6(d) of these By-Laws

l) “Member”, “Members” or “Membership” shall mean those member(s) whose membership(s) to the Society have been accepted pursuant to Articles 2 to 10 of these By-Laws.

m) “Memorandum of Association” shall mean the memorandum stating the Society’s objectives and the scope of activities, and it shall be an integral part of these By-Laws.

n) “Officers” are those specified in Article 51 of these By-Laws.

o) “Special Majority”, where explicitly stated in the relevant provisions of these By-Laws, shall mean the increased majority that will be, at a minimum, required to pass resolutions at the meetings of the Society’s Administrative Bodies. These types of resolutions shall require three-fourths of the votes of the members who are present to form the meeting quorum of such Administrative Body. Pursuant to the Nova Scotia Societies Act, resolutions passed by Special Majority at the General Assembly meetings shall be deemed as special resolutions.

p) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.

q) “Simple Majority” shall mean, unless explicitly stated otherwise in these By-Laws, the minimum majority required to convene, and pass resolutions at the meetings of the Society’s Administrative Bodies:

i) The minimum meeting quorum of an Administrative Body shall require the presence of one half of the members of that Administrative Body plus one.

ii) The minimum resolution quorum of an Administrative Body shall require one half of the votes of the members that are present to form the meeting quorum of such Administrative Body, plus one.

r) "Society" means the Turkish Society of Nova Scotia.

MEMBERSHIP

- 2) The admission as a Member of the Society is subject to the acceptance of the purposes of the Society as specified in its Memorandum of Association and supporting the Society in accordance with its By-Laws and the Memorandum of Association. Unless explicitly stated otherwise in these By-Laws, applications for Membership to the Society shall be subject to the approval of the Board of Directors.
- 3) The names of the individual and corporate applicants, whose applications are approved for Membership pursuant to the Memorandum of Association and these By-Laws, shall be entered in the registry of Members of the Society, and no other person shall be considered a Member.
- 4) The number of Members that may be registered in the Society is unlimited.
- 5) Membership of the Society shall not be transferable.
- 6) Membership to the Society is comprised of the categories listed below. Unless explicitly stated otherwise in these By-Laws, the Members of the Society shall be obligated to pay their Membership dues as outlined in Article 9, and they shall be eligible to hold office in the Society's Administrative Bodies.
 - a) Individual Membership: Any individual over the age of 18 years, residing in Canada may apply for the Individual Membership. Individual Members shall be eligible to vote at the meetings of the Administrative Bodies of the Society.

b) Corporate Membership: Legal entities, companies, corporations, not-for-profit organizations, partnerships, institutions and other similar organizations registered, or incorporated and/or performing their operations in Canada may apply for the Corporate Membership. Corporate Members shall be eligible to vote at the meetings of the Administrative Bodies of the Society.

c) Honorary Membership: The Board of Directors may, by a unanimous vote, propose to the General Assembly of the Society to extend Honorary Memberships to certain individuals, corporations, organizations, or associations that are not already Member(s) to the Society in recognition of their significant support and contributions to the Turkish community and for their monetary and/or in-kind contributions to the Society's objectives and activities as outlined in the Memorandum of Association. The General Assembly may extend Honorary Memberships according to its resolutions to be rendered by Simple Majority. The Honorary Members shall not be required to pay Membership dues and shall neither be eligible to vote at the General Assembly meetings, nor be eligible to serve as a member of the Administrative Bodies of the Society. The Honorary Members may participate in all activities of the Society, except for the Administrative Bodies.

d) Lifetime Membership: The Board of Directors may, by a unanimous vote, extend Lifetime Membership to those who had been Members of the Society for at least five (5) years for their distinguished services and contributions to the Society. Lifetime Members shall not be required to pay Membership dues. Lifetime Members shall be eligible to vote at the General Assembly meetings and serve as a member of the Administrative Bodies of the Society.

7) Applications for Membership to the Society shall be made in writing in a manner prescribed by the Board of Directors. The Board of Directors shall be responsible for accepting or rejecting applications for Membership, in their sole discretion.

8) Membership in the Society shall cease when:

- a) Individual, Corporate, Honorary, or Lifetime Member submits to the Board of Directors a written notice of resignation;
 - b) Individual, Honorary, or Lifetime Member is deceased;
 - c) Corporate Member's legal entity ceases to exist,
 - d) As outlined in Article 9(b) of these By-Laws; and
 - e) Expelled from the Society in accordance with Articles 58(c)(v) by the decision of the General Assembly.
- 9) Members of the Society shall be obliged to pay their annual Membership dues or any other financial obligations prescribed by the Board of Directors every year by the end of the 31st day of December.
- a) If a Member fails to pay his/her/its Membership dues and any other financial obligations to the Society within the aforementioned period, the Membership rights and privileges of such Member shall be automatically suspended. For this suspension, the Board of Directors shall not be required to render a resolution, nor shall it be required to send a notice to that Member. Should that Member pay his/her/its Membership dues and other financial obligations, if any, at the first upcoming General Assembly meeting, that Member's Membership, along with the rights and privileges arising from such Membership, shall be automatically reinstated.
 - b) If a Member fails to pay his/her/its Membership dues and any other financial obligations to the Society at the first upcoming General Assembly meeting, the Membership of that Member shall automatically cease as of the date of that General Assembly meeting without any need to render a resolution or send a notice to that Member.

10) The Board of Directors may, by a Special Majority vote, suspend any Member's Membership in the following circumstances:

- a) Pursuant to Article 58 of these By-Laws regarding the Ethic Council; or
- b) In the event that a Member breaches the Memorandum of Association and/or the By-Laws of the Society through his/her/its willful acts or negligence

ADMINISTRATIVE BODIES

11) The following are the Administrative Bodies of the Society:

- a) General Assembly
- b) Board of Directors
- c) Audit Council
- d) Ethic Council

12) Unless explicitly stated otherwise in these By-Laws, the Simple Majority shall be required for the meeting and resolution quorums at the meetings of the Society's Administrative Bodies, and every member of the Administrative Body shall only be entitled to one vote.

FISCAL YEAR

13) The Fiscal Year of the Society shall be the period from January 1st to December 31st of the same year.

GENERAL ASSEMBLY MEETINGS OF THE SOCIETY

- 14) The General Assembly is the supreme body of the Society.
- 15) Unless an earlier or a later date is determined by the Board of Directors, the ordinary or annual General Assembly meeting of the Society shall be held within sixty (60) calendar days after the end of each Fiscal Year of the Society.
- 16) The Board of Directors shall determine the date, time and location of the ordinary annual General Assembly meeting and notify the Members of the Society at least thirty (30) calendar days in advance of the date of the meeting by sending a written notice to the latest electronic addresses of its Members, and if electronic address is not available, to their mailing addresses based on the Members' electronic or mailing addresses recorded by the Society. In the same notice, the Members shall be notified of the date, time and location of the second annual General Assembly meeting should a quorum of the Members not be in attendance at the first scheduled annual General Assembly meeting. The time period between the first and the second meeting shall not be less than one (1) week. The General Assembly meetings shall be held in Halifax, Dartmouth, or Bedford, Nova Scotia.
- 17) In addition to an ordinary General Assembly meeting as specified in Article 15 above, an extraordinary General Assembly meeting may be held anytime during the same Fiscal Year upon:
- a) The written request of twenty-five percent (25%) of the Members of the Society to the Board of Directors;
 - b) The resolution of the Board of Directors rendered with a Special Majority, if it deems necessary to convene an extraordinary General Assembly;

- c) The resolution of the Audit Council rendered with a Special Majority pursuant to Article 57(c)(iv), the Audit Council sends a written announcement to the Members of the Society to convene an extraordinary General Assembly; and
 - d) The resolution of the Ethic Council rendered with a Special Majority pursuant to Article 58(e), the Ethic Council sends a written announcement to the Members of the Society to convene an extraordinary General Assembly.
- 18) Unless the nature and subject matter of an extraordinary General Assembly meeting is deemed to necessitate a longer period for preparation, extraordinary General Assembly meetings to be convened pursuant to Article 17(a), shall be held within thirty five (35) calendar days of the written request made to the Board of Directors. The Members of the Society shall be notified in writing at least fifteen (15) calendar days in advance of an extraordinary General Assembly to be held pursuant to Article 17. In such a notice, the Members shall be notified of the date, time, location and agenda of the extraordinary General Assembly meeting. Except for meeting and written notice period requirements stated in this Article 18, the procedure to notify the first and second extraordinary General Assembly meetings shall be the same as stated in Article 16.
- 19) All notices shall be in writing and shall be sent to each Member's last known address by mail, facsimile, or electronic communication. Any notice, if sent by facsimile and/or electronic communication, shall be deemed to have been duly given when transmission has been confirmed; and if sent by regular mail, shall be deemed to have been duly given at the time when the correctly addressed envelope containing the notice has been delivered to the post office. 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 a notice by any Member shall not invalidate the proceedings at any General Assembly meeting.
- 20) All business transacted outside the Society's annual ordinary General Assembly meeting and/or all business transacted at the Society's extraordinary General Assembly meeting shall be deemed to be special business of the Society.

21) At each annual General Assembly meeting of the Society, the following items of business shall be dealt with as part of the agenda, and they shall be deemed to be ordinary business. The Board of Directors may add additional items to the agenda as long as those items have been included in the notice of the meeting sent to the Members.

Agenda items:

- a) Opening of the meeting by the chairperson pursuant to Article 24 of these By-Laws; and in his/her absence, by one of the Members indicated in Article 25. Nominations and elections of chairperson and secretary of the General Assembly.
- b) Roll call and confirmation of the meeting quorum by the chairperson of the General Assembly.
- c) Presentation and acceptance of the minutes of the preceding ordinary General Assembly meeting and actions thereupon.
- d) Presentation of the Board of Directors' annual report.
- e) Presentation of various committee reports, if any.
- f) Presentation and acceptance of financial statements, including income statement, balance sheet and audit report.
- g) Presentation and acceptance of the proposed annual fees for Individual and Corporate Members. Discussions on Membership activities.
- h) Presentation and acceptance of the Society's Budget for the ensuing year.
- i) Elections of the members of the Board of Directors for the vacant seats.

- j) Elections of the members for the Ethic Council.
- k) Elections of the members for the Audit Council and/or appointment of independent auditors.
- l) Call for volunteers for various committees of the Society and brief discussion on the proposed committees and committee activities.
- m) Discussions on unfinished business.
- n) Suggestions.
- o) Adjournment.

22) Unless explicitly stated otherwise in these By-Laws, all resolutions at ordinary and extraordinary General Assembly meetings of the Society shall be rendered by Simple Majority. Any changes to the Memorandum of Association shall require Special Majority. Members of the Society may attend General Assembly meetings either in person or by proxy duly given pursuant to these By-Laws. No business shall be transacted at any General Assembly meeting of the Society unless quorum of the Members is present at the commencement of such meeting.

23) If within one-half hour from the scheduled opening time of a General Assembly meeting, the quorum of the Members is not present, the meeting shall be postponed by the chairperson of the Board of Directors or in his/her absence by the present members of the Board of Directors. Such a postponed General Assembly meeting shall be held pursuant to Article 16 or 18, as the case may be, with the Members present at the second General Assembly meeting without seeking the meeting quorum of the Members.

24) The chairperson of the Board of Directors shall commence the Society's General Assembly meetings and administer the election procedure of the chairperson and secretary of the

General Assembly meeting. Following the election of the chairperson, the chairperson of the Board of Directors shall turn over the meeting to the newly elected chairperson of the General Assembly. Any Member of the Society, except Honorary Members, may be nominated and elected to serve as chairperson and secretary of the General Assembly.

- 25) If the chairperson of the Board of Directors is not present at the opening of a General Assembly meeting, the vice-chairperson shall preside as chairperson. If neither the chairperson nor the vice-chairperson is present, a Member from the Board of Directors or from the General Assembly shall preside and proceed with the meeting until a chairperson and a secretary of the General Assembly have been elected.
- 26) The chairperson of the General Assembly shall be entitled to vote at any General Assembly meeting as a Member of the Society. In the case of equal votes, the chairperson shall be entitled to cast a deciding vote in addition to the vote to which he/she is entitled as a Member of the Society.
- 27) Following the opening of any General Assembly meeting, the chairperson of the General Assembly may, with the consent of the General Assembly, postpone the meeting for reasons of natural disasters or unexpected significant events. In this case, the General Assembly shall notify the Members of the date, time and place of the postponed General Assembly meeting. At this postponed General Assembly meeting, the meeting shall continue from where it was adjourned, and only the business left unfinished shall be transacted. No new business shall be transacted at any postponed General Assembly meeting unless the Members have been notified of such new business in the agenda of the meeting in advance.
- 28) Unless explicitly stated otherwise in these By-Laws, voting at ordinary and extraordinary General Assembly meetings shall be by an open ballot. In the case of elections of members to the vacant seats of the Administrative Bodies of the Society, if there are more nominations than the number of vacant seats and/or if there are equal votes as a result of the first round of voting with respect to a matter discussed at the General Assembly meeting, the second round of voting shall be by a secret ballot. If there are equal votes after the second round of voting

as well, the chairperson of the General Assembly shall be entitled to cast a deciding vote in addition to the vote to which he/she is entitled as a Member pursuant to Article 26.

29) At any General Assembly meeting, unless demanded by at least three (3) Members that the votes be individually counted, the chairperson shall have a right to declare that a resolution has passed based on show of hands or expression of voice. Such a declaration by the chairperson and entry of the same in the book of proceedings of the Society shall be sufficient evidence of the fact without the count of individual for and against votes.

30) If an individual count is demanded by at least three (3) Members in the aforementioned manner, voting shall be held in such a manner as the chairperson may prescribe and the result of such count shall be deemed to be a duly voted on resolution at the General Assembly meeting of the Society.

31) A resolution in writing signed by every Member who would be entitled to vote on that resolution at a General Assembly meeting shall be deemed to be duly voted on as if it were passed by such Members at a General Assembly meeting. The copies of all resolutions passed in this manner shall be kept with the minutes and the book of proceedings of the Society.

VOTES OF MEMBERS

32) Unless explicitly stated otherwise in these By-Laws, at the meetings of the Administrative Bodies of the Society, every Member who is eligible to vote shall have only one vote.

33) Each Individual Member and Lifetime Member may, by means of a written proxy, appoint a proxy holder to attend and vote on his/her behalf at a General Assembly meeting in the manner and to the extent authorized by the proxy. The proxy holder shall be a Member eligible to vote.

- 34) Each Corporate Member shall designate a representative to attend and vote on its behalf at General Assembly meetings, and shall provide the secretary or the treasurer of the Society with the representative's full name, address, electronic mail address and all other contact information in writing. Designated representatives do not need to be Members of the Society. Corporate Members may change their designated representative from time to time by providing a written notice of such change to the secretary or the treasurer of the Society with the representative's full name, address, electronic mail address and all other contact information. Designated representatives of the Corporate Members cannot appoint proxies or accept proxies from other Members in order to attend the Society's General Assembly meetings.
- 35) Instrument of proxies for General Assembly meetings shall, to the extent possible, be in the form attached to these By-Laws as Schedule "A".
- 36) At the General Assembly, each Individual Member and Lifetime Member shall be allowed to hold only one proxy.

BOARD OF DIRECTORS

- 37) The Board of Directors is the executive body of the Society. It reports to the General Assembly of the Society.
- 38) Unless explicitly decided otherwise at a General Assembly meeting, the Board of Directors shall be comprised of minimum six (6) and maximum nine (9) Members.
- a) Minimum number of members on the Board of Directors decided by the General Assembly may not be less than five (5). Should the number of the Board members fall below five (5), the Board of Directors is obligated to call an extraordinary General Assembly meeting for the election of new members to the Board of Directors to fill the vacant seats as soon as possible.

- b) Unless explicitly decided by the General Assembly to have a Board of Directors comprised of five (5) members, when the number of members on the Board fall to five (5), the Board of Directors shall appoint a new member to the Board to bring the number of members to a minimum of six (6). Such an appointed Member shall serve on the Board of Directors until the first General Assembly meeting.
- c) In addition to the procedures that must be followed to maintain the minimum required numbers for the Board as outlined in Article 38(a) and 38(b) above, the Board may choose to appoint a member to fill a vacant seat on the Board, if a member is deemed to have abandoned his/her/its Board membership according to Article 44, has resigned or deceased. The newly appointed Board member shall serve on the Board of Directors until the first General Assembly meeting.

39) The Immediate past chairperson of the Board who has not been re-elected to the Board of Directors, may choose to participate in the Board of Directors' meetings, however, shall not be eligible to vote.

40) Except for Honorary Members, all other Members of the Society shall be eligible to be members of the Board of Directors. Any Individual or Corporate Member who is interested in serving on the Board of Directors shall send a written notification regarding his/her/its nomination to the chairperson of the Board of Directors or, in his/her absence, to the Board of Directors, or to the chairperson of the General Assembly where elections are scheduled to be held or, upon acceptance by the nominee, may be nominated at the General Assembly meeting in writing by at least two Members. In the case of a Corporate Member having been elected to the Board of Directors, such Corporate Member shall designate a representative pursuant to Article 34.

41) The members of the Board of Directors shall be elected for a three (3) year term at the Society's ordinary General Assembly meeting pursuant to Article 28 of these By-Laws, unless exceptions to this principle are stated otherwise in these By-Laws.

- 42) It is the Society's desire to renew approximately one-third of the members of the Board of Directors each year in order to provide continuity and also encourage new members to join the Board of Directors. This may be achieved by retirement of the Board members whose term of duty shall expire by the annual General Assembly meeting and/or by other means as may be deemed appropriate by the Board of Directors. The Board members who shall be leaving the Board of Directors in this manner shall serve until the General Assembly meeting where elections for the new members are scheduled to be held. The members of the Board of Directors who may have ceased their Board membership in this manner or members who may have served their full term on the Board shall be eligible for re-election to the Board of Directors.
- 43) The membership to the Board of Directors cannot be performed by proxy. Board Members shall not be allowed to appoint representatives to the Board.
- 44) Any member of the Board of Directors who has not attended three (3) consecutive Board meetings without reasons satisfactory to the Board of Directors may be deemed by the Board of Directors to have resigned from the Board of Directors. The Board of Directors shall be required to pass a resolution by Special Majority to that effect, and such Member shall cease to be a member of the Board of Directors as of the date of such resolution.
- 45) Meetings of the Board of Directors shall be held as often as the business of the Society may require. Meetings of the Board of Directors may be held following the adjournment of General Assembly meetings without an advance notice. For all other Board of Directors' meetings, a notice shall be given to all members of the Board of Directors by the chairperson or the secretary, specifying the date, time and place thereof. Other than urgent circumstances, such a notice shall be given at least ten (10) calendar days prior to the meetings of the Board of Directors by means of electronic communications. The non-receipt of such a notice by the members of the Board of Directors shall not invalidate the proceedings of the Board of Directors' meetings.

- 46) Unless explicitly stated otherwise in these By-Laws, the meeting quorum at the Board of Directors' meetings shall be Simple Majority and the decision quorum shall be the Simple Majority of the votes of the members that are present to form the meeting quorum. No business shall be transacted at any meeting of the Board of Directors unless quorum of the members as stipulated in these By-Laws is present.
- 47) A member of the Board of Directors may participate in the Board of Directors' meetings but cannot cast his/her/its vote, if the Board of Directors is required to render a resolution on any subject related to such Board member and/or the family of such Board member.
- 48) The chairperson or, in his/her absence, the vice-chairperson or, in the absence of both of them, any member of the Board of Directors appointed from among the Board members present at the meeting shall preside as the chairperson at the Board of Directors' meetings.
- 49) The chairperson shall be entitled to cast a deciding vote, in addition to the vote to which he/she is entitled as a member of the Board of Directors, in the case of equal votes at the Board of Directors' meetings.
- 50) The management of the activities of the Society shall be vested in the Board of Directors who, in addition to the powers and authorities by these By-Laws or otherwise expressly conferred upon them, shall 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 Assembly meetings. The Board of Directors shall appoint an executive committee consisting of the Officers and such other persons as the Board of Directors decide.

OFFICERS

51) The Officers of the Society, elected from the members of the Board of Directors, are as follows:

- Chairperson
- Vice-chairperson
- Secretary
- Treasurer
- *Secretary and treasurer may be the same person.*

52) The Officers shall be elected at the first Board of Directors' meeting following the General Assembly meeting and shall hold office until their successors have been appointed.

53) Any member of the Board of Directors may nominate himself/herself or another member of the Board of Directors as a candidate for chairperson. The Board of Directors shall then elect one of the nominees to be the chairperson of the Board of Directors with a secret ballot. Unless explicitly decided otherwise by the Board of Directors, the chairperson shall also serve as the president of the Society. Unless explicitly decided otherwise by the Board of Directors, the chairperson shall be elected for a term of one (1) year and his/her term may be extended for one more year with the approval of the Board of Directors. The chairperson shall have general supervision of the activities of the Society and shall perform such duties as maybe assigned to him/her by the Board of Directors.

54) The Board of Directors shall also elect a vice-chairperson from its members The vice-chairperson shall perform the duties of the chairperson at the request of the Board of Directors and as per its directions, if the chairperson is ill, or is not able to perform his/her/its duties, or becomes incapacitated, or in his/her absence, or if requested by the chairperson for a certain period of time.

55) The Board of Directors shall elect from its members a secretary to keep minutes of the meetings and to perform such other duties as may be assigned to him/her by the Board of Directors. The Board of Directors shall also elect from its members a treasurer to perform accounting functions, maintain financial records, and to perform such other duties as may be assigned to him/her by the Board of Directors. The treasurer is required have education and/or experience in the fields of finance, commerce, or accounting. If deemed advisable by the Board of Directors, the same person may carry out the functions of the secretary as well as the treasurer.

56) The Board of Directors, if deemed necessary, may temporarily appoint another member from the Board as a temporary secretary. Pursuant to these By-Laws, such a member appointed as temporary secretary shall be deemed to be the secretary for the duration he/she has been appointed.

AUDITING

57) Audit Council

- a) Definition: The Audit Council is the body that monitors the financial records of the Society and reports to the General Assembly. The individuals who will serve on the Audit Council are required to have education and/or experience in the fields of finance, commerce, or accounting. .
- b) Election: The Audit Council shall be comprised of three (3) persons elected from the Members of the Society. The members of the Board of Directors shall not be eligible to serve on the Audit Council. The members of the Audit Council shall be elected by the General Assembly for a one (1) year term pursuant to Article 28. The members of the Audit Council who served their full term shall be eligible for re-election. The Audit Council shall elect a chairperson from its members at its first meeting following the General Assembly meeting. The Audit Council at the subject meeting shall establish its own procedures and advise the Board of Directors of the same.

c) Duties: The following are the duties of the Audit Council:

- i) To monitor the financial records of the Society and submit an “Audit Report” at the meetings of the General Assembly.
- ii) When it deems necessary, to inspect the financial records of the Society following a two (2) weeks’ advance notice to the Board of Directors. If it deems necessary, to advise the Board of Directors regarding procedures and practices of financial record keeping.
- iii) If it identifies deficiencies, to warn the Board of Directors of such deficiencies and to ensure that the deficiencies have been corrected.
- iv) If it is of the opinion that, there are deficiencies and errors in financial matters which may threaten the financial stability and integrity of the Society, or if it receives a written complaint from the Members regarding the financial matters of the Society, and in spite of issuing warnings to the Board of Directors, if it is still of the opinion that appropriate corrective actions have not been taken, to call an extraordinary General Assembly meeting in accordance with a resolution it will render with Special Majority pursuant to Article 17(c) of these By-Laws. In this case, the Board of Directors and/or the secretary shall be required to provide the Audit Council with the most recent Membership list including the Members’ contact information.
- v) The Audit Council shall prepare an audit report for the Members regarding the financial position of the Society and such report shall include the balance sheet and income statement. In this report, the Audit Council shall provide its opinion on the accuracy and the completeness of the income statement and balance sheet, and whether or not generally accepted

accounting principles had been used, and present its report at the annual meeting of the General Assembly. A copy of the preceding year's financial statement showing income statement and balance sheet, audited and signed by the Audit Council shall be filed with the Registrar within fourteen (14) calendar days after the annual General Assembly meeting as required by law.

ETHIC COUNCIL

58) Ethic Council

- a) Definition: The Ethic Council is the body that investigates and examines complaints about issues related to the membership of a Member of the Society, and makes recommendations to the Board of Directors and the General Assembly. The Ethic Council operates at arm's length and independent of the Board of Directors.
- b) Election: The Ethic Council shall be comprised of three (3) persons elected from the Members of the Society. The members of the Ethic Council shall be elected by the General Assembly for a one (1) year term pursuant to Article 28. Any Member of the Ethic Council who served his/her full term shall be eligible for re-election. The Ethic Council shall elect a chairperson from its members at its first meeting following the General Assembly meeting.
- c) Procedures: The Ethic Council shall investigate complaints made by any one Member or Members of the Society about issues related to a Member of the Society, and shall reach a conclusion within the shortest reasonable time following the procedures outlined herein.
 - i) The Ethic Council shall not start an investigation without a complaint.

- ii) The Ethic Council shall interview the Member against whom a complaint has been made and other individuals involved, and gather views, information and evidence regarding the complaint.
- iii) The Ethic Council, as a result of its investigation pursuant to these By-Laws, shall reach its recommendations which may include condemnation of the Member, suspension of the Member's Membership for a certain period of time, expulsion of the Member from Membership, or dismissal of the complaint. The Ethic Council shall convey its recommendations with its reasons in writing to the Board of Directors.
- iv) The Board of Directors, upon receipt of the recommendations of the Ethic Council as specified in Article 58(c)(iii) above, shall deliberate on the recommendations of the Ethic Council at the earliest possible time. Should the views of the Board of Directors conflict with the recommendations of the Ethic Council, the Board of Directors shall re-examine the issue as soon as possible. The recommendations of the Ethic Council may only be overturned by a unanimous decision of the Board of Directors. The Board of Directors shall convey its decision on the Ethic Council's recommendations to the Member against whom the complaint had been made and to the Ethic Council in writing within seven (7) calendar days.
- v) Based on the Ethic Council's recommendations, a decision by the Board of Directors to suspend a Member's Membership and/or to call a General Assembly meeting for the expulsion of a Member from the Membership shall require a Special Majority.
- vi) Expulsion of a Member from the Membership shall be decided only by the General Assembly.

- d) A member of the Ethic Council may participate in the Ethic Council's meetings but cannot cast his/her/its vote, if the Ethic Council is required to render a resolution on any subject related to such Ethic Council's member and/or the family of such member.
- e) At the Ethic Council's meetings, when a decision is required on a complaint about any Member or Members of the Society's Administrative Bodies, and/or under important circumstances such as the possibility of such Member or Members subject to the complaint having any conflict of interest with the members of the Board of Directors, the Ethic Council may decide to defer its recommendations until the next General Assembly meeting and present its recommendations to the Members of the Society at the General Assembly meeting, or if it deems necessary, pursuant to Article 17(d), may call an extraordinary General Assembly meeting.

FINANCE, ADMINISTRATION AND BUDGET

- 59) Unless explicitly stated otherwise in these By-Laws, any and all negotiable instruments, legal and financial documents that may be executed on behalf of the Society such as agreements, contracts, deeds, cheques and bills of exchange, shall require any two signatures of the chairperson, vice-chairperson, secretary, or treasurer.
- 60) Each year, the Board of Directors shall prepare a draft Budget for the following Fiscal Year encompassing all estimated revenues and expenses for the proposed activities and events and present it at the annual ordinary General Assembly meeting for approval. The Board of Directors shall operate within the Budget approved by the General Assembly in a given Fiscal Year. Should unbudgeted expenses become necessary in a Fiscal Year, the Board of Directors may authorize the president of the Society to exceed the Budget by no more than fifty percent (50%). In any Fiscal Year, additional expenses shall not exceed the amount authorized in this manner.

- 61) All monies received on behalf of the Society shall be deposited in the Society's bank account set up at a Nova Scotia branch of a chartered bank designated by the Board of Directors.
- 62) The Society's authority to exercise its borrowing powers shall be subject to the General Assembly's approval.
- 63) To carry out the Society's business activities, the Board of Directors, if it deems appropriate, may:
- a) Provide and equip an office space;
 - b) Appoint staff, professionals, legal counsel and/or accountant, or benefit from their services;
 - c) Remunerate such staff, professionals, legal counsel and/or accountant for their services, and any other incidental expenses from the Budget and the Society's funds.
- 64) When expressly authorized by the Board of Directors, the members of the Board of Directors shall be reimbursed for any out-of-pocket expenses incurred in carrying out the business of the Society.

COMMITTEES

- 65) The General Assembly and/or the Board of Directors may set up committees for certain events and activities of the Society. The committees shall be comprised of Members and/or non-Members deemed to be suitable by the Board of Directors. The president of the Society may participate in all or any one of the committees at his/her discretion. The scope and duration of the committee tasks shall be determined by the Board of Directors.

MISCELLANEOUS PROVISIONS

- 66) The Society, pursuant to these By-Laws and as prescribed by law, shall have the power to repeal or amend any article of these By-Laws by a resolution passed by Special Majority. Amendment to any part of the Memorandum of Association shall require a resolution passed by Special Majority at the General Assembly meeting.
- 67) The Society shall file with the Registrar a list of the members of the Board of Directors with their addresses, occupations, and dates of appointment or election, and notify the Registrar of any change of members of the Board of Directors within fourteen (14) calendar days following such change.
- 68) The Society shall file with the Registrar a copy of every special resolution within fourteen (14) calendar days following the date of such special resolution.
- 69) The seal of the Society shall be in the custody of the secretary and it may be affixed to any document deemed appropriate by the Board of Directors.
- 70) Preparation of minutes of the meetings of the Society and of the Board of Directors, custody of the minutes of all the meetings, books and records shall be the responsibility of the secretary.
- 71) The books and records of the Society may be inspected by any Member at any reasonable time within two (2) calendar days prior to the annual General Assembly meeting at the registered office of the Society or at any other location determined by the Board of Directors.