

Nova Scotia Designer Crafts Council Memorandum of Association and Bylaws

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ARTICLE 1 – MEMORANDUM OF ASSOCIATION

1.1 Name

The name of this Society is NOVA SCOTIA DESIGNER CRAFTS COUNCIL.

The objectives of the Society are to encourage and promote both the craft movement in Nova Scotia and the public awareness and appreciation of craft products and activities.

To achieve these objectives, the Society will:

- a) conduct, coordinate, and encourage effective craft seminars and educational programs for craftspeople and the general public
- b) develop and encourage the highest standards in crafts
- c) publish a regular bulletin that will keep members of the Society, craft groups, and other individuals informed of craft activities and programs
- d) encourage the production and marketing of fine handcrafted products
- e) represent the craft community of Nova Scotia provincially and nationally
- f) acquire by way of grant, purchase, bequest, devise, or other-wise, real and personal property, and to use and apply such property to the realization of the objectives of the Society
- g) buy, hold, lease, mortgage, sell, and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the Society;

PROVIDED THAT nothing herein will permit the Society to carry on any trade, industry or business, and that the affairs of the Society will be conducted without any purpose of gain to any of the members, and that any surplus or accretions of the Society will be used solely for the purpose of the Society and the promotion of its objectives;

FURTHER PROVIDED THAT if for any reason the operations of the Society are terminated, wound up, or dissolved and there remains, at that time, after satisfaction of all the Society's debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objectives similar to those of the Society.

1.2 Scope of Activities

The activities of the Society are to be carried on in the Province of Nova Scotia.

Article 2 – DEFINITIONS

2.1 Definitions

In these By-laws,

- a) "Act" means Nova Scotia's *Societies Act* and any regulations under the Act, as amended from time to time
- b) "Board" means the Board of Directors of NSDCC
- c) "Director" means any member of the Board of Directors
- d) "Registrar" means the Registrar of Joint Stock Companies appointed by Nova Scotia's *Companies Act*.
- e) "Society" means Nova Scotia Designer Crafts Council (NSDCC).
- f) "Special resolution" means a resolution passed by not less than three quarters of voting members who are present at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. Attendance at a general meeting may be in person, represented by proxy or by way of conference telephone call, video conference, or any other form of electronic or digital communications, provided all members in attendance can hear each other and all communication and voting occurs in real time.

2.2 Interpretation

In the interpretation of these By-laws, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

ARTICLE 3 - AFFILIATION

3.1 Affiliation

By resolution of the Board, the Society may subscribe to, or become a member of, or enter reciprocal membership agreements with any other organization that has similar purposes, or provides privileges, information or contacts beneficial to the Society and its members.

ARTICLE 4 – MEMBERSHIP

4.1 Application

A person may apply to the Board for membership in the Society. The person becomes a member of the Society on the Board’s acceptance of the application and receipt of payment of membership dues, if any. Members may also be admitted in such other manner as may be prescribed by the Board by resolution.

4.2 Duties

Every member and associate member must uphold the Purpose and Objectives of the Society and must comply with these By-laws.

4.3 Categories of Members

There shall be two categories of members in the Society, namely, General Members and Associate Members. The following conditions of membership shall apply:

4.3.1 General Members

General membership shall be available to persons who have applied and have been accepted for general membership in the Society.

The term of membership of a general member shall be annual, subject to renewal in accordance with the policies of the Society, as may be updated from time to time.

Each general member is entitled to stand for election to the Board of Directors and hold office in the Society. Each general member is entitled to receive notice of, attend and vote at all meetings of members. Each general member shall be entitled to one (1) vote at such meetings.

General members have the right to receive the benefits of membership that are described, and updated from time to time, by the Board in the Membership Policy.

The specific general membership categories are identified and updated from time to time by the Board in Membership Policy.

4.3.2 Associate Members

Associate members do not have a vote in the Society, and they are not entitled to serve on the Board of Directors.

Non-voting associate membership shall be available to persons who have applied and have been accepted as associate members in the Society.

The term of membership of an associate member shall be annual, subject to renewal in accordance with the policies of the Society.

Associate members shall not be entitled to receive notice of, attend or vote at meetings of the members of the Society. They can be invited guests at any members meeting of the Society.

Associate members have the right to receive the benefits of membership that are described, and updated from time to time, in the Membership Policy.

The specific associate membership categories are identified and updated from time to time by the Board in Membership Policy.

4.4 Membership Dues

The amount of annual membership dues, if any, and the due date for payment of such dues, shall be determined by the Board.

4.5 Payment of Membership Dues

Members shall be notified by letter or by email of the membership dues payable by them and, if any are not paid within three (3) calendar months of the membership renewal date, the members in default shall automatically cease to be members of the Society.

4.6 Register of Members

In accordance with the Act, the Society shall maintain a register of its members that lists their name, mailing address, email address, occupation, the date they were admitted as a member and the date on which they ceased to be a member.

It shall be the duty of each member to notify the Secretary of any change in their information on the Register of Members.

Any notices mailed or emailed by the Society to the member's address or email that appears in the register will be considered valid notice.

4.7 Termination of Membership

A membership in the Society is terminated when:

- a) the member dies or resigns;
- b) the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- c) the member's term of membership expires;
- d) the member does not pay the membership renewal dues within 3 months of their due date; or
- e) the Society is dissolved under the Act

A membership is not transferable.

4.8 Resignation of Membership

Any member may resign from the Society by a written letter, facsimile or email of resignation which shall be effective upon delivery to the Secretary.

4.9 Discipline of Members

The Board shall have authority to censure, suspend or expel any member from the Society for any one or more of the following grounds:

- a) violating any provision of the articles, by-laws, or written policies of the Society;
- b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose and objectives of the Society.

In the event that the Board determines that a member should be censured, suspended or expelled from membership in the Society, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of censure, suspension or expulsion to the member and shall provide reasons for the proposed censure, suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Society. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the member, without any further right of appeal.

4.10 Eligibility for Membership

The following shall be admitted to membership in the Society:

Any individual over the age of eighteen (18) years who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the general meeting of members.

4.11 Number of Members

For the purposes of registration, the number of members of the Society is unlimited.

4.12 Member Non-transferable

Membership in the Society shall not be transferable.

ARTICLE 5 – GENERAL MEETINGS of the MEMBERS

5.1 General Meetings

An Annual General Meeting must be held no later than September 30th of each year. The Board may, at any time, call other General Meetings.

5.2 Members Calling a Members' Meeting

A special meeting of members of the Society may be called by the Chairperson or by a majority of the Directors at any time, and shall be called by the Directors if requested in writing by at least twenty-five percent (25%) of the members of the Society or twenty (20) voting members, whichever is less.

5.3 Notice of Members Meeting

Notice of the date, time and physical or digital location of a General Meeting must:

- a) Be sent to Members by letter or email at least 21 days before the meeting and not more than 60 days before the meeting;

- b) State the nature of any business, other than ordinary business, to be transacted at the meeting in sufficient detail to permit a member receiving the notice to form a reasoned judgment concerning that business; and
- c) Include the text of any resolution to be submitted to the meeting that, under the Act, must be passed as a special resolution.

5.4 Quorum

Twenty (20) or ten percent (10%) of voting members, whichever is less, will constitute a quorum.

5.5 Quorum required

Business, other than the confirmation or election of the chair of the general meeting and the adjournment or termination of the meeting, must not be transacted unless a quorum of members is present. If, at any time during a General Meeting, there ceases to be a quorum of members present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.

5.6 Lack of Quorum at General Meetings

If, within 30 minutes from the time set for holding a General Meeting, a quorum is not present:

- a) The meeting stands adjourned to the same day in the next week, at the same time and place or, if the place is not available, at such other place as may be determined by the chair with notice to the members;
- b) If, at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the members who are present constitute a quorum for that meeting.

5.7 Chair of General Meeting

The following individual shall preside as chair of a General Meeting:

- a) The individual, if any, appointed by the Board to preside as the chair;
- b) If the Board has not appointed an individual to preside as the chair or the individual appointed by the Board is unable to preside as the chair:
 - i. The president, if any;
 - ii. The vice-president, if any, if the president is unable to preside as the chair; or
 - iii. A Director present at the meeting, if both the president and vice-president are unable to preside as chair, or if there is no president or vice-president; or
- c) If there is no individual entitled under (a) or (b), above, who is able to preside as the chair of the meeting within 30 minutes from the time set for holding the meeting, the members who are present shall elect a member present at the meeting to preside as the chair.

5.8 Ordinary business at general meeting

At a General Meeting, the following business is ordinary business:

- a) Adoption of rules of order and agenda;
- b) Consideration of any financial statements of the Society presented to the meeting;
- c) Consideration of the reports, if any, of Directors or accountant;
- d) Election of or appointment of Directors;
- e) Appointment of an accountant, if any; and
- f) Business arising out of a report of the Directors that does not require the passing of a special resolution.

All other business transacted at an annual general meeting of members shall be deemed to be special business.

5.9 Order of business at a General Meeting

The order of business at a General Meeting is as follows:

- a) Elect an individual to chair the meeting, if necessary;
- b) Determine that there is a quorum;
- c) Approve the agenda;
- d) Approve the minutes from the last General Meeting;
- e) Deal with unfinished business from the last General Meeting;
- f) If the meeting is an annual General Meeting:
 - i. Receive the Directors' report on the financial statements of the Society for the previous financial year, and the accountant's report, if any, on those statements;
 - ii. Receive any other reports of Directors' activities and decisions since the previous annual General Meeting;
 - iii. Elect or appoint Directors; and
 - iv. Appoint an accountant, if any;
- g) Deal with new business, including any matters about which notice has been given to the members in the notice of meeting;
- h) Terminate the meeting.

5.10 Attendance and voting at General Meeting by telephone or other communications medium

Attendance and voting at a general meeting may be in person, represented by proxy or by way of conference telephone call, video conference, or any other form of electronic or digital communications, provided all members in attendance can hear each other and all communication and voting occurs in real time. However, if, before or after such a vote, two or more members request a secret ballot or a secret ballot is directed by the chair, voting must be by secret ballot.

5.11 Rules of Order

The Society will manage its general meetings of members using the most recent edition of ROBERT'S RULES OF ORDER, published under the authority of the Roberts Rules Association.

5.12 Proxies

At any meeting of members, a proxy duly and sufficiently appointed by a member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing them, the same voting rights that the member appointing them would be entitled to exercise if present at the meeting. A proxy must be a voting member in good standing. An instrument appointing a proxy shall be in writing and shall be acted upon only if, prior to the time of voting, it is deposited with the secretary of the Society or of the meeting, or as may be directed in the notice calling the meeting.

5.13 Vote at a General Meeting

A matter to be decided at a General Meeting must be decided by ordinary resolution, with 50% plus 1 required to pass, unless the matter is required by the Act or these Bylaws to be decided by special resolution, which requires at least 75% of voting members present at the meeting to pass.

5.14 Result of Vote

The chair of a General Meeting must announce the outcome of each vote. That outcome must be recorded in the minutes of the meeting. Whenever a vote that is not by written ballot is made, then unless a written ballot is required or demanded, a declaration by the chair that a resolution has been carried or lost shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

ARTICLE 6 – DIRECTORS

6.1 Number of Directors and Management

The Society shall have no fewer than three (3), and no more than eleven (11), Directors including the immediately past president who is an ex-officio voting member of the Board.

6.2 Number of Directors and Management

The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may 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 meeting. The Directors shall appoint an Executive Committee to manage the day to day affairs of the Society. The Executive Committee shall have the power to make decisions to implement the policy set by the Board of Directors and to carry out such other functions as the Board of Directors may delegate by Resolution from time to time. Without restricting the generality of the foregoing, whenever it is necessary that a decision be made or that action be taken prior to a meeting of the Board of Directors, the Executive Committee shall have the power to make such decisions or to take such action as it deems necessary.

Without limiting the generality of the foregoing, the Board may:

- a) Implement policies, procedures and rules for managing the affairs of the Society;
- b) Implement policies, procedures and rules relating to the registration of members and shall have the authority to register members accordingly;
- c) Implement policies, procedures and rules relating to the management of disputes within the Society and shall have the authority to deal with all disputes accordingly;
- d) Implement policies, procedures and rules relating to the direction and control of monies, funds, investments and securities of the Society and shall have the authority to manage these accordingly;
- e) Establish committees, appoint members of committees, and determine the duties and functions of any committee; and
- f) Appoint or employ such persons as it deems necessary to carry out the work of the Society., including determining his/her duties, and responsibilities.

6.3 Board eligibility

Directors must:

- Be a voting member in good standing at the time of the annual general meeting
- be at least 18 years old
- not have been declared incapable under the laws of a Canadian province or territory, or by a court in a jurisdiction outside Canada
- be an individual not in bankrupt status

6.4 Nominating and Governance Committee

Nominating Committee is a sub-committee of the Governance Committee. The Nominating Committee shall be comprised of two members of the Board of Directors, and two voting members of the Society.

All members of the Nominating Committee have one (1) vote.

The Nominating Committee has two main areas of responsibility:

1. To identify qualified candidates to fill vacancies on the Society Board of Directors, both on an annual basis prior to the Annual General Meeting and on an as-needed basis on the occasion of Board vacancies which arise between Annual General Meetings.

- a. Reviews nominations submitted for open positions on the Board and, in the event insufficient nominations have been made, identifies and recommends additional nominees.
 - b. Confirms that all nominees are willing, if elected, to serve as Board members.
2. Assisting in facilitating the smooth operation of the Annual General Meeting.

The Nominating Committee will act within its board-approved Terms of Reference.

6.5 Call for Nominations

At least sixty days prior to the Annual General Meeting the Nominating Committee shall by letter or email and published on the Society's website:

- a) inform the membership of all vacant positions for the Board of Directors, including specific skills and responsibilities sought, expected time commitment for Board members, and the Register of Members of the Society
- b) invite nominations for members to stand for election to these positions
- c) nominations must be signed by two members in good standing who will certify that they have secured the agreement of the nominee to permit their name to stand for election for the Board
- d) announce the closing date for the receipt of nominations which shall be at least 14 days and no more than 21 days prior to the Annual General Meeting

6.6 Completing the Slate

The Society's Equity and Diversity Policy, as approved and updated by the Board from time to time, will guide the Nominating Committee's efforts to recruit directors that reflect the membership and craft community in terms of demographics and craft and design practices.

The Nominating Committee will interview nominees to:

1. evaluate their eligibility, skills and experience
2. Inform them of the specific roles and responsibilities of Board members and ensure their willingness to fulfil those responsibilities.

The Nominating committee shall prepare a slate of recommended candidates to fill vacancies.

All candidates have the right to stand for election whether or not they are recommended by the Nominating Committee.

All candidates have the same opportunity to present themselves, their background and interest in the Society to the membership and to be considered by the membership for election. Any candidate shall be free to withdraw in favour of another.

The slate of candidates and relevant information about them shall be sent to members by letter or email and published on the Society's website at least 7 days in advance of the general meeting.

Additional nominations from the floor shall not be accepted during the annual general meeting.

6.7 Election or acclamation of Directors

Directors are elected by ordinary resolution of the members at the annual general meeting to the positions for which they stand.

Should the number of candidates standing for election match the available seats, directors and officers will be acclaimed.

6.8 Rolling Term of Directors

At the first election of Directors following the approval of this by-law (September, 2022), one-half (1/2) of directors shall be elected for a two-year term, and one-half (1/2) directors shall be elected for a one-year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for two-year (2) terms.

Any director can stand for re-election up to two times. No Director may serve as a Director for more than three consecutive two-year terms.

6.9 Vacancies

The Directors may appoint an eligible member to fill a vacancy on the Board that arises as a result of a Director ceasing to hold office before the expiry of the Director's term of office. The Director appointed to fill the vacancy shall hold the Board position for the balance of the term of their predecessor.

6.10 Discipline of Board Members

The Board shall have authority to censure, suspend or expel any Director from the Board for any one or more of the following grounds, provided such is approved by a vote of 75% or more of the Board of directors:

- a) failing to attend three consecutive Board meetings and not participating in the functioning of the Board through other means;
- b) violating any provision of the articles, by-laws, or written policies of the Society;
- c) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion;
- d) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

In the event that the Board determines that a Director should be censured, suspended or expelled from the Board, the Secretary, or such other officer as may be designated by the Board, shall provide twenty (20) days notice of censure, suspension or expulsion to the Director and shall provide reasons for the proposed censure, suspension or expulsion. The Director may make written submissions to the Secretary, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Secretary, the Secretary, or such other officer as may be designated by the Board, may proceed to notify the Director that the Director is censured, suspended or expelled from the Board. If written submissions are received in accordance with this section, the Board will consider such submissions in arriving at a final decision and shall notify the Director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The Board's decision shall be final and binding on the Director, without any further right of appeal.

A Director may only be censured, suspended or removed from the Board by special resolution of the members at a general meeting.

6.11 Remuneration for being a Director

The Society can remunerate a Director for being a Director.

The Board shall inform the membership at each annual general meeting of the remuneration paid to directors and any amounts donated back to the Society.

The Board shall inform the membership at each annual general meeting of the remuneration paid to directors for services other than being a director.

6.12 Majority of Directors may not be employed by Society

A majority of Directors must not receive or be entitled to receive remuneration from the Society under contracts of services.

6.13 Reimbursement of Expenses

The Society may reimburse a Director for reasonable expenses necessarily incurred by the Director in performing their duties as a director, provided the Board preapproves such expenses.

6.14 Nonliability of Directors

The Directors and officers shall not be personally liable for the debts, liabilities, claims, or other obligations of the Society, its employees, or any other Directors.

6.15 Indemnification of Directors and Officers

The Society shall, to the extent legally permissible, indemnify, defend, and hold harmless each person who may serve or who has served at any time as an Officer, Director or committee member of the Society from and against all claims, expenses and liabilities, including, without limitation:

Counsel fees, judgments, fines, taxes, penalties, and settlement payments, in which the director, officer, or committee member may become involved by reason of their service in such capacity or imposed upon them in connection or related to the Society's activities, whether caused by the members or any other party indemnified herein; and

All other costs, charges, and expenses that the Director or Officer sustains or incurs in or about or in relation to their duties as a director officer.

The Society may maintain Directors' and/or Officers' liability insurance, at the Society's expense, to protect itself and any such person against any such liability, cost, or expense.

ARTICLE 7 – MEETINGS OF THE BOARD

7.1 Directors' meeting

The Directors may meet at any location in Nova Scotia and in any manner, including entirely digitally, as determined by the Directors.

7.2 Notice of Directors' meeting

At least ten days' notice of a Directors' meeting must be given, unless all the Directors agree to a shorter notice period.

7.3 Regular Board meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and time to be named. A copy of any resolution of the Board fixing the time and place of such regular meetings of the Board shall be sent to each Director, but no notice shall be required for any such regular meeting.

7.4 Quorum of Board meetings

At least one half of the voting Directors constitutes a quorum at any meeting of Directors.

7.5 Voting

A matter to be decided at a Board meeting must be decided by ordinary resolution, with 50% plus 1 required to pass, unless the matter is required by the Act or these Bylaws to be decided by special resolution, which requires at least 75% to pass.

The President is entitled to a vote on all resolutions.

7.6 Board meetings may be held by electronic means

Attendance may be in person or by way of conference telephone call, video conference, or any other form of electronic or digital communications, provided all members in attendance can hear each other and all communication and voting occurs in real time.

7.7 Resolution without a meeting and without the consent of all Directors

The Directors may not pass a Board resolution without a meeting unless all Directors consent in writing by letter or by email to the resolution.

When a matter has been discussed at a Board meeting and moved, seconded and debate has taken place, a follow up vote by email can be undertaken requiring a 50% plus 1 of all voting directors to pass.

7.8 Conflict of Interest

- (1) At any time when a Director has a direct or indirect material interest in (or there is a reasonable perception of a direct or indirect material interest in)
 - a) a contract or transaction, of a proposed contract or transaction, of the Society; or
 - b) a matter that is or is to be the subject of consideration by the directors, if that interest could result in the creation of a duty or interest that materially conflicts with that director's duty or interest as a director of the society.
- (2) A director must
 - a) disclose fully and promptly to the other directors the nature and extent of the director's interest;
 - b) abstain from voting on a directors' resolution or consenting to a consent resolution of directors in respect of the contract, transaction or matter referred to in subsection (1);
 - c) leave the directors' meeting:
 - i. when the contract, transaction or matter is discussed, unless asked by at least a simple majority of the other directors to be present to provide information, and
 - ii. when the other directors vote on the contract, transaction or matter; and
 - d) not act in a manner intended to influence the discussion or vote.
- (3) A disclosure under paragraph (2)(a) must be evidenced in a record of any of the following types of records:
 - a) the minutes of a meeting of directors;
 - b) consent resolution of directors;
 - c) a record from the disclosing director addressed to the other directors that is delivered to the delivery address, or mailed by registered mail to the mailing address, of the registered office of the society.

ARTICLE 8 – OFFICERS

8.1 Election or appointment of Officers

The Board shall, as often as may be required, elect or appoint, from among the Directors, a president, a vice-president, and a secretary/treasurer or a secretary and a treasurer, and such other officers the Board deems necessary. A Director may hold more than one officer position, with the exception of the President.

8.2 Duties of Officers

The Officers shall have the following duties and powers associated with their positions:

- a) The president is the chair of the Board and is responsible for supervising the other Directors in the execution of their duties; the president is also the chair of the Executive Committee.
- b) The vice-president is the vice-chair of the Board and is responsible for carrying out the duties of the president if the president is unable to act; the vice-chair is also the chair of the Nominating Committee.
- c) The secretary is responsible for doing, or making the necessary arrangements for, the following:
 - i. Issuing notices of General Meetings and Directors' meetings, taking minutes of General Meetings and Directors' meetings;
 - ii. Keeping the records of the Society in accordance with the Act, conducting the correspondence of the Board; and
 - iii. Filing the annual report of the Society and making any other filings with the registrar under the Act and Canada Revenue Agency.

In the absence of the secretary from a meeting, the Board must appoint another individual to act as secretary at the meeting.

- d) The treasurer is responsible for doing, or making the necessary arrangements for, the following:
 - i. Receiving and banking monies collected from the members or other sources;
 - ii. Keeping accounting records in respect of the Society's financial transactions; and
 - iii. Preparing the Society's financial statements; and making the Society's filings respecting taxes.

8.3 Composition of Executive Committee

The Executive Committee shall consist of the President, the Vice-President, the Treasurer, the Secretary; and two ex-officio: the immediately past president as a voting member and the Executive Director as a non-voting member.

8.4 Responsibilities of Executive Committee

The Executive Committee shall provide guidance and advice to the Executive Director in line with the Board's approved governance, risk management and fiduciary policies.

The Executive Committee is responsible for oversight over the implementation of human resources and operational policies, and performance planning and accountability for the Executive Director.

ARTICLE 9 - STANDING COMMITTEES

9.1 Types

The Board may establish one or more of the following committees to facilitate the achievement of the objectives of the Society:

- a) Standards Committee
- b) Exhibitions Committee
- c) Nominating and Governance Committee
- d) Membership Engagement and Public Advocacy

In addition to the above, the Board may, at its sole discretion, establish any additional committee(s) to further the goals and objectives of the Society. Subject to the Board's discretion, committee members shall serve on a committee for a two (2) year term.

9.2 Standards Committee

The Standards Committee shall be chaired by the so designated director and have up to six other members elected or acclaimed by the membership at the Annual General Meeting. Nominations for this committee may be made from the floor. Nominees need not necessarily be members of the Society.

The Executive Director is an ex-officio member of the Standards Committee. Other paid staff can be assigned to the Standards Committee.

Should any vacancy arise during the course of the year, the Board has the power to appoint any suitable candidate to one of the elected positions on the Standards Committee. In addition, the committee may appoint such advisors as it may consider necessary to carry out its duties, but these advisors shall not have a vote in Standards Committee decisions.

9.3 Exhibitions Committee

The Exhibitions Committee shall be chaired by the so designated director. Committee Members will be appointed by the Board on the recommendation of the Committee chair. Committee Members can include Directors, voting and associate members as well as experts who are not members of the Society.

The Executive Director is an ex-officio member of the Exhibition Committee. Other paid staff can be assigned to the Exhibition Committee.

9.4 Nomination and Governance Committee

The Governance Committee shall be chaired by the Vice-President.

The Governance Committee has a Nominating Sub-Committee that is constituted as per *Article 6.3*.

Governance Committee Members will be appointed by the Board on the recommendation of the Committee chair. Committee Members can include Directors, voting and associate members as well as experts who are not members of the Society.

The Executive Director is an ex-officio member of the Governance Committee. Other paid staff can be assigned to the Governance Committee.

9.5 Membership Engagement and Public Advocacy Committee

The Membership Engagement and Public Advocacy Committee shall be chaired by the so designated director.

Committee Members will be appointed by the Board on the recommendation of the Committee chair. Committee Members can include Directors, voting and associate members as well as experts who are not members of the Society.

The Executive Director is an ex-officio member of the Membership Engagement and Public Advocacy Committee. Other paid staff can be assigned to the Membership Engagement and Public Advocacy Committee.

9.6 Ad Hoc Committees

Ad hoc committees may be established by resolution of the Board. Motions to establish ad hoc committees shall contain the terms of reference.

9.7 Terms of Reference

Terms of reference for standing committees shall be prepared and approved by the Board by resolution. These terms of reference may be amended by resolution at any subsequent Board meeting, provided that notice of a motion to amend is included in the agenda circulated for the meeting.

9.8 Quorum

A quorum for all committee meetings shall be one half of the voting members of the committee.

9.9 Complaint Recipient

The Board will appoint one of the Directors to take on the function of Complaints Resolution in accordance with the Complaints Resolution Policy.

ARTICLE 10 – ADMINISTRATION

10.1 Filing List of Directors

The Society will file with the Registrar in its Annual Statement a list of its directors with their addresses, occupations, and dates of appointment or election, and within fourteen days of a change of officers, notify the Registrar of the change.

10.2 Filing Special Resolutions

The Society will file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

10.3 Seal

The seal of the Society will be in the custody of the Secretary and may be affixed to any document by resolution of the Board.

10.4 Inspection of Records

The records and books of the Society may be inspected by any member at any reasonable time up to two days prior to the annual general meeting at the registered office of the Society or through electronic communications.

10.5 Fiscal Year

The fiscal year of the Society will commence on April 1st and end on March 31st of the next year.

10.6 Budget

The Treasurer will collaborate with the Executive Director to establish an annual budget for Board approval at the beginning of each fiscal year.

10.7 Signing Officers

The Society appoints four (4) signing officers, including the Treasurer, the President and the Vice-President as well as the Executive Director, or should any of these roles be unable to serve as signing officer, any other member of the Board designated by resolution by the Board

10.8 Contracts

Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the President or Executive Director within their financial approval range outlined in the Finance Policy, or otherwise as prescribed by resolution of the Board.

10.9 Borrowing Powers

The borrowing powers of the Society may be exercised by special resolution of the Board.

10.10 Executive Director

The Board shall have the power to engage an Executive Director and delegate specific authorities and responsibilities to the Executive Director, while always holding them to account for their actions and results achieved.

The Executive Director will manage the day-to-day operations and provide advice and insight to the Board on strategic and operational issues and opportunities.

10.11 Agents and Attorneys

The Board shall have the power to appoint agents or attorneys for the Society for consultative or other services as may be deemed necessary, and to determine their powers and duties.

10.12 Written Notice

Any notice in writing required under these by-laws may be delivered by ordinary mail, facsimile, email or any other method of transmission of written material.

ARTICLE 11 - AUDIT OF ACCOUNTS

11.1 Appointment of Auditor

The auditor of the Society will be appointed annually by the members of the Society at the annual general meeting. If the members fail to appoint an auditor, the Board will do so by ordinary resolution.

ARTICLE 12 - BY-LAWS

12.1 Enactment of By-laws

These by-laws may be repealed or amended by a vote of the majority of the Directors at a meeting of the Board of Directors and sanctioned by a special resolution passed by the members of the Society, provided that the repeal or amendment of such by-laws shall not take effect until filed with and approved by the Registrar.

12.2 Procedure

A By-law may be enacted, or annulled by approval of a special resolution at any general meeting. Written notice of the intention to move such enactment, amendment or annulment of the By-laws must be given in writing to each member in good standing not less than twenty-one days prior to such meeting.

This Memorandum of Association and Bylaws was approved at a general meeting of the Nova Scotia Designer Crafts Council held Via Video Conference/ Halifax, Nova Scotia, on the 1xxx day of xxx.