

**BY-LAWS  
OF  
MINING ASSOCIATION OF NOVA SCOTIA**

1. In these By-Laws unless there be something in the subject or context inconsistent therewith
  - (a) "Society" means Mining Association of Nova Scotia.
  - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

**MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registrar of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting unless provided for by way of a Special Resolution approved by the Board.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society:
  - (a) Any individual over the age of 19 years and any association, corporation, partnership and society whose application for membership has been approved by the Board; and
  - (b) Has paid the prescribed fee as set forth from time to time by the Board in consultation with the Executive Committee,
7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.
9. A majority of the members of the Society present at a General Meeting thereof may elect any person as an Honorary Member or a Life Member of the Society provided written notice of a proposal for such election has been given to all members at least three (3) days prior to the meeting.
10. A Life Member or an Honorary Member shall be exempt from payment of dues and shall enjoy all the privileges of membership. The number of Life Members or Honorary Members shall not exceed ten (10) in each category at any one time. Selection of Life Members shall be at the sole discretion of the Board. An Honorary Member shall be a person distinguished by technical or scientific attainments, or one eminent in the development of the mineral or allied industry.
11. No member more than six (6) months in arrears in payment of his dues shall be entitled to the privileges of membership until payment of all arrears has been made.
12. A member of the Society may withdraw from membership by giving written notice of withdrawal to the Secretary.
13. A member shall only be expelled from the Society by Special Resolution of the Society.
14. No motion to expel a member from the Society shall be considered unless notice thereof in writing has been mailed by prepaid first-class post, fax or electronic mail to all members of the Society not less than two (2) weeks before the motion is to be considered, stating the date, time and place of the meeting, identifying the member whose expulsion is proposed and stating the grounds for the proposed expulsion.
15. No person who has been expelled from membership in the Society shall be eligible for membership thereafter unless permitted by a Special Resolution of the Society passed at a General Meeting.
16. Prescribed membership dues fixed by the Board of Directors of the Society shall have effect upon approval by the Board at a regular meeting of the Board.

### **FISCAL YEAR**

17. The fiscal year of the Society shall be the calendar year.
18. (a) the ordinary or annual general meeting of the Society shall be held within nine (9) months after the end of each fiscal year of the Society;

- (b) An extraordinary general meeting of the Society may be called by the Chair or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.
19. Ten (10) days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, by facsimile, by e-mail if such exists, or by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given by facsimile when transmission has been confirmed, and by post at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service 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 any notice by any member shall not invalidate the proceedings at any general meeting.
20. At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- (a) Minutes of preceding general meeting;
  - (b) Consideration of the annual report of the directors;
  - (c) Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
  - (d) Election of directors for the ensuing year;
  - (e) Election of officers;
  - (f) Appointment of Auditors, if required by the Board;
  - (g) All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.
21. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five (5) members.
22. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum, of members is not present, it shall be adjourned *sine die*.

23. (a) The President of the Society shall normally preside as Chair at a General Meeting of the Society and at meetings of the Board of Directors.
  - (b) If there is no President or if at any meeting he/she is not present at the time of holding the same, one of the two Vice-Presidents shall preside as Chair,
  - (c) If there is no President or Vice- President, or if at any meeting neither the President nor a Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chair.
24. The Chair shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.
  25. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
  26. At any meeting, unless a poll is demanded by at least three (3) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
  27. If a poll is demanded in manner aforesaid, the same shall be held such in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### **VOTES OF DIRECTORS**

28. Every member shall have one (1) vote and no more.
29. A President, two (2) Vice-Presidents, a Secretary and a Treasurer (or a Secretary-Treasurer in lieu of a Secretary and a Treasurer) shall be elected at each annual meeting of the Society for the year ensuing and shall compose, together with the Immediate Past President, and such other Directors as are hereinafter referred to, the Board of Directors of the society.

30. Unless otherwise determined by general meeting, the number of Directors shall not be less than five (5) or more than eighteen (18). The subscribers to the Memorandum of Association of the Society shall be the first Directors of the Society.
31. The Chair shall not be entitled to vote as a Director except in the case of an equality of votes, in which case, the Chair shall have the casting vote.
32. Any member of the Society, other than an Honorary Member, shall be eligible to be elected a Director of the Society. Members at each ordinary or annual general meeting of the Society shall elect directors.
33. Unless dispensed with by unanimous resolution, voting for the election of Directors shall be by ballot, with voting for the President on one ballot, voting for the Vice-President on one ballot, voting for the Secretary and the Treasurer or Secretary-Treasurer on one ballot, and voting for all other Directors together on one ballot.
34. The members shall elect as a Director, a representative nominated by each of the organizations that support the work of the Society and the members from among their number shall elect the remaining Directors.
35. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election and each retiring Director may be elected for a term not exceeding five (5) years and no Director shall be re-elected for more than two (2) consecutive terms.
36. In the event that a Director resigns his office or ceases to be a member in the Society, where upon his office as Director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
37. The Society may, by special resolution, remove any Director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the Director in whose place he is appointed would have held office if he had not been removed.

38. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of Directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board of Directors.
39. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors is present at the commencement of such business.
40. The Chair, in their absence, the Vice-Chair or, in the absence of all of them, any Director appointed from among those Directors present shall preside as Chair at meetings of the Board.
41. The Chair may be entitled to vote as a Director and, in the absence of an equality of votes, the Chair shall have casting vote in addition to the vote to which he/she is entitled as a Director.
42. The Chair shall appoint a Nominating Committee consisting of not less than three (3) members of the Society, not less than thirty (30) days before any annual general meeting of the Society, to prepare a list of candidates which it recommends for election to the Board of Directors of the Society and for election as Officers of the Society, and the Nominating Committee shall deliver its report to the general meeting.
43. The Nominating Committee shall attempt to nominate as Directors a representative of each of the categories of mineral exploration, metallic mineral production, non-metallic mineral production, fossil fuels and supply and services.
44. The name of a person nominated by the Nominating Committee shall stand only if that person has given their consent thereto prior to the meeting.
45. Any two (2) members present at the annual general meeting of the Society may nominate any other member, present at the meeting, for election to the Board of Directors or for office in the Society, and may nominate any member not present upon presentation to the Chair of the written consent by letter or electronic mail of such nominee, provided always that the nominee shall be eligible for election.

### **POWERS OF DIRECTORS**

46. 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 maybe 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. In particular, the Directors shall have power to engage a Managing Director and to determine his duties and responsibilities in addition to those specifically provided for herein and shall determine his remuneration. The Managing Director shall be an *ex officio* member of the Board of Directors.
47. (1) The Directors shall elect an Executive Committee to carry on the everyday business of the Society. Such Committee shall consist of five (5) Directors, including the Immediate Past President, the President and all Vice-Presidents. The President shall be the Chair of the Executive Committee and shall convene meetings of the Executive Committee from time to time as required.
- (2) The Directors may elect other Committees upon such terms and conditions and with such mandate as the Directors may from time to time determine.

### **MANAGING DIRECTOR**

48. The Managing Director shall manage the head office and sub-offices of the Society and shall perform such other duties, which may be conferred upon him by the Board or Executive Committee from time to time, and the Managing Director shall be an *ex officio* member of the Board of Directors.

### **OFFICERS**

49. The Officers of the Society shall be the Immediate Past President, the President, the Vice-Presidents, Treasurer and Secretary. The offices of Treasurer and Secretary may be combined.

### **DUTIES OF THE SECRETARY**

50. (1) The Secretary shall take the minutes and keep the records of the Society and of the Board of Directors.
- (2) The Secretary may delegate some or all of the duties contained in subsection (1) hereof to the Managing Director where the Secretary deems such delegation to be in the interests of the Society.

- (3) In the absence of the Secretary from any meeting of the Society or of the Board of Directors, a member chosen by the meeting at large shall be appointed Secretary of the meeting and shall take minutes of the proceedings thereof and provide such minutes to the Secretary together with such further information as may be requested by the Secretary.

### **DUTIES OF PRESIDENTS AND VICE PRESIDENTS**

51. The members shall elect one of their numbers to be the President of the Society. The President shall preside as Chair of all meetings of the Society and have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time.
52. The members may also elect from their number two Vice-Presidents. The Vice-Presidents shall, at the request of the members and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period of the Chair may request him to do so.

### **DUTIES OF TREASURER**

53. The Treasurer is responsible for the development and maintenance of the financial internal control of the Society. The Treasurer and such other person or persons shall sign funds paid out by cheque, as the Board of Directors shall delegate by resolution.

### **EMPLOYEES OF THE SOCIETY**

54. Subject to such restrictions as may from time to time be imposed by the Board, the Executive Committee may appoint such employees as may be required to staff the Society office and may prescribe their duties and remuneration.

### **AUDIT OF ACCOUNTS**

55. The Board of Directors shall determine the necessity of appointing external accountants for the purpose of conducting an audit or review engagement of the financial affairs of the Society for that fiscal year. In lieu of an auditor review engagement, the Board of Directors may accept an annual financial report prepared by the Treasurer.
56. In the event that the Board of Directors determines that an auditor is to be appointed, the auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the Directors may do so.

57. The Board of Directors shall make available to the membership copies of the audit, review engagement or Treasurer's annual financial report, whichever the case, at the annual general meeting of the Society. A copy of this report shall be filed with the Registrar as required by law.
58. The Society 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 auditors, or Treasurer if there are no auditors, shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his 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, and such report 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 expenditure in the preceding year, audited by the auditor or certified by the Treasurer, to be true and correct, shall be filed with the Registrar within fourteen, (14) days after the annual meeting in each year, as required by law.
59. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

### **DUES**

60. All dues are payable to the Treasurer and are due and payable on or before the 31st day of January of each and every year, or as the Board of Directors may otherwise determine and direct.
61. The books and records of the Society shall be open to inspection by members of the Society at the head office of the Society upon written request to the Secretary or Treasurer, as the case may be, or otherwise as the Board of Directors may determine and direct.
62. The Society may, by special resolution, authorize the borrowing or otherwise raising of money for any purposes of the Society or the securing of payment of any indebtedness created in the name and on behalf of the Society by the sale, mortgage, pledge or other disposal of any property or assets of the Society, and may likewise authorize such Officers and Directors as maybe designated for the purpose to sign any required documents or papers in connection therewith in the name and on behalf of the Society.

### **BRANCHES**

63. Branches of the Society maybe established by the Board of Directors, subject to approval at a general meeting of the Society with reference to the establishment of any such Branch, and such Branches shall have such powers not exceeding the powers of this Society as the Board of Directors may from time to time determine.

### **INTERPRETATION**

64. The Board of Directors upon written request may interpret these by-laws and any resolutions passed thereunder, and the decision of the Board of Directors upon any question of interpretation or upon any matter affecting the Society not provided for in these by-laws or in any resolution made thereunder, shall be final and shall be binding upon all members of the Society.

### **MISCELLANEOUS**

65. The Society shall file with the Registrar with its Annual Statement a list of its 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.
66. The Society shall file with the Registrar a copy of, in duplicate; every special resolution within fourteen days after the resolution is passed.
67. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
68. Any member may inspect the books and records of the Society at any reasonable time within, two (2) days prior to the annual general meeting at the registered office of the Society,
69. Contracts, deeds, bills of exchange and other instruments and documents maybe executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
70. The borrowing powers of the Society maybe exercised by special resolution of the members.