



**MEMORANDUM OF ASSOCIATION  
&  
BY-LAWS**

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THE DOWNEAST BLUEGRASS & OLDTIME MUSIC SOCIETY

PART ONE - MEMORANDUM OF ASSOCIATION

SECTION 101 - GENERAL

101.01 Name

The name of the organization is "The Downeast Bluegrass and Oldtime Music Society", herein referred to as "the Society".

101.02 Authority for Establishment and Operation

The Society is an incorporated, not for profit organization, registered with the Nova Scotia Joint Registry of stocks, number 1253983. The Society shall maintain annual registration with the Registrar including the submission of the annual financial statement and a list of its directors, their addresses, occupations and dates of appointment or election in accordance with the regulations of the Registrar.

The activities of the Society are to be carried on in Nova Scotia, New Brunswick, and Prince Edward Island.

The Society may acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Society.

The Society may buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Society.

Provided that:

- (1) The Society shall not carry on trade, industry, or business; and
- (2) All funds shall be used solely for the purposes of the Society and the promotion of its objects.

101.03 Purpose

The purpose of the Society is "To promote and preserve bluegrass and old-time music in Eastern Canada."

101.04 Dissolution of the Society

Upon dissolution of the Society and after payment of debts and liabilities, its remaining property shall be distributed or disposed of to non-profit organizations in Canada having objects similar to those of the Society.

# THE DOWNEAST BLUEGRASS & OLDTIME MUSIC SOCIETY

## BY-LAWS

### SECTION 201 - BY-LAW NO.1 - MEMORANDUM OF ASSOCIATION AND BY-LAWS

#### 201.01 Definitions

Unless otherwise indicated in the subject or context inconsistent herewith:

- (1) "Society" means the Downeast Bluegrass and Oldtime Music Society;
- (2) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies act;
- (3) Words importing the singular include the plural and vice versa; and
- (4) Words importing masculine gender include the feminine gender and vice versa.

#### 201.02 Amendments to the Memorandum of Association

- a. Amendments to the Memorandum of Association can only be made at the Annual General Meeting. Notice of motion of such amendments must be given in writing, including the proposed changes, distributed to regular members, lifetime members and presidents of the affiliated clubs at least twenty (20) days before the Annual General Meeting.
- b. Amendments to the Memorandum of Association requires a Special Resolution of the members and a three-quarters (3/4) majority vote of the members present.
- c. Members wishing to make a motion to amend the Memorandum of Association at the Annual General Meeting must present said motion to the Secretary forty-five (45) days prior to the annual meeting. The Board of Directors shall circulate the proposed amendment in the manner prescribed in paragraph 201.02 (a).

#### 201.03 Repeal and Amendments of By-Laws

- a. The repeal of or amendments to these By-Laws requires a notice of motion distributed to the direct regular members, lifetime members, and the presidents of the affiliated clubs twenty (20) days in advance of the Annual General Meeting, including the proposed changes. Presidents of the affiliated clubs are responsible for disseminating the notice to their respective members.
- b. An amendment to the By-Laws requires a Special Resolution and three-quarters (3/4) majority vote of the members present.
- c. Members wishing to make a motion to amend a By-Law at the Annual General Meeting must present said motion to the Secretary forty-five (45) days prior to the annual meeting.

The Board of Directors shall circulate the proposed amendment in the manner prescribed in paragraph 201.03 (a).

#### 201.04 Distribution of the Memorandum of Association and By-Laws

The Secretary shall ensure that a copy of the Memorandum of Association and By-Laws is available at every meeting of the Society. An electronic copy shall be available on the Society's website. Presidents of affiliated clubs are also responsible for making the Society's Memorandum of Association and By-Laws available for members of their respective clubs.

### SECTION 202 - BY-LAW NO 2- BOARD OF DIRECTORS

#### 202.01 Composition

- a. The Society shall be administered by a Board of Directors elected by and from the members at the Annual General Meeting.
- b. The Board of Directors shall number, in total, no less than five (5), no more than seven (7). Included in the number of directors are Executive Officers consisting of:
  - (1) a President;
  - (2) a Vice President;
  - (3) a Secretary; and
  - (4) a Treasurer.
- c. The offices of Secretary and Treasurer may be combined.
- d. A 2<sup>nd</sup> Vice President may be appointed from the Board of Directors based on the activity tempo of the Society.

#### 202.02 Election of Officers, Directors and Term of Office

- a. All directors shall be elected from the membership and by the members of the Society at the Annual General Meeting.
- b. The term of office for all officers and directors is two years.
- c. The President shall appoint an election chairperson before the Annual General Meeting.
- d. The election chairperson shall appoint a committee and prepare a list of nominees for officers and directors and shall present this list at the annual meeting.

- e. The election chairperson shall preside over the election of new officers and directors. Executive Officers shall be nominated and elected by the membership followed by the nomination and election of the remainder of directors.
- f. Nominees may be nominated from the floor, providing the nominee is present or the nominee provides written acceptance of the nomination.
- g. Nominees may be elected by acclamation or, in the event of the list of nominees totalling more than seven (7) allowed directors and officers, by a majority secret vote.
- h. In the event that a director resigns during their term of office or for any other reason there occurs a vacancy on the board, this vacancy may be filled from among members of the Society by appointment by the Board of Directors until the next Annual General Meeting.

#### 202.03 Powers of the Board of Directors

The membership shall vest the Board of Directors with the power to carry out the business of the Society as provided by the Memorandum of Association and these By-Laws.

#### 202.04 Removal From Office

The Society may, by a special resolution of the Board of Directors and for valid reason, remove any member of the Board of Directors, including officers before the expiration of the term and appoint another member to that position. Examples of a valid reason may include a breach in Code of Conduct or failure to attend at least three consecutive meetings.

### SECTION 203 - BY-LAW NO 3 - COMMITTEES

#### 203.01 Method of Appointment

When they are considered necessary for the proper operation of the Society, the Board of Directors may form and appoint committees.

#### 203.02 Composition

Any member of the Society may serve as a committee chairperson. Committee members should be drawn from the general membership, however non-members may also serve on a committee if they offer an area of expertise relevant to the committee.

#### 203.03 Expenditures

A committee may be empowered to authorize expenditures within the limits set by the Board of Directors. Expenditures so authorized are submitted to the board for payment.

## SECTION 204 - BY-LAW NO 4 - MEMBERSHIP

### 204.01 General

- a. The membership of the Society shall consist of:
  - (1) Regular members; and
  - (2) Honorary lifetime members.
- b. A membership chairperson shall be appointed annually to maintain a membership list, collect dues, prepare and send any required notices and post a membership list at the Annual General Meeting.
- c. Every member of the Society shall be eligible to attend and vote at general and special meetings, and to serve on the Board of Directors of the Society, in any office if elected or appointed in accordance with the requirements of the By-Laws.
- d. For the purpose of registration, there is no limit to number of members in the Society.

### 204.02 Regular Members

- a. Regular membership shall consist of:
  - (1) Members who join directly to the Society (Direct regular member); and
  - (2) Members of affiliated clubs.
- c. Any person may become a regular member of the Society by paying the prescribed annual dues to the membership chairperson of the society
- d. Members of recognized affiliated clubs in good standing shall become regular members by virtue of being a member of that affiliated club.

### 204.03 Honorary Lifetime Members

- a. The Society shall annually select one or more members, past or present of the Society to honour and award a Lifetime Membership.
- b. Lifetime members are appointed in recognition of exemplary service to the Society and the promotion of Bluegrass and Oldtime music in Eastern Canada.
- c. Eligibility Criteria include:
  - (1) Current or past member of the Downeast Bluegrass & Oldtime Music Society; and



- (2) Has provided at least five years service to the promotion and preservation of Bluegrass & Oldtime Music.
- d. The Society shall consider the involvement in both the Society and affiliated clubs, leadership qualities and general contribution to Bluegrass and Oldtime music.
- e. The Lifetime Membership shall be presented at the Annual General Meeting or other Society function.

#### 204.04 Affiliated Clubs

Any organized club of persons associated with bluegrass and/or oldtime music may apply to become an affiliated club of the Society. Approval of said application and adherence to the Society By-Laws regarding the incorporation of affiliated clubs shall grant the members of said club the status of a regular member in the Society.

#### 204.05 Admission to Membership

- a. Each member of the Society shall be presented with a proof of membership upon payment of the membership dues set for that year by the Society. Honorary lifetime members will be presented with a membership card without expiration. It is the responsibility of the affiliated clubs to issue membership cards to their members. Membership cards shall be provided to the affiliated clubs by the Society. Members planning to attend a meeting of the Society must be able to produce proof of current membership.
- b. Dues shall be set at the Annual General Meeting and will be guided by the financial needs of the Society. Membership dues are payable on the first day of the fiscal year, with membership expiring on the last day of the same fiscal year.
- c. Direct regular members will receive a reminder if they have not renewed their membership ninety (90) days after the start of the fiscal year.
- d. Recognized affiliated clubs shall submit membership dues on behalf of each member of that club for their regular membership in the Society. The affiliated club shall assess their membership and payment of dues as of September 30<sup>th</sup>, annually, payable not later than the Annual General Meeting of the Society. Affiliated clubs are responsible for providing updates to membership lists to the Society membership chairperson.
- e. Membership mailing lists for the purpose of notices shall contain members in good standing only.

#### 204.06 Ceasing Membership

- a. Membership in the Society is not transferable and shall cease on the death of the member, or by written notice to the Society if they opt to resign from the membership.

- b. A member may be asked to resign their membership to the Society by a simple majority vote of the members present at a general meeting of the Society, in which case their current membership dues shall be refunded in full, if paid.

## SECTION 205 - BY-LAW NO 5 - INCORPORATION OF AFFILIATED CLUBS

### 205.01 Application

- a. Any organized club of persons associated with bluegrass and/or oldtime music may apply, in writing, to the Society to join the Society as an affiliated club.
- b. The application shall be made to the Board of Directors at least thirty (30) days before the next general meeting for inclusion on the agenda.
- c. The application for membership shall be presented to the next general meeting and voted on by the general membership.
- d. The application shall be accepted by a simple majority vote of members in favour.

### 205.02 Action on Acceptance to the Society

- a. Within thirty (30) days of acceptance, the new club shall forward to the Board of Directors a complete list of members of the new club, accompanied by a cheque totalling the prescribed membership dues for each member as of the date of acceptance.
- b. Each year, hereafter, the affiliated club shall submit a current list of members and payment of appropriate membership dues in accordance with 204.04 (d).

### 205.03 Rights of Affiliated Clubs and Disassociation

- a. Affiliated clubs have the right to manage their own affairs, monies, and By-Laws, however are subject to these By-Laws in conducting Society activities.
- b. Individual affiliated clubs may at any time opt to disassociate themselves from the Society by a majority vote of their members. This disassociation must be preceded by a notice in writing to the President of the Society at least thirty (30) days in advance of the act.
- c. Any affiliated club opting to disassociate themselves from the society will forfeit any dues or other monies paid to the society up to that time, but they shall not be required to pay any further monies to the Society.
- d. The members of an associate club opting to disassociate with the Society shall maintain membership standing until the end of the Society's fiscal year. These members may renew their membership through another affiliated club or become direct regular members.

#### 205.04 Members of Multiple Affiliated Clubs

Members are permitted to belong to multiple affiliated clubs, as well as become direct regular members. In this case, dues on behalf of that member will continue to be paid by each club, however the member shall be listed as a member of the Society once.

### SECTION 206 - BY-LAW NO 6 - MEETINGS

#### 206.01 General

- a. The Society shall use the Standard Code of Parliamentary Procedure (formerly the Sturgis Standard of Parliamentary Procedure) as a guideline for the conduct of its normal business.
- b. All motions or other matters for decision raised at meetings shall be voted upon by the members present and shall be decided by majority voting (as per 206.07).
- c. The Society shall file with the Registrar a copy in duplicate of every special resolution passed by the Society within fourteen days of the passing of such resolution.
- d. Preparation of the minutes and custody of the records of proceedings of the Society and the Board of Directors shall be the responsibility of the Secretary.
- e. The Board of Directors will make notice of any general meetings at least thirty (30) days in advance of the meeting to the presidents of the affiliated clubs, lifetime members, and direct regular members. Presidents of affiliated clubs are responsible for notifying their respective members.
- f. Meetings shall be held as follows:
  - (1) Annual General Meeting, once per year;
  - (2) Director meetings as called;
  - (3) General meetings as called;
  - (4) Special meetings may be convened at the request of:
    - (a) the President;
    - (b) a motion carried by the Board of Directors; or
    - (c) the signed request of 25% of members.
- g. The President of the Society, if present, will chair all general and director meetings of the society.
- h. In the absence of the President, a Vice President will act as chair of the above meetings.

- i. In the event of the absence of the President and the Vice Presidents, the members present will decide who shall act as chairperson until the President or a Vice President returns.
- j. At each general meeting of the Society, a count shall be made of the members present with the result of that count to be recorded in the minutes.
- k. The President or the chairperson may, with the consent of the members present at general meeting, adjourn any meeting from time to time and from place to place. However, no business shall be transacted at any adjourned meeting except that left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members present.

#### 206.02 Director Meetings

- a. Meetings of the Board of Directors shall be held as often as is necessary to properly conduct the business of the Society. Notice of director meetings shall be given to directors at least seven (7) days prior to the meeting. Non receipt of the notice, if properly served, shall not invalidate the proceedings of meetings of the board.
- b. Director meetings may be held, at the call of the President, to consider:
  - (1) approval of the expenditures which come within the Board of Director's authority;
  - (2) approval of the Society's year to date financial statement;
  - (3) approval of Society initiatives for presentation to the membership; and
  - (3) such other matters as may concern the operation of the Society.

#### 206.03 Annual General Meeting

- a. The Annual General Meeting shall be held within three months of fiscal year end.
- b. Annual General Meetings will be conducted in accordance with 206.01 (a). The order of business at the Annual General Meeting shall be:
  - (1) Call to order
  - (2) Minute of silence
  - (3) Reading, correction, approval, or disposition of minutes of previous meetings
  - (4) Reports
  - (5) Unfinished Business
  - (6) Election of Executive Officers and Directors
  - (7) New Business
  - (8) Announcements

(9) Adjournment

206.04 Committee Meetings

Committee meetings shall be held at the call of the Chairperson to consider:

- (1) the planning of actions in support of Society activities;
- (2) the execution of duties in support of said activities; and
- (3) all other matters concerning Society responsibilities and issues as directed by the Board of Directors.

206.05 Special Meetings

- a. At least seven (7) days notice must be given to members of any special meeting called.
- b. In the case of a special meeting or of a special business to be conducted at a general meeting, the society shall notify the presidents of affiliated clubs, lifetime members and direct regular members (as per 204.02) by regular or electronic mail to their last known address at least fourteen (14) days prior to such a meeting. The presidents of affiliated clubs are responsible for disseminating the notice to their respective members.
- c. Any notice of a special meeting shall include the nature of the business to be conducted and of the date, time and place of the meeting. Non receipt of any notice shall not invalidate the proceedings at any general meeting.

206.06 Quorum

- a. No business shall be transacted at any meeting of the Society unless a quorum is present. For General and Special meetings, a number of members in attendance equal to the number of directors plus one (with the directors being in the minority) will constitute a quorum. For Director meetings, quorum shall be one-half of the Board of Directors plus one, including the President or Vice President.
- b. If within one half hour after the meeting was scheduled to start, a quorum has not appeared, the meeting shall stand adjourned until a future meeting date determined by a majority of the Board of Directors.

206.07 Voting

- a. All members of the Society may vote at any meeting of the society. Each member shall be entitled to one vote.
- b. The Society may make use of virtual meetings, and those attending such a meeting shall be considered present. Proxy voting at any meeting of the Society shall not be allowed.

- c. The President, or in his absence a Vice President, or any person acting as chairperson shall not be entitled to vote, except in a tie vote, in which case the President or chairperson shall cast the deciding vote.
- d. At any meeting of the Society, unless a poll is demanded by at least two members, a declaration by the President or chairperson that a resolution has been carried and an entry in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact without other proof of the number or proportion of the members recorded in favour or against such a resolution.
- e. If two or more members present demand a count, the President or chairperson may call for a show of hands and make a count of those in favour and against a motion. The result of this count will be recorded in the minutes.
- f. At director meetings, the President or Chairperson is entitled to vote as a director. In the event of a tie vote, the motion is lost.

#### SECTION 207 - BY-LAW NO 7 - BANKING AND FINANCES

##### 207.01 Bank Account

The current accounts of the Society shall be kept in an established bank. The Treasurer is responsible for the proper maintenance of these accounts.

##### 207.02 Signing Authority

- a. Signing authority for the purpose of issuing payments shall be held by at least three (3) officers of the Board of Directors, including the President, Treasurer, and one other officer. Signing authority may be held by any/all officer(s) of the Society.
- b. Payments require the signature/approval of two signing authorities.

##### 207.03 Fiscal Year

The fiscal year begins January 1 in any year and ends December 31 of the same year.

##### 207.04 Audit of Accounts

- a. The auditor for the Society may be appointed by the members at the Annual General Meeting, and if the members do not appoint an auditor, the Board of Directors may do so.
- b. The audit may be conducted by two (2) persons tasked to conduct a financial review of the books and prepare a summary that will be available to all members in good standing at their request.

- c. A copy of the auditor's report or the party conducting the financial review shall be filed with the Registrar as required by Provincial Law.
- d. The books and records of the Society may be inspected by any member at any reasonable time by appointment up to ten days prior to the Annual General Meeting.

#### 207.05 Financial Statements

- a. Financial statements shall be prepared for each director meeting of the Society, or at a minimum, quarterly.
- b. A current financial statement shall be presented at each Annual General Meeting for consideration and approval.

#### 207.06 Accumulation of Funds

- a. Society funds shall be accumulated in an amount sufficient to:
  - (1) meet financial obligations;
  - (2) establish an adequate reserve for:
    - (a) replacement of assets or inventory; and
    - (b) capital outlay in a normal year.
- b. Society funds shall be expended only to meet the purpose and objectives of the Society as described in the Memorandum of Association.

#### 207.07 Deposits

All money received on behalf of the Society shall be forwarded to the Treasurer and deposited in the bank account without deduction, unless otherwise approved by the Board of Directors for good reason, i.e. paying debts (see 207.10). Deposits shall be made monthly or at such times as the cash on hand exceeds \$500.00.

#### 207.08 Investments

Society funds may be invested in bonds or like securities, but normally all excess cash shall be deposited in savings at the chartered bank in which the operating capital is held.

#### 207.09 Documents

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the President, Vice Presidents, Secretary and the Treasurer, or

otherwise, as prescribed by a resolution of the Board of Directors.

#### 207.10 Authority to Pay Debts

The Board of Directors is authorized to pay, on behalf of the Society, all debts incurred. Such payments shall be made by cheque or e-transfer. Settlement may be made using cash only where a receipt is signed by the party receiving payment.

#### 207.11 Borrowing Power

The borrowing powers of the Society must be approved by a Special Resolution.

#### 207.12 Capital Acquisitions

Capital acquisitions of the Society shall remain the property of the Society, but may be disposed of with the proceeds from the disposed acquisitions reverting back to the Society.

#### 207.13 Director Expenses

- a. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. Reasonable expenses incurred by directors while conducting business on behalf of the Society may be reimbursed. Reasonable expenses include, but are not limited to, a rate of mileage for transportation to and from meetings and events, costs of postage and telephone, and payment of Society debts out of pocket.
- b. Directors must submit a claim for reimbursement, along with appropriate receipts, before reimbursement is made in the form of a cheque, cash, or e-transfer. Directors shall make every effort to demonstrate fiscal responsibility and mitigate incurred expenses at all times.
- c. In the performance of their duties as a committee chairperson, directors are permitted to make financial commitments of up to the approved budget by the Board of Directors.

### SECTION 207 - BY-LAW NO 8 - SUGGESTIONS AND COMPLAINTS

#### 208.01 Suggestions and Complaints

All suggestions and complaints concerning the operation of the Society should be directed to the Board of Directors via electronic or regular mail, by phone, or in person. A director receiving a suggestion or complaint shall advise the Board of Directors who will address the issue at the next board meeting. If deemed in the interest of timeliness, the President, on behalf of the Board of Directors, may reply and address the issue directly.



## SECTION 209 - BY-LAW NO 9 - SOCIETY EVENTS

### 209.01 Annual Nova Scotia Bluegrass and Oldtime Music Festival

- a. The Board of Directors may appoint a chairperson(s) from the executive or the general membership to organize and oversee the presentation of the festival.
- b. The chairperson(s) may establish a committee to assist with the presentation of the festival.

## SECTION 210 - BY-LAW NO 10 – CODE OF CONDUCT

### 210.01 Conflict of Interest

- a. Any member that finds themselves in a conflict of interest shall declare the conflict and remove themselves from any decision making process involving that conflict. If a member finds themselves in a conflict of interest at any meeting of the Society, that person shall abstain from the discussion and vote and remove themselves from the deliberations.
- b. The President or chairperson of a meeting shall, if in their opinion there exists a conflict of interest situation and the member in the conflict fails to excuse themselves from the deliberations, ask the member to leave until the deliberations are complete.

### 210.02 Respectful Behaviour

Officers, Directors, members, and patrons at society events are expected to conduct themselves respectfully, particularly in their interaction with others. The Society holds honesty, fairness, and respect in civil discourse as the tenets in building and maintaining safe, healthy interpersonal relationships within our community. Rude and/or belligerent behaviour shall not be tolerated.