

**NOVA SCOTIA DESIGNER CRAFTS COUNCIL
MEMORANDUM OF ASSOCIATION AND BY-LAWS**

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September 10, 2020

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.

1.3 Registered Office

The registered office of the Society is at 1113 Marginal Road, Halifax, NS B3H 4P7.

ARTICLE 2 - DEFINITIONS

2.1 Definitions

In these By-laws, unless there is something in the subject or context inconsistent therewith:

- a) "Society" means Nova Scotia Designer Crafts Council (NSDCC).
- b) "Board" means the Board of Directors of NSDCC.
- c) "Registrar" means the Registrar of Joint Stock Companies appointed by the Nova Scotian Companies Act.

- d) "Special resolution" means a resolution duly passed by a three/quarters majority of votes cast at a general meeting for which proper notice of motion has been given in accordance with the Societies Act of Nova Scotia.
- e) "By-law" is any individual numbered section of an Article.

ARTICLE 3 - AFFILIATION

3.1 Affiliation

The Society may subscribe to or become a member of any other organization that has similar purposes, or would provide privileges, information or contacts beneficial to the Society.

Affiliation with or membership in any such organization, and any subsequent changes to the terms of such an agreement, shall be by a resolution of a general meeting or of the Board, as appropriately determined by the Board.

ARTICLE 4 - MEMBERSHIP

4.1 Eligibility

Membership in the Society is open to all persons who express an interest in supporting or pursuing the purposes of the Society as stated in the Memorandum of Association (Article I), and subject to the conditions of the various category definitions.

4.2 Types

The membership categories of the Society are:

- a) FULL MEMBER, including:
 - 1) General
 - 2) Juried member
 - 3) Master Artisan Member
 - 4) Senior member
- b) CRAFT GROUP MEMBER
- c) HONORARY MEMBER
- d) ASSOCIATE MEMBER, including:
 - 1) General
 - 2) Student Member
 - 3) Sustaining Member
 - 4) Member of Craft Group member

4.3 Definitions

- a) A FULL MEMBER is one who subscribes to the objectives on an active basis. A FULL MEMBER is free to present his/her work for review by the Standards Committee, may participate in programs sponsored by the Society, subject to qualification, and shall be entitled to all the privileges of the Society, including voting and holding office.
 - 1) GENERAL MEMBER is a FULL MEMBER who has not been juried into or otherwise does not fit into any other of the special FULL MEMBER

CATEGORIES and has paid the general membership fee.

- 2) A JURIED MEMBER is a FULL MEMBER who has had work accepted by the Standards Committee for participation in Society-sponsored craft markets and other related or designated events. A JURIED MEMBER will be entitled to all the privileges of full membership, as well as those special privileges pertaining to JURIED MEMBERS.
 - 3) A MASTER ARTISAN MEMBER is a FULL MEMBER who has had work accepted by the Standards Committee for excellence and achievement in their chosen medium/media, and is automatically eligible for Juried Member membership. A MASTER ARTISAN MEMBER will be entitled to all the privileges of full membership, as well as those special privileges pertaining to MASTER ARTISAN membership status.
 - 4) A SENIOR MEMBER is a FULL MEMBER who is aged 60 years or over. A SENIOR MEMBER will be entitled to all the privileges of full membership, as well as those special privileges pertaining to SENIOR status.
 - 5) A MARKET REGISTRY MEMBER is a JURIED MEMBER who elects to participate in Society-sponsored craft markets. A MARKET REGISTRY MEMBER will be entitled to all the privileges of full membership, as well as those special privileges pertaining to MARKET REGISTRY MEMBERS.
- b) A CRAFT GROUP MEMBER is any organization that subscribes to the objectives of this Society on an active basis. CRAFT GROUP membership entitles that group to all the privileges of the Society. The CRAFT GROUP shall designate a representative from their organization who will be entitled to vote and hold office in the Society.
- c) An HONORARY MEMBER is one whom the Society deems worthy of such recognition and whose name has been approved by the majority vote of the Board, and who has been accepted as such by a majority of the members present at any regular meeting of the Society. HONORARY MEMBERS will have all the privileges of membership.
- d) An ASSOCIATE MEMBER is one who subscribes to the objectives of the Society on a limited basis.
- 1) A GENERAL ASSOCIATE MEMBER is an individual who subscribes to the objectives of this Society, but is not a practising craftsman. A GENERAL ASSOCIATE MEMBER may be eligible to take part in certain activities of the Society subject to preferential conditions, as determined by the Board. A GENERAL ASSOCIATE MEMBER may not vote or hold office.
 - 2) A STUDENT MEMBER must be undergoing craft training recognized by the Board. A STUDENT MEMBER is free to present his/her work for review by the Standards Committee. A STUDENT MEMBER will be entitled to all the privileges of the Society except voting and holding office.
 - 3) A SUSTAINING MEMBER is an individual, group, or organization who subscribes to the objectives of this Society through financial support or other appropriate means. A SUSTAINING MEMBER will have all the privileges of the Society except voting and holding office.
 - 4) A MEMBER OF A CRAFT GROUP MEMBER is an individual who is a member in good standing of a CRAFT GROUP MEMBER. A MEMBER OF A CRAFT GROUP MEMBER may be eligible to take part in certain activities of the Society subject to preferential conditions, as determined by the Board.

4.4 Application for Membership

New and renewal application for general membership shall be sent to the Communications Committee or the Secretary at the registered office of the Society along with the appropriate fees. All complete applications to juried categories will be sent to the Standards Committee for jurying according to the established standards and procedures, and applicants accepted by this committee will be notified of the appropriate additional fees due to their category. A jurying fee may be required with applications for jurying.

4.5 Membership Year

The membership year of the Society will commence on January 1st and end on December 31st of the same year.

4.6 Membership Fees

The fees for the various types of membership in the Society will normally be set at the Annual General Meeting, and otherwise, at a special general meeting for which proper notice of the motion has been given.

4.7 Payment of Fees for Good Standing

Membership fees will be due on the second day of January each year, and no member over 30 days in arrears shall be entitled to any benefits or privileges of membership. If the fees remain unpaid for three (3) months, the member will be deemed to have resigned, and any juried status will become invalid until membership is reactivated.

4.8 Roll

It will be the duty of each member to notify the Secretary of any change in his/her address, and notices issued by the Society to the address that appears on the roll will be considered valid notice.

4.9 Term of Membership

The interest of any member in the Society is not transferable and lapses and ceases to exist upon death or resignation of a member, or otherwise in accordance with the By-laws of the Society.

4.10 Resignation of Membership

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

4.11 Discipline or Removal of Members

Any member whose conduct is considered by the Board to be contrary to the interests of the Society, or who fails to accept the responsibilities of their commitments to the Society shall be asked by that committee to explain or justify their actions. If the member is unwilling or unable to do so, the Board shall have the power to discipline, to request the resignation of, or to expel the member, subject to the right of appeal. Upon thirty days notice in writing to the member, the Board may pass a special resolution authorizing the disciplinary action or the removal of such member from the register of members of the Society. At that time, such person shall, in the case of disciplinary action, be subject to the form of discipline, or, in the case of removal, cease to be a member of the Society.

4.12 Right of Appeal

In the case of disciplinary action or removal, the right of appeal of such member shall be to an Appeal Committee of five appointed by the President.

4.13 Participation of Non-Members

Certain designated activities of the Society may be open to qualified non-members. To be eligible to participate in these activities, non-members will pay a suitable fee, which will be no more than the appropriate cost of membership, in addition to the fee for the activity itself.

ARTICLE 5 - OFFICERS

5.1 Officers

The officers of the Society shall be the members of the Board, i.e., the President, the First Vice President, the Second Vice President, the Third Vice President, the Secretary, the Treasurer, three Directors_at_Large and ex-officio, the Past President.

5.2 Duties of the President

The President will be responsible for the overall administration and direction of the affairs of the Society, subject to the authority of the Board, and ensure that all policies and actions approved by the general membership or by the Board are properly carried out. The President will preside at general meetings of the Society and chair the Board and the Executive Committee.

5.3 Duties of the First Vice-President

The First Vice-President will fulfil the duties of the President when that individual is temporarily absent or otherwise unable to perform the duties of that office. The First Vice-President may also perform specific duties assigned by the President or the Board.

5.4 Duties of the Second Vice-President

The Second Vice-President will chair the Standards Committee.

5.5 Duties of the Third Vice-President

The Third Vice-President will chair the Market Steering Committee.

5.6 Duties of the Secretary

The Secretary will keep a correct record of meetings and of all business of the Society, the Board, and the Executive Committee, will keep an official roll of the members, listing names and addresses and recording dues paid; will carry on necessary correspondence, and perform such other duties as may be assigned by the Board. The Secretary will issue copies of the minutes of the Board, Executive Committee, Council, and general meetings to all officers, and others as may be appropriate, as soon as possible after each meeting.

5.7 Duties of the Treasurer

The Treasurer will be responsible for recommending policies in the area of finance and development. The Treasurer is custodian of the funds and other financial assets of the Society. The Treasurer will keep account books and receipt books for the purpose of proper accounting of all monies of the Society and of all financial dealings therewith, and will supervise the prompt deposit into the designated bank account of all Society monies collected by the Society, and the payment of all approved expenses incurred by the Society. The Treasurer will present an audited financial statement and a budget for the following fiscal year, including any

recommendations for changes in the annual fees paid by members, at each annual general meeting, and at such time as will be required by the Board, will produce information as to the financial standing of the society.

5.8 Duties of the Directors-at-large

The Directors-at-large may chair ad hoc committees, or act as representatives to Boards or other committees outside the Society, or handle such other tasks as may be required by the Board from time to time.

5.9 Role of the Past President

The Immediate Past President will be an ex-officio member of the Board for the purposes of continuity and may be available to undertake any special duties requested by the President or the Board. The Immediate Past President will be defined as the last individual holding of the office of President immediately prior to the current President. In the event of death, resignation, or removal from office of the previous President, the Immediate Past President will be the last Past President in good standing to hold the office to the normal end of his/her term. If this individual is unavailable or unwilling to assume the role, the position will be left vacant until the current President normally becomes the Immediate Past President.

5.10 Variation of Duties

The Board or the Society may, from time to time, vary, add to, or limit the powers and duties of any officer or director.

5.11 Term of Office

Officers will take office at the annual general meeting and shall remain in office until the next annual general meeting or until their successors have been elected and installed in office, unless they resign, or are removed from office by special resolution of either the body that elected them or the Board.

5.12 Vacancies of Office

The Board shall be empowered to appoint any member in good standing to any office that may become vacant during the membership year.

5.13 Removal from Office

The Board shall be empowered, for cause, to declare any office vacant on the Board. Such causes will include: conduct prejudicial to the best interest of the Society; refusal to accept responsibilities; and, failure to attend two or more consecutive meetings of the Board except for reasons the Board considers good and proper. A member of the Board whose office is declared vacant will have the right of appeal as provided for in the By-laws. Proper notice must be given of a motion to remove a person from office and the individual concerned shall be given an opportunity to speak before such a motion is put to a vote.

ARTICLE 6 - PROTECTION OF OFFICERS

6.1 Limitation of Liability of Officers

No member of the Society shall, in his individual capacity, be liable for any debt or liability of the Society beyond the amount of the subscription, dues or fees payable by him/her to the Society.

6.2 Limitation of Cause

No director or officer of the Society shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt of other act for conformity, or for any loss, damage or expense happening to the Society through the insufficiency or deficiency of title to any property acquired by order of the Society for or on behalf of the Society, or for the insufficiency or deficiency of any security upon which any of the monies of the Society shall be invested, or for any loss or damage resulting from the bankruptcy, insolvency or tortious act of any person with whom any of the monies, securities or effects of the Society shall be deposited, or for any loss occasioned by any error of judgement or oversight on his/her part, or for any other loss, damage or misfortune whatsoever which shall happen in the execution of the duties of his/her office or in relation thereto unless the same shall happen through his/her own willful neglect or default.

6.3 Indemnity

Every director and officer of the Society and his/her heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against: all costs, charges and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him/her for or in respect of any act, deed matter or thing whatsoever made, done or permitted by him/her in or about the execution of the duties of his/her office; and all other costs, charges and expenses that he/she sustains or incurs in or about or in relation to the affairs of the Society; except such costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

ARTICLE 7 - BOARD

7.1 Composition

The Board will consist of the President, the First Vice-President, the Second Vice-President, the Third Vice-President, the Secretary, the Treasurer, and three Directors-at-large, all of whom shall have voting privileges; and ex-officio, the Immediate Past President. The Executive Director shall be a non-voting member of the Board.

7.2 Duties of the Board

The duties of the Board are:

- a) to further the objectives and purposes set forth in the By-laws and to be custodians of the Society's assets;
- b) to maintain an efficient organization to carry out the business of the Society;
- c) to make a report of the Committees' proceedings to the members at the annual general meeting;
- d) to take the initiative in preparing policies and actions for consideration and possible action by the general membership;
- e) to implement all resolutions passed at general meetings of the membership.

7.3 Powers of the Board

The management of the activities of the Society will be vested in the Board who, in addition to the powers and authorities conferred by the 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.

In particular, to carry out the duties set forth in the By-laws, the Board will have the power:

- a) to authorize expenditures necessary for the normal carrying on of the Society's business;
- b) to consider expenditures, other than those in (a) above, and to make recommendations to the Society's members in regard to them from time to time;
- c) to appoint special committees to organize and carry out programs or tasks beyond those provided by the Standing Committees;
- d) to appoint an Election Commission whose duties will be as described in the By-laws;
- e) to assign to the Executive Committee and paid staff such powers as it deems necessary for the day-to-day management of the Society;
- f) to develop and amend as appropriate such policy or procedures manuals as may be necessary for efficient and fair operation of the Society.

7.4 Calling of Meetings

The President of the Society may, at any time, call a meeting of the Board on giving at least ten days notice, and must do so when requested in writing by three or more members of the Board. The President is responsible for the preparation of the agenda for these meetings.

7.5 Quorum

A majority of the voting members of the Board, of whom four must be Officers of the Society, and excluding the Executive Director, will constitute a quorum of the Board.

7.6 Votes to Govern

At all meetings of the Board every question shall be decided by a majority of the votes cast on the questions and in case of an equality of votes, the chairman of the meeting shall be entitled to a casting vote.

7.7 Interest of Officers in Contracts

No officer shall be disqualified by his/her office from contracting with the Society nor shall any contract or arrangement entered into by or on behalf of the Society with any officer or in which any officer is in any way interested be liable to be avoided, nor shall any officer so contracting or being so interested be liable to account to the Society or any of its members for any profit realized by any such contract or arrangement by reason of such officer holding that office or the fiduciary relationship thereby established.

7.8 Declaration of Interest

It shall be the duty of every officer of the Society who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Society to declare such interest to the extent, in the manner and at the time required by the Board, and to refrain from voting in respect of the contract or proposed arrangement if and when prohibited by the Board.

7.9 Remuneration

The officers shall receive no compensation either directly or indirectly, for acting as such, and shall not receive, either directly or indirectly, any profit from their office. The officers shall be paid their travelling and other out-of-pocket expenses properly incurred by them in attending meetings of the Board or of the members or in the performance of business of the Society previously authorized by the Board.

7.10 Participation in Meetings

A Board member may participate in a meeting of the Board by means of simultaneous communication, and any Board member participating in such a meeting is deemed to be present thereat.

7.11 Composition of Executive Committee

The Executive Committee shall consist of the President, the First Vice-President, the Treasurer, the Secretary, and ex-officio, the Past President and the Executive Director.

7.12 Responsibilities of Executive Committee

The Executive Committee shall manage the day-to-day business of the Society subject to the guidelines and powers approved by the Board. The Executive Committee will be responsible for

Personnel, Finance and Nominating functions. One Member-at-Large will join the committee for the purpose of Nominating procedures.

ARTICLE 8 - GENERAL MEETINGS

8.1 General Meetings

Regular general meetings of the Society will be held annually, on a date to be set by the President, not later than September 30th of the membership year, and will be for the purpose of receiving and considering reports of the Board, the Auditor and the Election Commission. At such meetings reports of the Society's business will be submitted to the members.

8.2 Quorum

Twenty members will constitute a quorum. If a quorum of members is not present at the meeting within one-half hour from the time appointed, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it will stand adjourned to such time and place as a majority of the members then present directs. If at such adjourned meeting a quorum of members is not present, it will be adjourned *sine die*.

8.3 Special General Meeting

The President or Board may at any given time call a special general meeting of the Society by giving ten days' notice to each member.

8.4 Requested Special General Meetings

It will be the duty of the President to call a special general meeting of the Society whenever ten members of the Society request it in writing. Such special meeting will be solely for the transaction of business specified in such written request, and notice of such meeting and the business to be transacted will be given in writing to all members at least ten days prior to the date of the meeting.

8.5 Presiding Officer

The President will normally preside at general meetings of the Society and will have the right to request any other officer or member to preside temporarily for a specified purpose. In the absence of the President, the First Vice-President will preside. In the absence of both the President and the First Vice-President, the Second Vice-President will preside. In their absence, the Third Vice-President will preside. In the absence of all four, the officers will appoint a chairperson.

8.6 Moderator

The Board may from time to time recommend to the membership that a Moderator be appointed to chair general meetings. This recommendation shall include specific terms of reference for such an office. The Moderator shall have the status of an associate member while serving in this office.

8.7 Persons Entitled to be Present

All members in good standing are entitled to be present at any general meeting of the Society. Others are entitled to be present at the pleasure of the entitled members there present, and may, at any time during the course of the meeting, be requested to leave the meeting for a specified or unspecified period of time for reasons of confidential business of the meeting or for any other reasonable cause approved by a majority of the entitled membership present.

8.8 Order of Business

The order of business at all general meetings of the Society will be as determined by the President (according to approved standard procedural guidelines) and presented in writing at the commencement of the meeting to all attending members.

8.9 Member's Business

Motions from members shall be included in the agenda circulated for a general meeting, if they are received by the Secretary at least seven days before the agenda is due to be circulated.

8.10 Rules of Order

In the conduct of its meetings the Society will be governed by parliamentary Rules of Order as outlined in ROBERT'S RULES OF ORDER, General Henry M. Robert, Coles Publishing Co. Ltd., Toronto, 1980, unless otherwise provided for in the By-laws. It will be the duty of the presiding officer to rigidly enforce the Rules of Order.

ARTICLE 9 - VOTING

9.1 General Meeting

Each full member and designated craft group representative has one vote at general meetings and in all elections and other ballots.

9.2 Board and Committee Meetings

Officers and directors shall have one vote each at Board meetings. Committee members shall have one vote each at meetings of their respective committees.

9.3 Normal Voting Form

While the mover of any motion has the right to call for a secret ballot, voting will normally be by a show of hands, providing that any member has the right to call for a recount after the result of such a show-of-hands vote has been announced.

9.4 Secret Ballot

If a secret ballot is called for, the presiding officer will appoint two persons from the membership to supervise the voting and to tabulate the results.

9.5 Votes to Govern

Approval of all motions shall require a majority of votes cast, unless otherwise stated in the By-laws or in the rules of order, or as required by the Societies Act of Nova Scotia.

9.6 Casting Votes

The Chair may only cast a vote at a general meeting or at Board meetings in order to break a tied vote.

9.7 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 him, the same voting rights that the member appointing him would be entitled to exercise if present at the meeting. A proxy must be a 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. Members may vote by mail ballot to decide any issue in respect of which they are entitled to vote.

9.8 Adjournment

The presiding officer at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

ARTICLE 10 - ELECTIONS

10.1 Eligible Candidates

Any paid-up full member or designated craft group representative in good standing with the Society may be a candidate for office.

10.2 Conduct of Elections

The election of officers and directors shall take place by written vote prior to the Annual General Meeting, according to the elections procedure established herein, if there are sufficient nominations to require a choice by vote for any or all of the positions. If sufficient nominations are not received by the balloting deadline, the Nominating Committee will prepare a slate of nominees, nominating candidates to fill any vacancies, and will present the slate of nominees for election at the Annual General Meeting.

10.3 Call for Nominations

At least sixty days prior to the Annual General Meeting the Nominating Committee shall:

- a) inform the membership of all vacant positions for officers and for the Standards Committee, including a list of all persons who are members in good standing of the Society;
- b) invite nominations for members to stand for election to these positions;
- c) announce the closing date for the receipt of nominations, which shall be at least 40 days prior to the Annual General Meeting, except in the case of external forces beyond the control of the organization, in which case, nominations may be accepted from the floor at the Annual General Meeting.

10.4 Nominations

Nominations must be signed by two members in good standing who will certify that they have secured the agreement of the nominee to permit his/her name to appear on the ballot as a

candidate for office.

10.5 Completing the Slate

The Nominating Committee shall endeavour to ensure that at least one name is put forward for each vacant position, by making its own nominations for any positions for which no names have been received by the announced closing date. Nominations received by the committee shall not be kept secret and any candidate shall be free to withdraw in favour of another.

10.6 Preparation of Ballots

If there are sufficient nominations for any of the vacant positions to require a choice, ballots listing the names of nominees who have shown their willingness for run for office will be prepared by the Secretary, and will be given to the chairperson of the Election Commission, together with a certified list of members in good standing.

10.7 Election Commission

The Election Commission will consist of three members of the Society in good standing who will be appointed by the Board and who will not be candidates for office in the Society.

10.8 Voting by Mail Ballot

The chairperson of the Election Commission, who will be named Trustee for the purpose of the election, will initial each ballot and will forward a copy of each initialled ballot to every member in good standing shown on the certified list provided to him/her by the Secretary. Ballots will be returnable to the Trustee's office by the closing date announced by the Election Commission, which shall be at least ten days prior to the date of the Annual General Meeting.

10.9 Election Report

After the close of voting, the Election Commission will open all ballots, tally the results, and prepare a report of the result, which will be presented by the presiding officers to the members at the Annual General Meeting.

10.10 Acclamation

In the event that only one nomination is received for each vacant position, and no prior mail ballot was held, the chair of the Nominating Committee will prepare a written report of the results of the nominations containing the names of all persons nominated and willing to serve, which will be circulated with the agenda of the Annual General Meeting. The slate of nominees will be moved in full by the Nominating Committee and elected by single vote of the meeting. The results of the election must be recorded in the minutes.

ARTICLE 11 - STANDING COMMITTEES

11.1 Types

The following standing committees shall be established to facilitate the achievement of the objectives of the Society:

- a) Communications Committee
- b) Development Committee
- c) Exhibitions Committee
- d) Market Steering Committee
- e) Standards Committee
- f) Jackie Mackay Library Committee

11.2 Standards Committee

The Standards Committee shall consist of the Second Vice-president and six other members elected 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. 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.

11.3 Ad Hoc Committees

Ad hoc committees may be established by approval of a motion at a general meeting or at a meeting of the Board. Motions to establish ad hoc committees shall contain appropriate terms of reference.

11.4 Terms of Reference

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

11.5 Terms of Reference Guidelines

Terms of reference for all committees shall include the following:

- a) the status of the committee (standing or ad hoc)
- b) the type of committee (discussion, working task force, steering)
- c) the overall purpose
- d) any specific directives defining goals or tasks
- e) the relationship to any other overlapping activities of the Society
- f) the composition, including statements on any designated observer, whether officers are appointed as full or associate members and any authority granted to the chair to co-opt other members
- g) the assignment of any staff as associate members
- h) any special mode of operation
- i) an upper limit of expenses the committee can incur
- j) the preferred time and method for reporting
- k) the terms of office for members and whether successive terms are permitted
- l) the method for the election of new members and for filling casual vacancies
- m) the method of election or appointment of the chair.

11.6 Committee Chairs

Standing committee chairs will have the power to appoint members to their committees and will be responsible for the duties prescribed in the terms of reference established by the Board for each committee and program unit.

11.7 Ex-Officio Committee Members

The President and Executive Director will be ex-officio members of all standing committees.

11.8 Non-Member Participation

Non-members of the Society may be appointed by the Board to sit on committees as non-voting associate members.

11.9 Quorum

A quorum for all committee meetings shall be a majority of the voting members of the committee.

ARTICLE 12 - ADMINISTRATION

12.1 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.

12.2 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.

12.3 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.

12.4 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.

12.5 Fiscal Year

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

12.6 Setting Fees

The Board will be responsible for determining fees for services and events provided by the Society, and for recommending to the membership any changes to the various membership fees at the Annual General Meeting.

12.7 Budget

The Treasurer and the Board will be responsible for preparing and recommending the annual budget to the membership.

12.8 Signing of Cheques

The Treasurer will normally be one of the two signing officer to sign cheques drawn on the Society's account. The other signing officer will be the Executive Director or the President (or, in the President's absence, the First Vice-president), or one other member of the Board designated by approval of an appropriate motion by the Board.

12.9 Contracts

Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Society by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board.

12.10 Borrowing Powers

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

12.11 Professional Staff

The Board shall have the power to engage an Executive Director and other professional support or project staff as may be deemed necessary, and to determine their duties, responsibilities, conditions of employment and remuneration.

12.12 Staff Duties

The duties of staff employees shall be stated in specific job descriptions for each position, which have been approved by the Board, and which may be varied from time to time by mutual agreement between the Board and the staff concerned. These job descriptions may include some of the duties assigned elsewhere in the By-laws to one or more of the officers of the Board.

12.13 Staff on Committees

Paid staff of the Society may be appointed as non-voting members of the Society and of the Board, the Executive Committee or other committees, by a vote of the assembly which is responsible for appointing members to the respective body.

12.14 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.

12.15 Written Notice

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

ARTICLE 13 - AUDIT OF ACCOUNTS

13.1 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 or the Executive Committee will do so.

13.2 Report

The Society will make a written report to the members as to the financial position of the Society, and the report will contain a balance sheet and an operating account. The auditor will make a written report to the members about the balance sheet and operating account. In every such report, the auditor will state whether, in his/her 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. The report will be read at the annual general meeting. A copy of the balance sheet, showing the general particulars of the Society's liabilities and assets, and a statement of its income and expenditure in the preceding year, audited by the auditor, will be filed with the Registrar within fourteen days after the annual general meeting in each year, as required by law.

ARTICLE 14 - BY-LAWS

14.1 Enactment of By-laws

The Society may, from time to time, in the manner provided herein, enact any By-laws deemed necessary for the carrying out of its objectives and the transaction of its business.

14.2 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 ten 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 10th day of September 2020.

_____ President

_____ Secretary