

The Shearwater Aviation Museum  
Foundation

**DRAFT**

V6 - 23 February 2024

**By-Laws**

2024



THE SHEARWATER AVIATION MUSEUM FOUNDATION  
(DRAFT V6 - 23 February 2024)

**ARTICLE I**

**GENERAL**

1. Title

The name of the organization is The Shearwater Aviation Museum Foundation (or SAMF).

2. Definitions

In accordance with the N.S. Societies Act, in these By-Laws:

- a. 'The Foundation' means The Shearwater Aviation Museum Foundation.
- b. 'Registrar' means the N.S. Registrar of Joint Stock Companies.
- c. 'Special Resolution' means a resolution passed by at least three-fourths of the members who are entitled to vote and are present at a general meeting of which notice specifying the intention to propose the 'special resolution' has been given. The Secretary shall file a copy of every special resolution with the Registrar within fourteen (14) days after the resolution has been passed.

3. Objects

The Objects of The Foundation shall be those in The Foundation's Memorandum of Association dated the 19th of March 1987, and any amendment thereof.

4. Head Office and Agent

The Head Office of The Foundation is located at the Shearwater Aviation Museum, Shearwater, Nova Scotia, and the Registered Agent shall be The Foundation President.

5. Patron

A Patron is a distinguished person who agrees to be a supporter or advocate for the SAMF and has been invited by the Board of Directors to accept that role. The length of the term, normally ex-officio, will be determined by the Board. Patrons receive a subscription to the *Warrior* magazine, may attend general meetings, but do not pay dues or vote and may not be elected to the Board.

6. Amendments

These By-Laws may be amended or repealed by special resolution of the members, and any amendments shall become effective when approved by the Registrar. A review of the By-Laws shall be conducted every five (5) years to ensure accuracy and relevancy.

## ARTICLE II

### MEMBERSHIP

#### 1. Register of Members

The subscribers to the Memorandum of Association and other persons admitted in accordance with these By-Laws shall be members of The Foundation, and their names shall be entered in a Register of Members. For the purpose of registration, the numbers of members of The Foundation are unlimited.

#### 2. Admission to Membership

- a. Any individual of legal age or any organization whose objects are similar to those of The Foundation and pays the applicable dues may be a member.
- b. Membership is granted by the Board of Directors, and the entry of the name and address of an individual in the Registry of Members shall constitute admission to membership in The Foundation.
- c. Members of The Foundation are expected to use their best efforts to support the Objects of The Foundation and these By-Laws.

#### 3. Classification of Members

There shall be the following classes of members: Bronze, Silver, Gold, and Honorary.

#### 4. Bronze, Silver, and Gold Membership

Bronze, Silver, and Gold Members pay annual dues, as determined by the Board, receive a subscription to the *Warrior* magazine, may attend and vote at general meetings, and are eligible for election as a director.

#### 5. Honorary Membership

The Board may award Honorary Membership in SAMF to people who assist or further the interests of The Foundation. Honorary Members will receive a subscription to the *Warrior* and may attend general meetings; however, they do not pay dues so may not vote or be elected to the Board.

#### 6. Life Membership

All previously issued Life memberships remain valid but are non-transferable and no new Life memberships will be issued.

#### 7. Termination of Membership

Membership in The Foundation is non-transferable and expires upon the death of the member, when the member resigns in writing to The Foundation, or ceases to qualify for membership in accordance with these By-Laws. The Board of Directors reserves the right to terminate any membership for any reason, and there shall be no refund of any dues paid on the termination of membership.

## ARTICLE III

### OFFICERS AND DIRECTORS

#### 1. Officers

- a. The Officers of The Foundation shall be a President, Vice-President, Secretary, and Treasurer, all elected by the members, and the Immediate Past President.
- b. The President shall have general supervision of Foundation activities and perform such duties as may be assigned by these By-Laws, the members, or by the Board from time to time. The Vice-President shall stand in for the President during any absence, illness, or incapacity and during such period as the Board or the President might request.
- c. The President is the Chief Executive Officer who shall conduct the routine day-to-day activities of The Foundation, chair general, board and executive committee meetings and provide direction to Foundation staff.
- d. The Secretary shall keep minutes of all general, board and executive committee meetings, have custody of the corporate seal and all Foundation books and records, and shall perform such other duties as assigned by the members. When required, the Board of Directors may appoint a temporary substitute for the Secretary.
- e. The Treasurer shall manage The Foundation's finances, including the preparation and monitoring of the annual budget and preparation of financial statements, and shall nominate an auditor for the following year at annual general meetings.

#### 2. Board of Directors

The Board of Directors shall be comprised of a minimum of four (4) members as follows: President, Vice-President, Secretary, and Treasurer, and additional Directors may be elected as required. The Immediate Past President may attend Board meetings in an advisory capacity.

#### 3. Powers of Directors

- a. The management of The Foundation shall be vested in the Directors, who may exercise such powers and do such things as may be done by a Foundation, but are not required to be done by The Foundation at a general meeting.
- b. Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of The Foundation by the President or Vice-President and another member of the Executive Committee, or otherwise as prescribed by a resolution of the Board of Directors.
- c. The Board of Directors may exercise the borrowing powers of The Foundation as required to pursue the Objects of The Foundation.



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- d. The Seal, an impression of which is stamped in Annex A to these By-Laws, shall be the corporate seal of The Foundation, be held by the Secretary, and may only be affixed to any document upon resolution of the Board of Directors.

4. Eligibility

Any member of The Foundation shall be eligible to be elected as a Director.

5. Election and Retirement of Directors

- a. The members of The Foundation shall elect the directors and officers for the following year at each annual general meeting.
- b. At the conclusion of each annual general meeting all directors shall retire from office, at which time their successors shall take office. Retiring directors are eligible for re-election.
- c. In between annual general meetings an additional director or directors may be appointed by a resolution of the Board.
- d. The Secretary shall file a list of The Foundation's Directors with their addresses, occupations, and dates of election or appointment with the Registrar within fourteen (14) days of the change of directors.

6. Removal of a Director

By special resolution at a general meeting The Foundation may remove any Director before the expiration of the term of office and appoint another person instead. The person appointed shall hold office during such time as the replaced director would have held office.

7. Vacancy

In the event that a Director resigns or ceases to be a member, the vacancy created may be filled for the unexpired portion of the term by another member appointed by the Board.

8. Nominating Committee

- a. All nominations for SAMF Director should be submitted to the Immediate Past President at least thirty (30) days before an AGM. When nominating a member for election as a new director the nominator should present the credentials of their nominee(s).
- b. In consultation with the President, the Immediate Past President is to vet the nomination(s) and ensure the nominee(s) have agreed to serve on the Board. Then the Past President is to present nominations for all positions on the Board at the ensuing annual general meeting.

9. Executive Committee

- a. The Executive Committee shall be composed of the President, Vice-President, Secretary, Treasurer, and administration staff as required. Advisors may be invited to Executive Committee meetings when required.

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- b. The Executive Committee shall meet at the call of the President and assist with the regular business of The Foundation. This Committee may make decisions on behalf of the Board of Directors within the guidelines of the Memorandum of Association and these By-Laws, and authorize expenditures included in the approved budget or as amended by the Board. Non-budgeted expenditures are authorized up to a limit established by the members at a general meeting. The Secretary shall report Executive Committee proceedings at meetings of the Board.

10. Remuneration of Directors and Officers

The Directors and Officers of The Foundation shall serve without pay for services rendered. A Board member may be reimbursed for expenses approved by the Board.

**ARTICLE IV**

**MEETINGS**

1. Annual General Meeting (AGM)

The annual general meeting of The Foundation shall be held within three months of the end of the fiscal year, i.e., during September, October, or November.

2. Special General Meeting (SGM)

A special general meeting of The Foundation may be called by the President, or by the Directors at any time. Directors shall call a meeting if requested in writing by at least ten (10) members of The Foundation.

3. Notice of General Meetings

The Secretary shall give each member a minimum of fourteen (14) days' notice of a general meeting, specifying the place, date, and time of the meeting and, in the case of special business, the nature of the business. Notice shall be given in writing by sending it through Canada Post in a prepaid letter to the member's address in the Registry of Members or by email to the member's email address listed in the Registry. Any notice shall be deemed to have been given at the time when the letter would be delivered in the ordinary course of the Post or electronic media. In proving such service, it shall be sufficient to show that the envelope or email containing the notice was properly addressed and mailed or sent electronically.

4. Omission of Notice

The accidental omission or non-receipt of any notice shall not invalidate the proceedings at any general meeting.

5. Annual General Meeting Agenda

- a. The following shall be deemed to be ordinary items of business:
  - (1) Approval of the agenda;
  - (2) Approval of minutes of the preceding annual general meeting;
  - (3) Consideration of the President's annual report;

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- (4) Consideration of the financial statements, including the balance sheet and operating statement, the auditor's report, and a proposed budget for the following year;
  - (5) Election of directors and officers for the following year; and
  - (6) Appointment of an auditor for the following year.
- b. Ongoing business shall be labelled as such and all other business at a general meeting shall be deemed to be new business. All business that is transacted at a special general meeting shall be deemed to be special business.
6. Quorum
- a. A quorum for any Foundation general meeting shall be five (5) members.
  - b. If within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the request of members, shall be dissolved. In any other case it shall stand adjourned to such time and place as directed by a majority of the members present. If at that adjourned meeting a quorum of members is not present, it shall be adjourned indefinitely.
7. Chair of General Meetings
- a. The SAMF President, or if unable, the Vice-President, shall chair general meetings.
  - b. If neither the President nor Vice-President are present at the scheduled time of the meeting, the members present shall choose one of their own to chair the meeting.
8. Voting at General Meetings
- a. All members are entitled to attend general meetings and vote, and each member is permitted one vote. There shall be no proxy voting at Foundation meetings.
  - b. The Chair of the meeting shall not vote, except in the case where the number of votes for and against a motion or resolution is tied, in which case the Chair shall cast a deciding vote.
  - c. At any meeting, unless a poll is requested by at least three (3) members, the Chair may declare that a motion or resolution has been carried by consensus, a show of hands or a voice vote. The declaration shall be recorded in the minutes and shall be sufficient evidence of the fact, without recording the number of members in favour or against such a motion or resolution.
  - d. If a poll is requested, it shall be conducted by calling the name of each member present who shall vote verbally. The Secretary will record the numbers in favour and against the question and present the tally to the Chair who shall announce the result. If a 'recorded' vote is requested, the Secretary will record each member's vote for or against the motion or resolution.



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- e. If a member wishes to abstain from voting on any question, e.g., to negate any perception of a conflict of interest, and asks to be recorded as doing so, the Secretary shall record the member's name and abstention from that vote in the minutes of the meeting.

9. Board of Directors' Meetings

- a. Meetings of the Board of Directors shall be held at least quarterly or as often as the business of The Foundation may require.
- b. Notice of meetings specifying the time and place thereof, shall be given orally, by email, or in writing to each Director at least fourteen (14) days before the meeting is to take place, except that a meeting may be held without notice, at the close of a general meeting. Non-receipt of notice shall not invalidate the proceedings at any meeting of the Board.
- c. A quorum at a meeting of the Board shall be four (4) Directors.
- d. The President, or if unable, the Vice-President, or if both are absent, a Director appointed from among those present, shall chair Board of Directors meetings.
- e. As a Director the chair of the meeting shall be entitled to a vote and, in the case of an equality of votes, shall cast an additional tie-breaking vote.

10. Adjournment

With the consent of the meeting the chair may adjourn a meeting from time to time and/or from place to place, but no business shall be transacted at the reconvened meeting, other than that left unfinished at the adjourned meeting unless notice of such new business is given to the members. A motion to adjourn or end a meeting is not required if the agenda is concluded.

**ARTICLE V**

**FINANCE**

1. Fiscal Year

The fiscal year of The Foundation shall be from 01 September to 31 August.

2. Audit of Accounts

- a. The members of The Foundation shall appoint an auditor at each annual general meeting. If the members fail to appoint an auditor, the Board may do so. If no auditor is appointed, two Directors other than the Treasurer may review the Treasurer's report and relevant documentation and certify the required report to the Registrar after the AGM in accordance with Para 3, below.



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- b. The Foundation books and records may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at The Foundation office.

3. Auditor's Report

- a. The Auditor shall provide a written report on The Foundation's financial position to the members at each annual general meeting. The report is to contain a balance sheet showing the general particulars of assets and liabilities and a statement of income and expenditures in the previous year. Each report is to state whether the balance sheet is properly drawn up and a full, fair, and correct representation of The Foundation's affairs.
- b. The Secretary shall file a copy of the auditor's report with the Registrar within fourteen (14) days after the annual general meeting in each year.

**Annex A**

1. Foundation Corporate Seal

An impression of The Foundation Corporate Seal is shown here:

