

landscape
nova scotia



LANDSCAPE NOVA SCOTIA
HORTICULTURAL TRADES ASSOCIATION

BY-LAWS

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LANDSCAPE NOVA SCOTIA HORTICULTURAL TRADES ASSOCIATION

BY-LAWS

Article 1 - HEAD OFFICE

1.01 Until changed in accordance with the Societies Act, the Head Office of Landscape Nova Scotia shall be at such location within the Province of Nova Scotia as the Board of Directors may designate from time to time.

Article 2 - CORPORATE SEAL

2.01 The Seal, an impression of which is stamped in the margin hereof, shall be the Seal of the Society.

2.02 The Secretary shall be custodian of the Seal of Landscape Nova Scotia, which he or she shall deliver only when authorized to do so by a resolution of the Board of Directors and then only to such person or persons named in the resolution.

2.03 Contracts, documents or any instruments in writing requiring the signature of Landscape Nova Scotia shall be signed by the President and any other Officer and all contracts, documents and instruments in writing so signed shall be binding upon Landscape Nova Scotia without any further authorization or formality. The Directors shall have power from time to time by resolution appoint an Officer or Officers of Landscape Nova Scotia on behalf of Landscape Nova Scotia to sign specific contracts, documents and instruments in writing. The Directors may give Landscape Nova Scotia's power of attorney to any registered dealer in securities for the purpose of the transferring and dealing with any stocks, bonds and other securities of Landscape Nova Scotia. The Seal of Landscape Nova Scotia shall when required be affixed to contracts, documents and instruments in writing signed as aforesaid.

Article 3 - CONDITIONS OF MEMBERSHIP

3.01 Membership in Landscape Nova Scotia shall be open to individuals over the age of 18 years, Societies, partnerships, sole proprietorships, and societies who meet the requirements for membership as set out herein and whose application for admission to membership has received the approval of the Board of Directors or by a Membership Chair designated by the Board of Directors of Landscape Nova Scotia.

3.02 There shall be five classifications of Members as follows:

1. **Honorary Life Members:** Designation of Honorary Life Member shall be bestowed by the Board of Directors in its discretion on any person or organization who has distinguished himself or herself through outstanding accomplishments in or contributions to the Horticultural Industry or to Landscape Nova Scotia and who has been nominated in writing by at least three Active Members. Honorary Life Members shall have all of the rights, privileges and responsibilities of an Active Member except that an Honorary Life Member shall not be required to pay annual or special Membership dues.
2. **Active Members:** Active Membership shall be open to individuals, Societies, partnerships and sole proprietorships who have been actively engaged in the horticultural industry in the Province of Nova Scotia for at least one full year preceding the date of their application and who derives the majority of their income from landscape horticulture and who have demonstrated high integrity in business practice. "Actively engaged in the horticulture industry" means carrying on business primarily as a nurseryman, landscape contractor, landscape maintenance, lawn-care, tree services or garden center or any combination thereof. Applications for Active Membership shall be considered by the Board of Directors which may approve applications in its sole discretion. Upon approval of the application by the Board of Directors, the applicant shall be admitted to Active Membership. Active Members shall have the right to participate fully in the affairs of Landscape Nova Scotia and shall be entitled to attend meetings, hold office and vote. Active Members shall have full access to all benefits, programs and publications provided by the Canadian Nursery Landscape Association.

3. **Horticultural Affiliate Members:** Horticultural Affiliate Membership shall be open to individuals, Societies, partnerships, societies and sole proprietorships resident or whose primary place of work, study or business is in the Province of Nova Scotia and who are engaged in work allied to the horticultural industry but do not carry on business in a manner which would qualify them for Membership in any other classification. Horticultural Affiliate Members may include, but shall not be limited to: professors and teachers of horticulture; researchers in horticultural sciences; ecologists; conservationists; landscape architects; media personnel specializing in horticultural matters; federal, provincial and municipal government employees; and a representative from other horticultural industry societies. Horticultural Affiliate Members shall have all of the rights, privileges and responsibilities of an Active Member except that the combined number of Horticultural Affiliate Members and Corporate Affiliate Members that may sit as Directors at one time shall not exceed three (3). Horticultural Affiliate Members Active Members do not have full access to all benefits, programs and publications provided by the Canadian Nursery Landscape Association.
4. **Corporate Affiliate Members:** Corporate Affiliate Membership shall be open to individuals, Societies, partnerships and sole proprietorships who are suppliers to the horticultural industry or to Landscape Nova Scotia, and who otherwise meet the requirements for Active Membership. Corporate Affiliate Members may include but shall not be limited to: seed vendors; bulb houses; manufacturers and distributors of horticultural products; printers; publishers of trade papers; and manufacturers of agricultural implements and mechanical equipment. Corporate Affiliate Membership is not limited to those actively Corporate Affiliate Members shall have all of the rights, privileges and responsibilities of an Active Member except that the combined number of Horticultural Affiliate Members and Corporate Affiliate Members that may sit as Directors at one time shall not exceed three (3). Further, their operation of business can exist outside of Nova Scotia.
5. **Out-of-Province Affiliate Members:** Out-of-Province Affiliate Membership shall be open to individuals, Societies, partnerships, societies and sole proprietorships which would otherwise qualify for Active, Horticultural Affiliate or Corporate Affiliate Membership except that their connection with Nova Scotia is not sufficient to qualify for membership in those classes. Out-of-Province Affiliate Members must be a member of a provincial or state horticultural society in the jurisdiction in which they work or carry on business. Out-of-Province Affiliate Members shall have the right to attend and participate at meetings of Landscape Nova Scotia but shall not have the right to vote at any meeting or sit as Director. Out-of-Province Affiliate Members shall be entitled to such other benefits and services of Landscape Nova Scotia as the Board of Directors shall determine from time to time on such terms as the Board of Directors deems fit.

3.03 The **Code of Conduct** attached as Schedule "A" hereto and the **Code of Ethics** attached as Schedule "B" hereto shall be binding upon all Members of Landscape Nova Scotia. Landscape Nova Scotia may amend the Code of Conduct and the Code of Ethics from time to time by Special Resolution and any such amendments shall be binding upon Members.

3.04 Each applicant for Membership shall submit an application in such form as approved from time to time by the Board of Directors which shall include a copy of the Code of Conduct and the Code of Ethics. Each applicant for Membership shall sign, or cause to be signed by a duly appointed officer of the applicant, as the case may be, an Acknowledgement and Undertaking in such form as may be approved from time to time by the Board of Directors by which the applicant acknowledges that the Code of Conduct and Code of Ethics has been read and undertakes to abide by same upon admission to Membership in Landscape Nova Scotia.

3.05 Each Member shall pay annual Membership dues upon becoming a Member and thereafter each Member shall pay the annual membership fee each year on or before the 31st day of October for Membership for the year commencing November 1. The membership dues shall be approved or varied annually by the Board, provided that if the Board wishes to vary the membership dues by 10% or more, said variance shall be approved by the members at the Annual General Meeting of Landscape Nova Scotia.

3.05 Each Member shall pay an annual Membership dues to hereto upon becoming a Member and thereafter each Member shall pay the annual membership fee each year on or before the 31st day of October for Membership for the year commencing November 1. The membership dues set out in the Policy Governance Document shall be approved or varied annually at the Annual General Meeting of Landscape Nova Scotia.

3.06 Landscape Nova Scotia Members in good standing shall approve the Budget presented at each Annual General Meeting.

3.07 A Member who has not paid annual Membership dues by November 1 for the subsequent fiscal year shall cease to be a Member in good standing effective November 1st and all rights and privileges of the Member shall be suspended until the Member

is reinstated. A Member shall be reinstated upon paying any dues. The Board of Directors may strike Members from the register of Members who are not in good standing.

3.08 The Board of Directors may from time to time levy a special assessment or assessments against Members or any classification of Members for the purpose of raising funds for such purposes as the Board of Directors deems fit.

3.09 Any Member may withdraw from Landscape Nova Scotia by delivering a written resignation to the offices of Landscape Nova Scotia.

3.10 The Board of Directors may withdraw or suspend Membership on the following grounds:

(a) breach by a Member or shareholder, partner, officer, employee or agent of a Member, as the case may be, of the Code of Ethics, By-laws, Rules and Regulations governing the conduct of Members of Landscape Nova Scotia.

3.11 The Board of Directors may appoint an individual or committee to investigate and report to the Board on any allegation of grounds for discipline of a Member. A Member shall be given notice of the meeting 30 days in advance of the Board of Directors at which any decision to discipline the Member shall be taken sufficient to allow the Member to know the allegations being made against the Member and the discipline being contemplated. The Member shall have the right to attend the meeting and make representations to the Board. The conduct and procedure for any such meeting shall be at the discretion of the Board. Following the representation of the Member and after any further evidence is presented, the Member shall be excused from the meeting and the Board may hold an in camera session to discuss the discipline of the Member and take it to a 2/3 majority vote.

3.12 Where the Board of Directors finds that grounds for disciplining a Member exist, it may discipline the Member as it sees fit and shall have the power to suspend any and all rights and privileges of the Member and to terminate Membership, on such terms and for such periods of time as the Directors deem fit.

3.13 The discipline may take effect immediately, however a Member who has been disciplined may seek a review of the discipline at a Special General Meeting of Landscape Nova Scotia provided that the requisite number of Members so request as per Article 5.03.

Article 4 - MEETINGS OF MEMBERS

4.01 The Annual General Meeting of Landscape Nova Scotia shall take place at such time and place as designated by the Board of Directors provided that the Annual General Meeting take place within ninety (90) days after the end of the Fiscal Year.

4.02 Other General or Special Meetings shall take place at such locations and times as the Board of Directors or the President, as the case may be, may direct in accordance with this By-Law.

4.03 The Members may consider and transact any special or general business at any meeting of the Members provided that proper notice of the business to be transacted at the meeting is given to Members in accordance with Article 5.06. The Board of Directors or the President shall have the power to call, at any time, a General Meeting of the Members of Landscape Nova Scotia. The Board of Directors shall call a Special General Meeting of Members on written requisition of fifteen (15) Members entitled to vote at a meeting of Landscape Nova Scotia specifying the nature of the business to be transacted at the meeting.

4.04 At any General or Special Meeting of Landscape Nova Scotia twelve (12) Members entitled to vote at a meeting of Landscape Nova Scotia in good standing present in person at a meeting shall constitute a quorum.

4.05 Written notice of the Annual General Meeting shall be given to each Member at the address recorded for that Member in the Membership Registry at least four (4) weeks prior to the meeting.

4.06 Written notice of a Special General Meeting shall be given to each Member at the address recorded for that Member in the Membership Registry at least seven (7) week days (weekends and holidays excluded) prior to the meeting. Notice of a Special Meeting shall contain sufficient information about the special business to be transacted at the meeting to allow the Member to know the nature of the business to be transacted and may contain such additional information as will permit a Member to form a reasoned judgment on the decision to be taken.

4.07 Where notice of a General Meeting is mailed by pre-paid post, the notice shall be deemed to be received four (4) days after mailing. Where notice of a General Meeting is sent electronically or by fax as requested by a Member, it will be deemed accepted when sent. Notice of each General Meeting shall inform the Member that the Member has a right to be represented at the meeting by Proxy and providing a form of Proxy to be used by the Member.

4.08 Each voting Member in good standing shall have the right to one vote at a meeting of the Membership. Where a Member is a Society, partnership, sole proprietorship, the Member shall have one vote to be exercised by an individual appointed by the Member for that purpose. Each voting Member shall be entitled to appoint a Proxy holder in writing to attend at the meeting and exercise the right to vote of the Member in the manner and to the extent authorized by Proxy. The Proxy holder shall be a Member in good standing of Landscape Nova Scotia.

4.09 No error or omission in giving notice of any General or Special Meeting or any adjournment thereof to the Members of Landscape Nova Scotia shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer of Landscape Nova Scotia, the Member's address shall be the last address recorded in the Membership Registry of Landscape Nova Scotia.

4.10 Minutes of all General and Special Meetings shall be recorded and available to all Members of Landscape Nova Scotia and approved at the next General Meeting of Landscape Nova Scotia.

4.11 All Annual, General and Special Meetings shall be conducted using rules of parliamentary procedure and in the event of a dispute Robert's Rules of Order Newly Revised shall be the final authority except where inconsistent with these By-Laws in which case the By-Laws shall prevail.

4.12 The Presiding Chair of the Annual, General or Special Meeting shall have no vote except to either defeat or pass a resolution where his or her vote would be the deciding vote.

4.13 At all meetings of Landscape Nova Scotia every question shall be determined by a majority of votes unless otherwise specifically provided for by statute or by this By-Law.

Article 5 - BOARD OF DIRECTORS

5.01 The affairs of Landscape Nova Scotia shall be managed by the Board of Directors of Landscape Nova Scotia who are elected at the Annual General Meeting.

5.02 The Board of Directors shall be comprised of not less than eight (8) and not more than twelve (12) Directors, one of which will be the Canadian Nursery Landscape Association (CNLA) representative. These Directors shall serve for a two year term, with the exception of the CNLA representative which will be a minimum of a three year term, at which time they may reoffer for a subsequent term. At subsequent Annual General Meetings such Directors shall be elected as needed to replace any retiring Directors or to increase the number of Directors.

5.03 For the purposes of measuring the term of a Director, a year shall mean the time between Annual General Meetings and a Director shall hold office until the end of the Annual General Meeting at which his or her term expires except as otherwise provided for herein.

5.04 Unless otherwise explicitly stated in this By-Law, any Member in good standing is eligible to be a Director provided that he or she is an individual eighteen (18) years of age or older with power under law to contract and provided further that no more than one shareholder, director, officer, partner, Member and/or employee of a Society, partnership, sole proprietorship or Landscape Nova Scotia may hold office as Director at any time.

5.05 The office of Director shall automatically be vacated:

- (a) if a Director shall resign his office by delivering a written notice of resignation to the Secretary of Landscape Nova Scotia;
- (b) if a Director ceases to be eligible for Membership;
- (c) if a Director ceases to be resident in Nova Scotia;
- (d) if a Director is not in attendance at fifty per cent (50%) or more of the meetings of the Board of Directors in any Fiscal Year of Landscape Nova Scotia, provided that the removal of such Director is carried out in accordance with this Article 5.05(g) and that the Director fails to offer a reasonable excuse for missing each meeting;
- (e) if he or she is found by a Court of competent jurisdiction to be of unsound mind;
- (f) if there is a voluntary resignation of a Director the removal of a Director as provided for under 5.05(g);
- (g) if at a Special or Annual General Meeting of Members a Special Resolution is passed by three-fourths (3/4) of the Members present at the meeting that he or she be removed, provided that notice of the Special Resolution calling for his or her removal be delivered to the Director with the Notice of Meeting; or
- (h) upon the death of a Director.

provided that if any vacancy shall occur for any reason set out in this Article, the Board of Directors by majority vote, may, by appointment, fill the vacancy with a Member of Landscape Nova Scotia for the remainder of the departing Director's term or until the next Annual General Meeting which ever is earlier.

5.06 The Directors shall be entitled to reimbursement of direct expenses and travel allowances as outlined in the LNS Expense Policy and approved by the Board of Directors.

5.07 Every Director or Officer of Landscape Nova Scotia or other persons who has undertaken or is about to undertake any liability on behalf of Landscape Nova Scotia and their executors, administrators, estate and effects, respectively shall from time to time and at all times, be indemnified and saved harmless, out of funds of Landscape Nova Scotia from and against:

- (a) All costs, charges and expenses whatsoever which such Director, Officer and other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her in or about the execution of his or her office or in respect of any such liability.
- (b) All other costs, charges and expenses, which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

5.08 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted.

Article 6 - MEETINGS OF DIRECTORS

6.01 Meetings of the Board of Directors may be held at such time and place as the Board of Directors determine, provided that each Director who was not present at the meeting where the place, date and time of the meeting was set, receives written notice of this meeting at least seven (7) week days (holidays and weekends excluded) in advance either by fax or electronic mail. Where notice of this Board Meeting is sent electronically or by fax, as requested by the board member, it will be deemed to be received and accepted when sent. No error or omission in giving notice of any meeting of the Board of Directors or any adjournment thereof

shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat. For the purpose of sending notice to any Member, Director or Officer of Landscape Nova Scotia, the Member's address shall be the last address recorded in the Membership Registry of Landscape Nova Scotia.

6.02 The Board of Directors shall meet at least four (4) times per year.

6.03 At any meeting of the Board of Directors each Director shall have one (1) vote. Any Director who has a conflict of interest in any matter before the Board shall disclose that interest and shall have no vote in respect of that matter. The Chairperson of any meeting of the Board of Directors shall have no vote except to either defeat or pass a resolution where his or her vote would be the deciding vote. At all meetings of the Board of Directors fifty percent (50%) of the Directors shall constitute a quorum.

6.04 If all Directors have consented either generally or in respect of a particular meeting, a Director may be deemed present at a meeting of the Board by telephone conference or such other electronic means as the Board determines will permit all parties participating in the meeting to hear each other.

6.05 A resolution in writing signed and unanimously passed by all the Directors entitled to vote on that resolution at a meeting of the Board of Directors is as valid as if duly passed at a meeting of the Board.

6.06 Robert's Rules of Order Newly Revised shall apply to the proceedings at all meetings of the Board of Directors except where inconsistent with this By-Law.

6.07 All Board of Directors' meetings shall be open to all Members unless otherwise agreed by a majority of Directors present at a meeting. Any Member may be permitted to address the meeting at the discretion of the President or, where the President refuses, by vote of two-thirds (2/3) majority of Directors present.

6.08 Minutes of all Board of Directors meetings shall be recorded and available to all Directors and to all Members of Landscape Nova Scotia after approval of the minutes by the Board except that any business which is transacted *in camera* may be excluded from the version of the Minutes provided to the Members provided that the basis therefore is recorded in its place.

Article 7 - POWERS AND DUTIES OF DIRECTORS

7.01 The Board of Directors shall administer the affairs of Landscape Nova Scotia and make or cause to be made for Landscape Nova Scotia, in its name, any kind of contract which Landscape Nova Scotia may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other things as Landscape Nova Scotia is by its Memorandum of Association or otherwise authorized to exercise and do.

7.02 The Board of Directors shall have power to authorize expenditures on behalf of Landscape Nova Scotia from time to time and may delegate by resolution to an Officer or Officers of Landscape Nova Scotia the right to hire and pay salaries to employees of Landscape Nova Scotia and to make such other expenditures as the Board may determine. The Board of Directors shall have the power to enter into trust arrangements with a bank or trust company for the purpose of creating a trust fund in which the capital and interest may be used for the benefit of promoting the interest of Landscape Nova Scotia on such terms as the Board of Directors may prescribe.

7.03 The Board of Directors shall take such steps as they may deem requisite to enable Landscape Nova Scotia to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the interests and objects of Landscape Nova Scotia.

7.04 The Bank for Landscape Nova Scotia shall be chosen by the Board of Directors and the Board of Directors shall have the power to open such accounts as may be required for the deposit and investment of Landscape Nova Scotia funds as received by Landscape Nova Scotia from time to time and for that purpose the Secretary and such other officers as are required by the Bank shall be authorized to provide such documentation as are required by the Bank from time to time. Any two of the President of the Board of Directors, the Secretary, the Treasurer or such other person as the Board may designate either specifically or by

reference to position shall be authorized to sign cheques on behalf of Landscape Nova Scotia and otherwise deal with banking matters.

7.05 The Board of Directors may approve costs and fees that members of the public or Members of Landscape Nova Scotia shall pay for services and products provided by Landscape Nova Scotia and any proceeds there from shall be applied by the Directors as they see fit for the purpose of furthering the interests of Landscape Nova Scotia.

7.06 The borrowing powers of Landscape Nova Scotia may be exercised by Special Resolution of the Members.

7.07 The Board of Directors may enter into arrangements with other organizations for the provision of funding and delivery of programs for the purpose of furthering the interests of Landscape Nova Scotia.

7.08 The Board shall appoint annually a representative to the Canadian Nursery Landscape Association. This representative will be appointed by the Board of Directors and would ideally be a past president of Landscape Nova Scotia. He/She will sit on Landscape Nova Scotia's Board of Directors and will advance the views, policies, opinions and activities of Landscape Nova Scotia; liaise with other Provincial Association Representatives to strategically align agendas that are national in scope. As a director of the CNLA Board communicate the CNLA agendas, programs, initiatives and goals to Landscape Nova Scotia.

Article 8 - OFFICERS

8.01 The Officers of Landscape Nova Scotia shall be the President, 1st Vice President, Past President, Secretary, Treasurer and any such other officers as may be determined by the Membership at an Annual General Meeting. No two offices, other than the Secretary, shall be held by the same person, and all Officers shall be Directors.

8.02 The office of Secretary is to be held by the Executive Director of Landscape Nova Scotia. Notwithstanding Article 9.01, the Executive Director position is not considered to be a Director or an Officer and as such does not have voting privileges.

8.03 The President, 1st Vice President, 2nd Vice President and Treasurer shall be elected by the Membership at the Annual General Meeting from among the Directors for a term of one year. These officers shall hold office for no more than three consecutive terms. The office of Past President shall be held by the individual who held the office of President immediately before the President.

8.04 The Officers of Landscape Nova Scotia shall hold office until the end of the meeting at which time their successors are appointed.

Article 9 - DUTIES OF OFFICERS

9.01 The President shall preside over all meetings of Landscape Nova Scotia, the Board of Directors and shall be responsible for the general and active management of the affairs of Landscape Nova Scotia. He or she shall ensure that all orders and resolutions of the Board of Directors are carried into effect and shall be an ex officio member of all Committees.

9.02 The 1st Vice-President shall carry out such duties as the Board of Directors may assign to him or her and in the absence or disability of the President, shall perform the duties and exercise the power of the President.

9.03 [deleted]

9.04 The Treasurer shall ensure that there are appropriate systems in place for the custody of the funds and securities of Landscape Nova Scotia and shall ensure a full and accurate accounts of all assets, liabilities, receipts and disbursements of Landscape Nova Scotia in the books belonging to Landscape Nova Scotia in accordance with generally accepted accounting principles and will ensure deposit of all monies, securities and valuable effects in the name and to the credit of Landscape Nova Scotia in such chartered bank, trust company or Credit Union, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall ensure proper disbursement of the funds of

Landscape Nova Scotia as may be directed by proper authority taking proper receipts and vouchers for such disbursements, and shall render to the President and the Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of Landscape Nova Scotia. The Treasurer shall ensure that a copy of the balance sheet summarizing the assets and liabilities of Landscape Nova Scotia and a statement of income and expenditures for the preceding year is filed with the Registry of Joint Stock Companies within fifteen (15) days following the Annual General Meeting. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

9.05 The Secretary shall attend all meetings of Landscape Nova Scotia and act as Clerk thereof and shall ensure that a proper record of all votes and minutes of all proceedings is maintained in the books to be kept for that purpose. The Secretary shall ensure that a current Membership Registry is kept of Landscape Nova Scotia. The Secretary shall ensure that there is given notice of all meetings of the Members or Board of Directors, and shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, who shall have supervision over the Secretary. The Secretary of Landscape Nova Scotia shall maintain a Membership Registry in which shall be recorded the names, addresses, current status of Membership fees, and the date of approval of Membership by the Board of Directors and any changes thereto that may come to the attention of Landscape Nova Scotia from time to time.

9.06 The duties of such other Officers as may be appointed from time to time shall be as such as the terms of their engagement call for or as determined by the Board of Directors.

Article 10 – SPECIAL RESOLUTION

10.01 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 an Annual, General or Special Meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

Article 11 - AMENDMENT OF BY-LAWS

11.01 The By-Laws of Landscape Nova Scotia may be repealed or amended by By-Law passed by Special Resolution of not less than three-fourths (3/4) of those Members eligible to vote at a meeting duly called for the purpose of considering the said By-Law, provided that the repeal or amendment shall not be enforced or acted upon until such time as the Registrar of Joint Stock Companies or his or her successor has approved the said By-Law in accordance with the Societies Act.

Article 12 - AUDITORS

12.01 The Members shall at each Annual General Meeting of Landscape Nova Scotia appoint an auditor every two years to perform a Notice to Reader level of review of the accounts of Landscape Nova Scotia for report to the Members at the next Annual General Meeting. The Auditor shall hold office until replaced by the Membership at the next Annual General Meeting provided that the Board of Directors may fill any casual vacancy in the office of auditor. If the Auditor is not removed or replaced the Auditor shall continue to hold office until his or her replacement is appointed. The remuneration of the Auditor shall be fixed by the Board of Directors

12.02 The Fiscal Year of Landscape Nova Scotia shall be from November 1 to October 31.

Article 13 - BOOKS AND RECORDS

13.01 The Directors shall ensure that all necessary books and records of Landscape Nova Scotia required by this By-Law or any applicable statute or law are regularly and properly kept and shall be open for inspection by any Member upon request at the registered office Landscape Nova Scotia between the hours of 9:00 a.m. and 4:30 p.m. daily.

Article 14 -RULES AND REGULATIONS

14.01 The Board of Directors may prescribe such Rules, Regulations, Policies and Procedures not inconsistent with this By-Law relating to the management and operation of Landscape Nova Scotia as the Board deems fit and expedient.

Article 15- DISPUTE RESOLUTION

15.01 Any disputes between Members of Landscape Nova Scotia concerning the business of Landscape Nova Scotia may be submitted for resolution to the Board of Directors which may deal with the dispute in such manner as it sees fit, including the establishment of a person or committee to investigate and or mediate the dispute and report the results to the Board with any recommendations the person or committees deems advisable.

Article 16 -INTERPRETATION

16.01 In this By-Law and in all other By-laws of Landscape Nova Scotia hereafter passed, unless the context otherwise requires, words importing the singular number or a singular gender shall include the plural number or other gender, as the case may be, and vice versa, and references to persons shall include firms and Societies.

A handwritten signature in blue ink, appearing to read "David D.", is written on a light yellow rectangular background.

PRESIDENT

SCHEDULE "A"

CODE OF CONDUCT OF LANDSCAPE NOVA SCOTIA

1. Members of Landscape Nova Scotia are expected to observe the Code of Conduct in spirit as well as letter.
2. The Code of Conduct outlines the most important standards of ethical and professional conduct by which Members are expected to abide by.
3. Membership status is decided and continued based on the Code of Conduct and Code of Ethics.
4. Members shall act fairly, honestly and in a manner they would be prepared to defend publicly in all aspects of the practice of their trade.
5. Members shall endeavor to serve clients with integrity, knowledge, and creative ability. They shall provide only the highest level of professional services to clients, employers and others in the landscape horticultural/nursery industry (hereafter "the Industry").
6. Members have a responsibility to provide constructive criticism to the Board of Directors, in writing, when necessary to ensure the continued quality of goods and services.
7. Members shall not make false or malicious statements that may injure the professional reputation of another Member.
8. Members shall work to maintain confidence and trust in the profession of horticulture and landscape trade, Members advertising shall neither be false or in any way misleading. Members have an obligation to render goods and services in an efficient and cost effective manner in order to protect the client's interest while maintaining acceptable standards.
9. Members have an ongoing responsibility to improve their own professional knowledge and skills and keep abreast of new developments in their industry. Members shall encourage continuing education and research within the horticultural and landscape Industry.
10. Members shall endeavor to attract to the profession, individuals with a high degree of honesty, courtesy, integrity, and competence.
11. Members have a responsibility to pay their suppliers.
12. Members shall perform work or supply goods according to accepted industry standards and any Landscape Nova Scotia specifications approved from time to time by the Board of Directors.
13. Members shall continually strive toward the betterment of the environment through their dedication to the profession of horticulture and landscape trades.
14. Members shall endeavor to be involved in Landscape Nova Scotia and contribute positively towards the advancement of Landscape Nova Scotia.
15. Members shall positively promote Landscape Nova Scotia to encourage the strengthening of Landscape Nova Scotia and that of its Members in the marketplace.

SCHEDULE "B"

CODE OF ETHICS OF LANDSCAPE NOVA SCOTIA

1. To work continually toward the betterment of our environment through our dedication to the profession of horticulture.
2. To be honest, just and helpful to all who are our customers.
3. To comply with the Landscape Nova Scotia's Specification and the Landscape Canada Nursery Stock Specifications.
4. To avoid any practice, which might bring discredit to our industry.
5. To progress in all ways possible in our qualifications and interchanging of information and experience.
6. To observe the by-laws of the Association and to give of ourselves liberally for the advancement of its objectives.
7. To uphold the principle of appropriate and adequate compensation for the services we render.