SCHEDULE "A" TO SPECIAL RESOLUTION

FORESTRY SECTOR COUNCIL BY-LAWS

PART 1 - DEFINITIONS AND INTERPRETATION

1.1 In these by-laws:

(a) "*Act*" means the Nova Scotia *Societies Act* as amended from time to time;
(b) "Board" means the directors of the Society;
(c) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*;
(d) "Society" means the Forestry Sector Council;
(e) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

1.2 Definitions in *Act* apply

The definitions in the *Act* apply to these by-laws.

1.3 Conflict with *Act*

If there is a conflict between these by-laws and the *Act*, the *Act* shall prevail.

PART 2 - MEMBERS

2.1 Application for membership

A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application.

Membership in the Society is not transferable.

2.2 Duties of members

Every member must uphold the Memorandum of Association of the Society and must comply with these by-laws.

2.3 Terms of admission of members

There shall be two classes of members, as follows:

(a) Regular Member
(b) Associate Member

The following shall be eligible for membership as a Regular Member:

(a) those who support the objects of the Society,
(b) those who are admitted to membership as Regular Members,
(c) those who are directly or indirectly doing business as employers in the forestry sector in Nova Scotia, Prince Edward Island, and New Brunswick,
(d) those whose name and address is written in the Register of Members by the Secretary, and
(e) those who pay an annual fee for membership as a Regular Member in an amount, if any, to be determined by the Board.

The following shall be eligible for membership as an Associate Member:

(a) those who support the objects of the Society,
(b) those who are admitted to membership as Associate Members,
(c) those who are directly or indirectly involved in the forestry sector in Nova Scotia, Prince Edward Island, and New Brunswick,
(d) those whose name and address is written in the Register of Members by the Secretary, and
(e) those who pay an annual fee for membership as an Associate Member in an amount, if any, to be determined by the Board.

The Board shall have the discretion to determine whether an applicant for membership is to be admitted as a member, and if so, to determine whether the applicant is to be admitted as a Regular Member or Associate Member.

2.4 Members' rights and obligations

The Society is ultimately accountable to the members of the Society.

Members have the right to access services, programs, and incentives of the Society as determined by the Board of Directors.

Every member is entitled to attend any members' meeting of the Society.

Any member of legal age is entitled to hold any office.

2.5 Conditions under which membership ceases

Membership in the Society shall cease:

(a) upon death, or
(b) if the member resigns by written notice to the Society, or
(c) if the member ceases to qualify for membership in accordance with these by-laws, or

(d) by the Board of directors in accordance with Section 2.6 below.

2.6 Manner in which membership may be terminated by the Board.

The Board shall have authority to terminate the membership of any member for any one or more of the following grounds:

(a) violating any provision of the Memorandum of Association, by-laws, or written policies of the Society,
(b) carrying out any conduct which may be detrimental to the Society as determined by the Board in its sole discretion,
(c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

The Board may develop policy regarding the manner in which the membership of a member may be terminated.

PART 3 - MEMBERS' MEETINGS

3.1 Time and place of meetings

The Chair, or in the Chair's absence, the Vice-Chair, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.

The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

3.2 Forum of members meetings

Any meeting held by the Society, if permitted by the *Act* or its regulations or common law, may be held via telephone, video conferencing or other electronic or virtual means, or by using any technology that provides the participants, as a whole, with reasonable opportunity to participate and provided all participants are able to hear and be heard. Members present by such means who are eligible to vote may take part in voting and members who are present by such means will be considered present for the purposes of determining quorum.

3.3 Preparation and custody of minutes of members meetings

The Secretary will have responsibility for the preparation and custody of the minutes of members' meetings.

3.4 Annual General Meetings

The Annual General Meeting shall be held within 3 months after every fiscal year end.

At the Annual General Meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

(a) approve the minutes of the previous meeting,
(b) consideration of the annual report of the directors,
(c) consideration of the annual financial report of the Society,
(d) appoint an auditor, if any, for the ensuing year, and
(e) election of directors.

3.5 Mode and time of calling of Annual General Meetings

Notice to members is required for the Annual General Meeting. The notice must:

(a) specify the date, place, and time of the meeting,
(b) be given to the members 30 days prior to the meeting,
(c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means, and
(d) specify the nature of the business, such as the intention to propose a special resolution.

The non-receipt of notice by any member shall not invalidate the proceedings.

3.6 Special meetings

Special meetings of the members may be held at any time and shall be called:

(a) if requested by the Chair, or
(b) if requested by a majority of the directors, or
(c) if requested in writing by at least 50 members or 20% of the members of the Society whichever is the lesser number.

3.7 Mode and time of calling special meetings

Notice to members is required for special meetings. The notice must:

(a) specify the date, place and time of the meeting,
(b) be given to the members 7 days prior to the meeting,
(c) be given to the members by newsletters, newspapers, television, radio, e-mail, telephone, fax and/or other electronic means, and
(d) specify the nature of business, such as the intention to propose a special resolution.

The non-receipt of notice by any member shall not invalidate the proceedings.

3.8 Quorum at members' meetings

Quorum for the transaction of business shall consist of 5 voting members or 20% of the voting members whichever is greater. No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.

3.9 Quorum not present at members' meetings

If within 30 minutes from the time set for holding the meeting quorum is not present, or if, at any time during a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended.

(a) In the case of a meeting convened on the requisition of members, the meeting is terminated.

(b) In any other case, the meeting stands adjourned to the same date in the next week, at the same time and place, and if at the continuation of the adjourned meeting, a quorum is not present within 30 minutes from the time set for holding the continuation of the adjourned meeting, the voting members who are present constitute a quorum for that meeting.

3.10 Voting rights at members' meetings

Every Regular Member may vote at any members' meeting of the Society. Every Regular Member shall have one vote and no more and there shall not be proxy voting.

Associate Members do <u>not</u> have any voting rights pertaining to any matters of the Society.

Except when voting on Special Resolutions as defined in Section 1.1 of these by-laws, every question shall be determined by a majority of the votes cast on the question.

Where there is an equality of votes the motion shall be lost.

The Chair of the meeting must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded, it shall be held by show of hands or by secret ballot as the Chair may decide.

PART 4 - DIRECTORS

4.1 Eligibility of directors

Any member of the Society shall be eligible to be elected a director of the Society.

4.2 Number of directors

The number of directors shall be no fewer than 3 and no more than 10.

4.3 Appointment of directors

The Board shall be divided into three categories. The number of directors in each category shall be as equal as possible to support re-election of one-third of the Board at each annual general meeting. Each class of directors will have terms expiring in different years.

Each appointed or elected director is appointed for a maximum of a three-year term, renewable once for a maximum of two full consecutive terms. After serving the maximum of six years, a director may return to serve after a one-year absence.

At each annual general meeting, the voting members must elect the Board, except that each director whose term has not expired shall remain as a director until their term has expired.

Each director is required to sign and abide by the "Directors Code of Conduct Acknowledgment and Disclosure Statement" as adopted by the Board of directors and as may be amended from time to time.

4.4 Board vacancies

If a director resigns their office or ceases to be a member in the Society, their office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of directors from among the members of the Society.

4.5 Duties and powers

The management of the Society is the responsibility of the directors. In particular, the directors may engage an Executive Director, and determine their duties, responsibilities and remuneration.

The directors may appoint an Executive Committee and other committees as they see fit.

4.6 Conflict of Interest

Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members:

(a) upon nomination, and
(b) if serving as a director, when the possibility of a conflict is realized.

A conflict of interest does not prevent a member from serving as a director provided that they withdraw from the decision-making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

4.7 Removal of directors

The Board of directors may remove any director suspend or expel any director from the Society by at least a 2/3 majority vote of the directors present at the meeting at which the vote occurs, and appoint another person to complete the director's term of office.

A director's absence from three consecutive board meetings without notice and without reasonable cause will result in automatic removal.

PART 5 - DIRECTORS' MEETINGS

5.1 Frequency of directors' meetings

The Board of directors shall meet no less than once each quarter.

The Chair or, in the Chair's absence, the Vice-Chair or, in the absence of both of them, any director appointed from among the directors, shall preside as Chair of the Board.

5.2 Forum of directors' meetings

Any meeting held by the Board, if permitted by the *Act* or its regulations or common law, may be held via telephone, video conferencing or other electronic or virtual means, or by using any technology that provides the participants, as a whole, with reasonable opportunity to participate and provided all participants are able to hear and be heard. Directors present by such means who are eligible to vote may take part in voting and directors who are present by such means will be considered present for the purposes of determining quorum.

5.3 Preparation and custody of minutes of directors' meetings

The Secretary/Treasurer will have responsibility for the preparation and custody of the minutes of directors' meetings.

5.4 Mode and time of calling directors' meetings

A directors' meeting may be called by the Chair or by any 2 other directors.

A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

(a) specify the date, place and time of the meeting,
(b) be given to the directors seven 7 days prior to the meeting,
(c) be given to the directors by newsletters, radio, public bulletin boards, e-mail, telephone, fax and/or other electronic means.

The non-receipt of notice by any director shall not invalidate the proceedings.

Notice can be waived for board meetings with the unanimous approval of the Board.

Quorum at directors' meetings

Quorum shall consist of a majority of the directors. No business shall be conducted at any meeting of the Board of directors unless a quorum is present to open the meeting and before any vote.

Voting rights at directors' meetings

Every director shall have one vote at directors' meetings.

Where there is an equality of votes the motion shall be lost.

PART 6 - OFFICERS

6.1 Appointment of officers

The Board shall elect the following officers from among its members:

(a) Chair
(b) Vice-Chair
(c) Secretary/Treasurer

The directors may remove, whether for cause or without cause, any officer of the Society.

If the office of any officer of the Society shall be or become vacant, the directors may, by resolution, appoint a person to fill such vacancy.

6.2 Officers duties and responsibilities

The Board may restrict or supplement the officers' powers and duties.

The Chair is responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the directors.

The Vice-Chair shall perform the duties of the Chair during the absence, illness or incapacity of the Chair, or when the Chair may request them to do so.

The Secretary/Treasurer has responsibility for the preparation and custody of all books and records including:

(a) the minutes of members' meetings,
(b) the minutes of directors' meetings,
(c) the register of members,
(d) filing the annual requirements with the office of the Registrar, and
(e) file with the Registrar:
    (i) within 14 days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election,
    (ii) a copy of every special resolution within 14 days after the resolution is passed, and
(f) have other duties as assigned by the Board.

In the absence of the Secretary/Treasurer from a meeting, the Board must appoint another individual to act as Secretary/Treasurer at the meeting.

The Secretary/Treasurer shall also have responsibility for the custody of all financial books and records of the Society and carry out all other duties assigned by the Board.

PART 7 - DIRECTOR AND OFFICER REMUNERATION

Directors and officers shall serve without remuneration and shall not receive any profit or be paid for being directors or officers. However, directors and officers may receive reasonable remuneration for other services that they provide to the Society as approved by the members. A director or officer may be paid reasonable expenses incurred in the performance of their duties.

PART 8 - FINANCE

8.1 Financial Year End

The fiscal year end of the Society shall be the last day of March.

8.2 Audit of Accounts

An auditor of the Society may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.

8.3 Annual Financial Statements

At the annual meeting, the directors shall present to the members a written report on the financial position of the Society. The report shall be in the form of:

(a) a balance sheet showing its assets, liabilities and equity, and
(b) a statement of its income and expenditures in the preceding fiscal year.

A copy of the financial report shall be signed by the auditor or by two directors.

A signed copy of the financial report shall be filed with the Registrar within 14 days after each annual meeting.

PART 9 - CORPORATE SEAL

The Society may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the Secretary of the Society shall be the custodian of the corporate seal which may be affixed to any document upon resolution of the Board.

PART 10 - SIGNING AUTHORITY

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

PART 11 - BORROWING POWER

The Society may only borrow money as approved by a special resolution of the members.

PART 12 - INSPECTION OF BOOKS AND RECORDS

The members may inspect the annual financial statements and minutes of members' and directors' meetings at the registered office of the Society with one week's notice.

All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

PART 13 - MANNER OF MAKING, ALTERING AND RESCINDING BY-LAWS

The members may repeal, amend or add to these by-laws by a Special Resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.