

BY-LAWS

OF

ENVIRONMENTAL SERVICES ASSOCIATION NOVA SCOTIA (“ESANS”)

**ARTICLE 1 – DEFINITIONS AND INTERPRETATIONS**

1.01 These By-laws shall be known as the “General Procedures By-laws”.

1.02 Unless the context specifies or requires otherwise, wherever used in these By-laws, the following terms shall have the following meanings:

- (a) “Act” means the *Societies Act*, R.S.N.S. 1989, c. 435, and includes any amendments thereto and substitutions therefor as same may be from time to time enacted;
- (b) “Annual Meeting” means the Annual Meeting as defined in Article 6.02;
- (c) “Associate Member” means an Associate Member as defined in Article 3.01(b);
- (d) “Associate Member’s Representative” means that individual selected by an Associate Member pursuant to Article 3.01(b) to attend at meetings and to vote on behalf of that Associate Member;
- (e) “Board” means the Board of Directors of the Society established pursuant to Article 4;
- (f) “Business Development Committee” means the committee responsible for identifying and developing business opportunities for ESANS;
- (g) “Code of Ethics” means the code of ethics attached to these By-laws as Schedule “A”;
- (h) “Director” means a Director of the Society as the same may be elected or appointed from time to time pursuant to these By-laws;
- (i) “Executive Director” means a person chosen by the Directors, from time to time, who is responsible for the day-to-day operation and administration of ESANS pursuant to Article 5.06;
- (j) “Finance Committee” means the committee chaired by the Treasurer, responsible for preparing budgets and financial statements and developing long-term planning for the financial sustainability of ESANS;

- (k) "Full Member" means a Full Member as defined in Article 3.01(a);
- (l) "Full Member's Representative" means that individual selected by a Full Member pursuant to Article 3.01 (a) to attend at meetings and to vote on behalf of that Full Member;
- (m) "Individual Member" means an Individual Member as defined by Article 3.01(c);
- (n) "Information Meeting" means a meeting as defined by Article 6.06;
- (o) "Member" means a Member of the Society in good standing;
- (p) "Membership Committee" means the committee responsible for maintaining and expanding the membership of ESANS;
- (q) "Nominating Committee" means the committee chaired by the President, or other person designated by the President, responsible for selecting candidates for, and administering the process by which, new Directors are elected at each Annual Meeting;
- (r) "Project and Member Services Coordinator" means the person selected by the Directors, from time to time, to work together with the Executive Director with respect to the administration of ESANS;
- (s) "Regular Meeting" means any pre-scheduled business meeting of the Society;
- (t) "Resolution" means any resolution carried by a majority of Members present and voting at a duly constituted meeting of the Society;
- (u) "Society" means the Environmental Services Association Nova Scotia ("ESANS");
- (v) "Special Meeting" means any meeting of the Society convened pursuant to Article 6.04;
- (w) "Special Resolution" means any resolution carried by at least 75% of the Members present and voting at a duly constituted meeting of the Society;
- (x) "Staff" means those employees and contractees retained to provide services for and on behalf of the Society, whether on a full-time or part-time basis;
- (y) "Student Member" means a Student Member as defined in Article 3.01(d); and
- ~~(z) "Training Development Committee" means the committee responsible for developing training and educational opportunities for ESANS.~~

1.03 Except as may be otherwise provided herein and unless the context specifies or requires otherwise, wherever used in these By-laws, terms defined in the Act or in any regulation promulgated pursuant to the authority of the Act shall have the meanings ascribed to them by the Act or by such regulation, as the case may be.

1.04 The captions and headings in these By-laws are for the convenience of reference only and shall not affect the interpretation of any provision of these By-laws nor shall they affect the scope or intent of the same.

1.05 These By-laws shall be interpreted in accordance with the laws of the Province of Nova Scotia.

1.06 Wherever the singular is used, it shall be deemed to extend to and include the plural and where one gender is used, it shall include all genders.

1.07 Any provisions of these By-laws which are invalid or unenforceable may be severed, and such severance shall not affect the validity or enforceability of any other provision hereof.

## ARTICLE 2 - PURPOSE

2.01 The purpose of ESANS is to promote the growth, development and interests of the environmental industry in Nova Scotia.

## ARTICLE 3 – MEMBERSHIP

3.01 Categories of Membership:

Membership in the Society shall be designated by the Society from time to time. Membership shall be divided into the following categories, each of which shall be subject to the rights and privileges set forth herein:

(a) Full Members: Any taxable body corporate, proprietorship, partnership, group or organization that is involved in producing or providing environmental products or services or otherwise involved in environmental business may be admitted to the Society as a Full Member. Each Full Member shall appoint a Member's Representative who shall be an employee or officer of that Full Member to represent and to vote on the Full Member's behalf at all meetings of the Society. Full Members shall promptly inform ESANS of the identity of their Member's Representative and of any replacement thereof. Full Members, through their respective Member's Representative, shall be entitled to receive notice of and to attend at all Annual, Regular and Special Meetings of the Society (as

defined in Articles 6.01, 6.02 and 6.03) and shall be entitled to one vote per Full Member thereat.

(b) Associate Members: Any government agency or other industry association, agency, society or similar group that is involved in providing environmental services or otherwise involved in environmental business may be admitted to the Society as an Associate Member. Each Associate Member shall appoint a Member's Representative to represent and to vote on the Associate Member's behalf at all meetings of the Society. Associate Members shall promptly inform ESANS of the identity of their Member's Representative and of any replacement thereof. Associate Members, through their respective Member's Representative, shall be entitled to receive notice of and to attend at all Annual, Regular and Special meetings of the Society (as defined in Articles 6.01, 6.02 and 6.03) and shall be entitled to one vote per Associate Member thereat.

(c) Individual Members: Any individual may be admitted to the Society as an Individual Member. Each Individual Member shall be entitled to receive notice of and to attend at all Annual, Regular and Special meetings of the Society (as defined in Articles 6.01, 6.02 and 6.03) and shall be entitled to one vote thereat.

(d) Student Members: Any individual being enrolled as a student in any institution whose course of study encompasses those areas which are of concern or interest to the Society may be admitted to ESANS as a Student Member. On approval of admission to the Society by the Directors, each Student Member shall be entitled to receive notice of and to attend at all Annual, Regular and Special meetings of the Society (as defined in Articles 6.01, 6.02 and 6.03) and shall be entitled to one vote thereat.

### 3.02 Membership Fees and Dues:

Members of the Society shall, on admission to the Society, pay such admission fees as the Directors may, from time to time prescribe and shall, during their membership in the Society, pay such annual fees and dues as the majority of Directors may, from time to time, prescribe. All admission fees and annual fees and dues may be changed from time to time for all membership categories on approval by a majority of the Directors.

The annual fees shall be for the year ending March 31 and are due and payable in advance on or before the first day of April in each year to the Treasurer or such person appointed by the Treasurer or Board of Directors to receive them. Applicants accepted as Members after the first day of April shall pay a fee amount equal to the percentage of the annual due calculated with respect to the percent of the year remaining.

Penalties for late payment of fees and dues shall apply as the Directors may, from time to time prescribe. The Directors will distribute, with the notice of Annual Meeting, a list of all members and their membership status.

### 3.03 Withdrawal:

Any Member of the Society may withdraw from membership by submitting notice in writing to ESANS provided that in the event of the withdrawal there shall be no entitlement to a refund of fees.

### 3.04 Expulsion of a Member:

If any Member of the Society shall fail to pay, when due, any admission fees, annual fees or dues or any other sum owing to the Society, or if the professional conduct of any Member of the Society is deemed by a majority of the Directors to be in violation of the Society's Code of Ethics, that Member may, on passage of a resolution of the Directors, be expelled immediately.

## ARTICLE 4 – DIRECTORS

### 4.01 Board of Directors:

The business and affairs of the Society shall be managed and run by the Board of Directors. The Board shall consist of ten Directors, of whom:

- (a) one may be the immediate Past President;
- (b) one shall be the President of the Society;
- (c) one shall be the Vice-President of the Society;
- (d) one shall be the Secretary of the Society;
- (e) one shall be the Treasurer of the Society; and
- (f) at least five shall be Directors at Large.

### 4.02 Qualifications:

Full Member's Representatives shall be eligible to serve as Directors.

Associate Members's Representatives and Individual Members shall be eligible to serve as Directors, but no more than two (2) Directors in total from both of these categories of membership shall be on the Board of Directors at any time.

Student Members shall be eligible to serve as Directors, but no more than one (1) Director from this category of membership shall be on the Board of Directors at any time.

#### 4.03 Election and Term:

Directors shall be elected for a term of two years and no Director shall be eligible to serve as such beyond two consecutive two-year terms, except in the case of a Past President, who shall be entitled to serve as a Director in his/her fifth year. Subject to these requirements, a Director who has served two consecutive two-year terms is not eligible to become a Director again until at least one year has expired.

Thirty days prior to the Annual Meeting in each year, the Nominating Committee shall circulate to all Full Members a slate of candidates by which that committee proposes to fill the directorships available for the election at the next Annual Meeting. Whenever possible, the nominees shall include candidates from different locations of Nova Scotia, to encourage regional representation within the Society. Thereafter, nominations for candidates other than those selected by the Nominating Committee shall be submitted to the Nominating Committee, in writing, no later than seven days prior to the Annual Meeting. Candidates may also be nominated at the Annual Meeting by a nomination from the floor endorsed by at least two Members.

Elections for the available Directorships amongst all of the nominees shall be held at the Annual Meeting under the supervision and direction of the Immediate Past President of the Society or other person as determined by the Directors. Each Member shall be entitled to one vote at the election. The Member nominees, dependent upon the directorships available, receiving the most votes shall be declared elected to the office of Director. The President shall then be elected by the Board of Directors from within their members and shall serve for a term of one year.

Where no nominations other than those set forth on the slate prepared by the Nominating Committee are received for the available Directorships, the persons named on the slate prepared by the Nominating Committee shall be deemed to be elected to available Directorships by acclamation, and no formal election shall be held.

#### 4.04 Removal of Director:

A Director shall be deemed to have resigned his office and that Director's office shall be deemed to be vacated:

- (a) at the conclusion of that Director's term of office;
- (b) if that Director shall resign his office by delivering a written resignation to the President or to the Vice-President;

(c) if, at any time, a Director fails to meet any of the requirements of a Director as per Article 4.02;

(d) when that Director has been absent for three consecutive regular Board of Director's meetings without satisfactory explanation provided to, and accepted by, a majority of the Directors; or

(e) if at any duly constituted meeting of the Society, a Special Resolution that the Director be removed from office is passed, only in the circumstance where just cause for such a Special Resolution is warranted.

4.05 Vacancies:

Any vacancy occurring in the office of a Director during that Director's term of office may be filled by appointment by the Board, and any such appointee shall complete that vacating Director's term of office as if that appointee had been duly elected in accordance with the foregoing.

4.06 Remuneration:

Directors shall receive no remuneration for carrying out their duties as such. Notwithstanding, Directors shall be reimbursed for reasonable travel, subsistence and out of pocket expenses, as approved by a majority of the Board of Directors, necessarily incurred by them in the carrying out of their duties as Directors. Except as provided herein, no Director shall be an employee of the Society.

## ARTICLE 5 - OFFICERS

5.01 Election of the Officers:

Immediately following the election of Directors at the Annual Meeting, the Directors shall elect from among their number a President, Vice-President, Secretary and Treasurer of the Society. The Officers so elected shall hold office until the next Annual Meeting at which time they shall be deemed to resign.

5.02 President:

Where possible, the President shall preside at all meetings of the Society.

5.03 Vice-President:

The Vice-President shall, in the absence or inability of the President, perform all of the functions of the President.

5.04 Secretary:

The Secretary shall, with the aid of the Society, give notice of all meetings of the Society and of the Board and keep records of all proceedings at such meetings.

5.05 Treasurer:

The Treasurer shall, with the aid of the Society, keep the accounts and other books and records of the Society. The Treasurer shall keep books of accounting following generally accepted accounting practices. The Treasurer shall make such reports with respect thereto as the Directors may, from time to time, require. The Treasurer shall ensure the deposit and maintenance of the funds of the Society in such banks or other financial institutions as the Directors shall, from time to time, direct.

5.06 Executive Director:

The Directors may appoint an Executive Director of the Society. The Executive Director shall, subject to the direction and control of the Directors, be responsible for the management and administration of the programs, services and business affairs of the Society.

5.07 Immediate Past President:

The Immediate Past President of the Society shall be entitled to serve as a Director for a period of one year, attend all Meetings of the Directors and all Meetings of the Society, and shall be entitled to vote thereat owing only to his/her status as Immediate Past President.

ARTICLE 6 – MEETINGS

6.01 Organizational Meeting of Directors:

At the first meeting of the Directors in each year, which shall be held during the course of the Annual Meeting, the Directors shall:

- (a) elect Officers for the ensuing year pursuant to Article 5.01; and
- (b) conduct such further and other business as the Directors see fit.

Subject thereto and subject to the provisions of Article 6.05, the Directors shall hold such further meetings during the course of the ensuing year as the Directors see fit.

6.02 Annual Meeting:

The Annual Meeting of the Society shall be held within three months following the fiscal year end of the Society. The business to be conducted at the Annual Meeting shall include:

- (a) the ratification and approval of the actions of the Directors during the preceding year of the Society;
- (b) the election of Directors;
- (c) the confirmation of the appointment of the Society's auditors for the ensuing fiscal year; and
- (d) such further and other business as may properly come before the meeting.

Written notice of the date, time and place for the Annual Meeting shall be distributed to the members at least thirty (30) days in advance of the Annual Meeting each year.

6.03 Regular Meetings:

Regular Meetings of the Society may be held at such times and such places as the Directors may, from time to time, determine. As soon as is practicable following the Directors' Organizational Meeting, the President shall notify the membership of the times, places and dates scheduled for such Regular Meetings and, except in the event of a change to this schedule, no further notice to the Members of the Regular Meetings shall be required. The President shall ensure that an agenda for each Regular Meeting is prepared and distributed to the Members at least five (5) days in advance of the date scheduled for that Regular Meeting.

6.04 Special Meetings – Society:

A Special Meeting of the Society may be convened on at least 72 hours written or verbal notice thereof being given to each Member by the President or the Vice-President. Any notice of a Special Meeting of the Society shall include:

- (a) the date, time and place proposed for the Special Meeting of the Society; and
- (b) a concise statement of the business proposed to be dealt with at the Special Meeting of the Society.

Except upon the passage of a Special Resolution to the contrary, no business other than that stated in the notice calling a Special Meeting of the Society shall be dealt with at that Special Meeting of the Society.

A Special Meeting of the Society shall be convened by the President, or, in his absence, the Vice-President, within thirty (30) days next following the giving to the President, or, in his absence the Vice-President, a written request therefor from ten (10) or more Members setting forth a concise statement of the business proposed to be dealt with at the Special Meeting of the Society.

6.05 Special Meetings – Directors:

A Special Meeting of the Directors may be convened:

- (a) on at least 24 hours written or verbal notice being given to each of the Directors by the President or the Vice-President; or
- (b) on seven (7) days written or verbal notice signed by at least three (3) Directors being given to each of the Directors.

Any notice of a Special Meeting of the Directors shall include:

- (a) the date, time and place proposed for the Special Meeting of the Directors; and
- (b) a concise statement of the business proposed to be dealt with at the Special Meeting of the Directors.

Except upon passage of a unanimous Directors' Resolution to the contrary, no business other than that stated in the notice calling the Special Meeting of the Directors shall be dealt with at that Special Meeting of the Directors.

The foregoing notwithstanding, Special Meetings of the Directors may be held at any time without formal notice if all of the Directors are present or if those Directors absent have, verbally or in writing, waived notice of or signified their consent to the Special Meeting of the Directors being held in their absence.

Upon an invitation from the majority of the Directors, anyone other than a Director may attend and participate in, any meeting of the Directors, but will have no voting power at the meeting.

6.06 Information Meetings:

The Society may hold meetings from time to time designated as Information Meetings. The purpose of Information Meetings is to allow the Members to

receive information of an educational nature or of general interest relevant to the responsibilities and undertakings of the Society. Except where an Information Meeting is combined with a Regular Meeting or a Special Meeting, no business shall be conducted and no resolutions shall be put forward for consideration at an Information Meeting.

#### 6.07 Irregularities in Notice:

Notice of any meeting or any irregularity in the calling of any meeting may be waived by any Director or by any Member, as the case may be.

#### 6.08 Quorum:

A majority of the Directors then holding office shall constitute a quorum for the transaction of business at any duly constituted meeting of the Directors.

Ten (10) percent of the Members present at any duly constituted meeting of the Society shall constitute a quorum for that meeting of the Society.

#### 6.09 Voting

The Board of Directors may, from time to time, make provisions for electronic (on-line) voting and voting by proxy at any meeting. When they do so, all Members entitled to vote at that meeting will be informed of the voting procedures at the same time they are given notice of the meeting.

#### 6.10 Conflicts of Interest:

A Director shall declare to the Board of Directors any issue before the Board or relating to ESANS in which the Director has an interest.

No Director shall vote on, or participate in, the debate regarding any issue in which that Director, his spouse, his children, his parents or his siblings has an interest. In the event of such a conflict arising, the Director shall declare his interest to the meeting and shall absent himself from the portion of the meeting in respect of which the conflict was declared.

### ARTICLE 7 – COMMITTEES

#### 7.01 Committees:

The Committees of the Society shall be:

- (a) Business Development Committee;
- (b) Finance Committee;

- (c) Membership Committee;
- (d) Nominating Committee; and
- ~~(e) Training and Development Committee.~~

#### 7.02 Ad Hoc Committees:

The Board may establish and empower such other committees as the Board may, from time to time, deem appropriate.

#### 7.03 Committee Membership:

The President shall be, ex-officio, a member of every Committee of the Society.

### ARTICLE 8 – CORPORATE FORMALITIES

#### 8.01 Corporate Seal:

The seal, an impression of which appears in the margin adjacent hereto, is approved and adopted as the Corporate Seal of the Society. Custody of the seal shall be maintained by the Secretary or Executive Director.

#### 8.02 Execution of Documents:

Contracts, deeds and other instruments and documents of the Society shall be executed by the Society with the signature of the Executive Director. Where more than one signature is required, the instrument shall be executed by the Executive Director and the President, Vice-President, Treasurer, or Secretary.

#### 8.03 Cheques and Drafts:

All cheques, drafts or orders for the payment of money and all notes, acceptances and bills of exchange shall be executed in such manner and by such Directors or other persons or any combination thereof as the Directors may from time to time, designate by Resolution.

#### 8.04 Fiscal Year End:

Subject to any provision to the contrary in the Act or in the Regulations, the fiscal year of the Society shall end on the 31<sup>st</sup> day of March in each year.

8.05 Inspection of Books and Records:

The books and records of the Society may be inspected by any Member at the business offices of the Society on forty-eight hours request being made, in advance, to the Secretary of the Society.

8.06 Liability:

(a) Limitation of Liability

(i) Directors, Officers, employees and agents of the Society shall not be liable to the Society or to any other Director or Officer for any mistake of judgment, negligence, or otherwise, except for his or her individual willful misconduct or except if he or she fails to act in good faith with a view to the best interests of the Society and with that degree of diligence, care and skill which an ordinarily prudent person would exercise under similar circumstances in like positions.

(ii) No Director, Officer, employee or agent of the Society shall be liable out of his or her personal assets for any obligation or liability incurred by the Society. The Society alone shall be liable for the payment and satisfaction of all obligations and liabilities incurred in carrying on the affairs of the Society.

(b) Indemnification

(i) The Society shall, to the greatest extent permissible by law, indemnify each person who serves or who has served at any time as an Officer or Director.

(ii) Only the Board in specific instances may make indemnification under this Section with respect to persons other than Officers and Directors, such as employees, agents or other persons acting for or on behalf of the Society.

(iii) As of the date of the enactment of these By-laws, no indemnification shall be provided for any action if the Board determines by a majority vote of disinterested Directors that any person has not acted in good faith in the reasonable belief that such action was in the best interests of the Society or, with respect to any actual or threatened criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

(iv) The indemnification provided in this section shall apply to all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection

with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity, or who is or was serving in another capacity at the request of the Society.

(v) Expenses incurred in defending a civil or criminal action, suit or proceeding may be paid by the Society in advance of the final disposition of such action, suit or proceeding as authorized by the Board upon receipt of a written and binding obligation by or on behalf of the Director, Officer, employee or agent to repay such amount if the final adjudication in any action, suit or proceeding determines that such person has not acted in good faith in the reasonable belief that his/her action was in the best interests of the Society or, with respect to any criminal action or proceeding, had reasonable cause to believe that his/her conduct was unlawful.

(vi) The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder.

(vii) The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

(viii) This Article constitutes a contract between the Society and the indemnified Directors and Officers. No amendment or repeal of the provisions of this Article which adversely affects the right of a person indemnified under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

(c) Insurance

The Board may cause the Society to purchase and maintain insurance on behalf of the persons described in this Article against any liability asserted against such person and incurred by such person in any such capacity, or arising out of his or her status as such, whether or not the Society would have the power to indemnify such person under applicable law.

## ARTICLE 9 – ADOPTION AND AMENDMENT

### 9.01 Adoption of By-laws:

The Society hereby adopts and confirms the within By-laws as the General Procedures By-laws.

9.02 Amendment and Repeal:

These By-laws may be amended or repealed in its entirety, and/or new By-laws may be made by Special Resolution passed at any duly constituted meeting of the Society.

ENACTED AND ADOPTED by Special Resolution this ~~3<sup>rd</sup>~~ 4<sup>th</sup> day of **June**, 2009~~8~~.