

BY-LAWS
OF
GEOMATICS ASSOCIATION OF NOVA SCOTIA

Amended March 24, 2006

1. In these By-laws unless there be something in the subject or context inconsistent therewith,

A. “Society” means Geomatics Association of Nova Scotia.

“Registrar” means the Registrar of Joint Stock Companies appointed under the Companies Act of Nova Scotia, as it may be amended from time to time.

“Special Resolution” means a resolution passed by not less than Seventy-Five Percent 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.

MEMBERSHIP

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these By-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

3. For the purposes of registration, the number of members of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any general meeting of the Society and to vote at any general meeting of the Society and to hold any office, but there shall be no proxy voting.

5. Any individual over the age of 18 years who upholds the objectives of the Society and pays the annual membership fee prescribed by the Board of Directors of the Society, shall be admitted to membership of the Society.

6. Membership & Sponsorship:

(i) Any valid and sustaining business, partnership or corporation may become a sustaining corporate sponsor if,

a) at least two of its employees are members in good standing of the Society,

b) it upholds the objects of the Society and pays the annual fee prescribed by the Board of Directors of the Society.

(ii) Any registered non-profit organization, educational institution, government department or agency may become a sustaining institutional sponsor if,

a) at least two of its employees are members in good standing of the Society,

b) it upholds the objects of the Society and pays the annual fee prescribed by the Board of Directors of the Society.

(iii) From time to time, as they see fit, the Board of Directors may recommend a member (or other worthy person in the Geomatics Community) for a Life Membership to the Association. Such award shall be approved at a General Meeting of the Association by two thirds majority vote.

7. No formal criteria for membership (other than that stated in section 6) shall be required and the entry in the Register of members by the Secretary of the name and address of any individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he or she resigns his or her membership, or if he or she ceases to qualify for membership in accordance with these By-laws, or if a member is expelled by means of a Special Resolution. Any disciplinary action, including suspension, expulsion and fining of members, shall be dealt with at a special general meeting of the Society of which an impugned member is given proper notice and at which the member is given a reasonable opportunity to explain and defend his or her conduct.
9. Any member who fails to pay the annual membership fee within 60 days after the fee becomes due and payable shall be deemed to be in default and shall be sent a second notice of dues outstanding. If the member fails to pay within 30 days of said second notice this default shall be brought to the attention of the Board of Directors for disciplinary action which may include expulsion of the member of the Society and striking the member's name from the Register of Members by the Secretary of the Society.

FISCAL YEAR

10. The Board of Directors may from time to time prescribe or alter the fiscal year of the Society.

MEETINGS

11. The annual meeting of the Society shall be held in each calendar year and at a date within six months after the end of each fiscal year of the Society.
12. The Board of Directors may call other general meetings of the Society at such times as it deems expedient, and it shall call a special general meeting of the Society within one month of being requisitioned in writing to do so by at least twenty percent in number of the members of the Society.

13. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of the preceding general meeting;

Consideration of the annual report of the directors;

Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;

Election of directors for the ensuing year;

Appointment of auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary meeting of the Society.

14. The Board of Directors shall give each member of the Society at least thirty(30) days notice of any general meeting of the Society; such notice shall specify the location of the meeting, the day, date and time at which it will begin, and the nature of any business to be conducted thereat. Notice may be served personally, by fax , mailed by prepaid letter or e-mailed to each member at his or her last known address. The non-receipt of any such notice by a member shall not invalidate the proceedings at any general meeting, nor shall any accidental omission to send such notice to a member.
15. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of the lower of twenty percent of the membership of the society or twelve members.
16. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such reconvened meeting a quorum of members is not present, it shall be adjourned without date.
17. The President of the Society shall preside at every general meeting of the Society, provided that the Vice-President shall so preside if the President is unavailable, unable or unwilling to do so. If neither the President nor the Vice-President is available, able and willing to chair a meeting, the members present shall choose one of their number to preside at the meeting.
18. Every member of the Society shall be entitled to one vote at a general meeting, but there shall be no voting by proxy. The person chairing the meeting shall have no vote except in the case of a tie, in which case, he or she shall have a casting vote. Voting shall be done by show of hands unless any member demands a secret ballot, in which case a secret ballot shall be held. Unless a formal poll is demanded by at least three members, a declaration from the

chairperson that a resolution has been carried and an entry to that effect in the minute book of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution. If a formal poll is demanded as aforesaid, the same shall be held in such manner as the chairperson prescribes, and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

19. The chairperson may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

DIRECTORS

20. Unless otherwise determined by general meeting, effective for the elections at the 2004 Annual General Meeting of the Society, the total number of Directors shall be nine (9).
The executive members shall consist of the President, Vice-President, Secretary, Treasurer and Past-President.
21. Any member of the Society shall be eligible to be elected a Director of the Society.
22. Directors shall be elected by the members at each annual meeting of the Society.
23. In the first year after incorporation, half of the total number of Directors shall be elected for a one year term and half of the total number of Directors shall be elected for a two year term. The nominating committee for the election of Directors shall consist of the President, Vice-President and Past-President.

At the first annual meeting and at every subsequent election of Directors, Directors shall be elected for a two year term, except the President and the Vice-President who shall be elected for a one year term. The President, on expiration of his office, shall continue as Past President for a further year. On expiration of the term of office of the President, the Vice-President will automatically be elected as President. The President, Vice-President and Past-President shall be Directors. The Past President shall serve for one year as an ex-officio member of the Board.

At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual meeting, all those Directors whose term of office shall have expired shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring Directors shall be eligible for re-election.

24. In the event that a Director resigns his or her office or ceases to be a member of the Society, whereupon his or her office as Director shall be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
25. The Society may, by special resolution, remove any Director before the expiration of the

period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the Director in whose place he or she is appointed would have held office if he or she had not been removed.

26. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by any Director. A meeting of Directors may be held at the close of every annual meeting of the Society without notice. Notice of all other meetings of the Board shall be given a minimum of fourteen(14) days prior to the time of the meeting and shall be served personally, by fax , mailed by prepaid letter or e-mailed to each Board member at his or her last known address; such notice shall specify the location of the meeting, the day, date and time at which it will begin, and the nature of any business to be conducted thereat. The non-receipt of any such notice by a Board member shall not invalidate the proceedings at any general meeting, nor shall any accidental omission to send such notice to a Board member. Directors may waive formal notice of a meeting.
27. No business shall be transacted at any meeting of the Board of Directors unless at least fifty-one percent in number of the Directors are present at the commencement of such business.
28. The President, or in his or her absence, the Vice-President, or, in the absence of both of them, any Director appointed from among those Directors present shall preside as Chairperson at meetings of the Board.
29. Each Director shall be entitled to one vote at Director's meetings except for the Chairperson, who shall have a casting vote to be exercised only in the event of a tie vote.

POWERS OF DIRECTORS

30. The Directors shall manage the business and property of the Society and may exercise all powers of the Society not required to be exercised by its members at a general meeting. The Directors may by resolution appoint, engage, empower, remunerate and remove such agents, officers, employees, trustees, committees, task forces, advisory boards, regional representatives, patrons, governors and other such officials as they deem necessary or expedient for the periods for which they are required or desired. Such appointees shall have the powers, perform the functions and receive the remuneration prescribed for their positions from time to time by the Directors and shall be responsible to the Directors.
31. The Directors shall set the fees from time to time, subject to ratification by the general membership.

OFFICERS

32. The officers of the Society shall comprise the following:
 - a. President, who shall chair Directors' meetings, generally supervise the activities of

the Society, and perform such other duties as may be assigned to him or her by the Board from time to time;

- b. Vice-President, who shall discharge the duties of the President in his or her absence or when he or she is unable to perform them;
- c. Secretary, who shall keep the minutes of general meetings of the Society and meetings of its Directors and circulate them to members and Directors respectively within two weeks of the conclusion of each such meeting and shall carry out other functions assigned to him or her by the Board;
- d. Treasurer, who shall keep the accounts of the Society, prepare regular financial statements for it, and carry out other duties assigned by the Board.
- e. If the Directors see fit, the office of treasurer may be held by another officer of the Board.
- f. The Directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

The President and the Vice-President shall be elected by the general membership, and the Secretary and Treasurer shall be appointed by the Board of Directors.

AUDIT OF ACCOUNTS

- 33. The Auditor of the Society shall be appointed annually by the members of the Society at the annual meeting and, on failure of the members to appoint an Auditor, the Directors may do so.
- 34. The Auditor shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The Auditor shall make a written report to the members upon the balance sheet and operating account and, in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures in the preceding year, audited by the Auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

- 35. The Society has power to repeal or amend any of these By-laws by a special resolution passed in the manner prescribed by law.

MISCELLANEOUS

36. The Society shall file with the Registrar with its Annual Statement a list of its Directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of Directors, notify the Registrar of the change.
37. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
38. The seal of the Society shall be kept by the person from time to time specified by the Directors, and may be used only as authorized by the Directors.
39. The Secretary shall keep the minute book, register of members and all other documents of the Society except for its financial records, which shall be kept by the Treasurer.
40. The Secretary and Treasurer shall make any records of the Society in his or her custody available for inspection by any member of the Society at a reasonable time of day at the registered office of the Society, provided that the member has given him or her at least three days written notice of his or her desire to inspect such records.
41. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by two Officers including the President or Vice-President and one other Officer. or otherwise as prescribed by resolution of the Board of Directors.
42. The borrowing powers of the Society may be exercised by special resolution of the members.