

The Shearwater Aviation Museum Foundation		La fondation du Musée d'aviation de Shearwater

# CONSTITUTION

## INTRODUCTION

Federal and Provincial laws and regulations for an incorporated society, such as the Foundation, require two separate legal documents; a Memorandum of Association, and By Laws. While related, they are both treated separately and each can be amended by due process. They are briefly described as follows:

### Memorandum of Association

This document, in a series of clauses called Objects, describes the purpose and objectives of the Foundation in legal terms, defines legally permitted activities, and prescribes action in the event that the Foundation is terminated.

### BY LAWS

This document contains the rules which the members agree to follow when carrying out the business of the foundation. The rules must be in consonance with the Objects set forth in the Memorandum of Association.

Both documents are attached, each with a title page showing the history of their amendment process. Together, they are deemed to be the Constitution of the Shearwater Aviation Museum Foundation.

Owen F. Walton  
Chairman, Board of Directors  
7 September 2012

**MEMORANDUM OF ASSOCIATION  
OF  
THE SHEARWATER AVIATION MUSEUM  
FOUNDATION 2012**

Containing the amendments to sub paragraphs 2 (a) and (b) and  
paragraph 4 adopted by the Tenth Annual General Meeting of Members  
held on 12 October 1997

and

Containing the amendments to paragraphs 2, 3 and 4 adopted by the  
Twenty Fifth Annual General Meeting of Members held on 7 September  
2012

**MEMORANDUM OF ASSOCIATION  
OF  
THE SHEARWATER AVIATION MUSEUM FOUNDATION**

1. The name of the Society is THE SHEARWATER AVIATION MUSEUM FOUNDATION
2. The objects of the Foundation are:
  - (a) to aid in the preservation of the history of Canadian Maritime Military Aviation
  - (b) to provide financial and in kind support to the Shearwater Aviation Museum (hereafter called the Museum) as follows:
    - i support the Museum on the acquisition, preservation and display of artifacts associated with Canadian Maritime Military Aviation history;
    - ii promote public awareness of the important aviation contributions by Canada to world security and peace, with emphasis on those events founded in the Maritime Provinces.
    - iii raise funds for the construction of additions and /or improvements to Museum infrastructure, and
    - iv provide other support to the Museum as agreed upon with the Museum Board of Trustees.
  - (c) to acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the Foundation;
  - (d) to buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the Foundation.

**PROVIDED that nothing herein contained shall permit the Foundation to**

carry on any trade, industry, or business and the Foundation shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Foundation shall be used solely for the purposes of the Foundation and the promotion of its objects.

PROVIDED, further, that if for any reason the operations of the Foundation are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organizations in Canada, having objects similar to those of the Foundation.

3. The activities of the Foundation are to be carried on at HALIFAX REGIONAL MUNICIPALITY, NOVA SCOTIA

4. The registered/head office of the Foundation is at the Shearwater Aviation Museum, Shearwater, Nova Scotia.

We the several persons whose names, addresses, and occupations are subscribed, desire to be formed into a Society, in pursuance of this Memorandum of Association.

DATED at HALIFAX this 19<sup>th</sup> day of MARCH, A.D. 1987.

	NAMES	ADDRESSES AND OCCUPATIONS
<i>Original signed by</i>	Wally J. Walton	60 Ardwell Avenue, Halifax, NS R.C.N. Retired
<i>Original signed by</i>	Alex R. Smith	Marvins Island, Chester Basin, NS Real Estate Broker
<i>Original signed by</i>	F.B. Morris	11 Walton Drive, Halifax, NS Retired
<i>Original signed by</i>	Gordon McLaughlan	6538 Summit Street, Halifax NS Curator Shearwater Aviation Museum
<i>Original signed by</i>	Raymond S. Riddell	1669 Granville Street, Halifax NS Barrister

Witness to the above signatures

*Original signed by Christine Hirschfeld (sic)*

Of Halifax in the County of

Halifax, Province of Nova Scotia

LIST OF FIRST DIRECTORS  
OF  
THE SHEARWATER AVIATION MUSEUM FOUNDATION

The following are to serve as First Directors from the date of incorporation until THE NEXT ANNUAL GENERAL MEETING

DATED at Halifax Nova Scotia, this      19<sup>th</sup> day of MARCH      A.D., 1987.

(full names, addresses and occupations to be printed or typed)

Gordon McLauchlan		Curator. Shearwater Aviation Museum
6538 Summit Street, Halifax		
F.B. (Spike) Morris		Retired
11 Walton Drive, Halifax		
Alex R. Smith		Real Estate Broker
Marvins Island, Chester Basin		
Raymond S. Riddell		Barrister
1669 Granville Street. Halifax		
Wally J. Walton		R.C.N. Retired
60 Ardwell Avenue, Halifax		

# **BY—LAWS OF THE SHEARWATER AVIATION MUSEUM FOUNDATION**

Containing the amended By-Laws adopted by  
The Third Annual General Meeting of Members  
held on 16 September. 1989.

and

The amendments adopted by  
The Fourth Annual General Meeting of :Members  
held on 5 October. 1990.

and

The amendments adopted by  
The Ninth Annual General Meeting of Members  
held on 26 August. 1995.

and

The amendments adopted by  
The Tenth Annual General Meeting of Members  
held on 12 October. 1996.

and

The amendments adopted by a quorum of Foundation Members  
during a Board of Directors Meeting  
held on 14 January. 1997

and

The amendments adopted by  
The Twenty-fourth Annual General Meeting of Members  
held on 09 September 2011

and

The amendments adopted by  
The Twenty-fifth Annual General Meeting of Members  
held on 07 September 2012

# **BY-LAWS OF THE SHEARWATER AVIATION MUSEUM FOUNDATION**

## **ARTICLE I GENERAL**

### Section 1: Title

The name of the organization is The Shearwater Aviation Museum Foundation.

### Section 2: Definition

In these By-Laws unless there is something in the subject or context that is inconsistent therewith:

- a. 'Foundation' means the Shearwater Aviation Museum Foundation.
- b. 'Registrar' means the Registrar of joint Stock Companies appointed under the Nova Scotia Companies Act.
- c. 'Special Resolution' means a resolution passed by not less than three fourths of such members entitled to vote, and are present at a general meeting of which notice, specifying the Intention to propose the resolution as a special resolution has been duly given.

### Section 3: Purpose

The purpose and objects of the Foundation shall be those set forth in the Memorandum of Association of the Foundation dated the 19th day of March 1987 and any amendment thereto.

#### Section 4: Head Office

The head office of the Foundation is located at the Shearwater Aviation Museum, Shearwater, Nova Scotia.

#### Section 5: Seal

The Seal, an Impression whereof is stamped on the margin hereof, shall be the corporate seal of the Foundation and shall be In the custody of the Secretary, and may be affixed to any document upon resolution of the Board of Directors.

## **ARTICLE II MEMBERSHIP**

#### Section 1: Register of Members

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

#### Section 2: Admission to Membership

- a. Any individual of legal age, or any organization, whether incorporated or not and whose objects are similar to the objects of the Foundation, and who pays dues to the Foundation as determined at the Annual General Meeting, may be a member.
- b. No formal admission shall be required and the entry of the name and address of an individual in the Registry of Members shall constitute admission to the membership of the Foundation.

#### Section 3: Classification of Members

There shall be the following classes of members:

- a. Member;



- b. Sustaining Member;
- c. Patron; and
- d. Life Member.

#### Section 4: Member

A member is one who pays annual dues as determined by the Foundation and is thereby entitled to vote at a general meeting. Members are eligible for election to the Board of Directors.

#### Section 5: Sustaining Member

A member who contributes the amount determined by the Foundation in accordance with these By-Laws.

#### Section 6: Patron

A member who contributes the amount determined by the Foundation in accordance with these By-Laws.

#### Section 7: Life Member

A member who contributes the amount determined by the Foundation in accordance with these By-Laws is a member of the Foundation for his/her lifetime.

#### Section 8: Honourary Patron

An Honourary Patron is a distinguished person who has been invited and has accepted membership in the Foundation

#### Section 9: Termination of Membership

Membership in the foundation is not transferable and lapses and ceases to exist upon the death of a member, or if by notice in writing to the Foundation, he/she resigns his membership, or if he/she ceases to qualify for membership in accordance with these By-Laws.

## **ARTICLE III**

### **PRIVILEGES AND OBLIGATIONS OF MEMBERS**

#### **Section 1: Voting Rights**

All members are entitled to notice of all meetings open to the membership. All members are entitled to attend and vote with each member permitted one vote.

#### **Section 2: Proxy Voting**

There shall be no proxy voting.

#### **Section 3: Furtherance of objects of the Foundation**

All members of the Foundation shall use their best efforts to support these By-Laws and the purposes and objects of the Foundation.

## **ARTICLE IV**

### **MEETINGS**

#### **Section 1: Annual General Meeting**

The annual general meeting of the Foundation shall be held within three months of the end of the fiscal year.

#### **Section 2: Extraordinary General Meeting**

An extraordinary general meeting of the Foundation may be called by the Chairman, the President, or by the directors at any time. Directors shall call a meeting if requested in writing by at least twenty-five per cent (25%) of the membership of the Foundation.

#### **Section 3: Notice of Meeting**

The Secretary shall give each member fourteen days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of the business. Notice shall be given in writing and by sending it through Canada Post in a prepaid letter to the

member's address in the Registry of Members or by email to the member's email address in the Registry. Any notice shall be deemed to have been given at the time when the letter would be delivered in the ordinary course of the post or electronic media. In proving such service it shall be sufficient to prove that the envelope or email containing the notice was properly addressed and placed in the post office or in the case of email sent electronically.

#### Section 4: Omission of Notice

The accidental omission to give notice of any meeting or the non-receipt of any notice by a member or members shall not invalidate the proceedings at any general meeting.

#### Section 5: Meeting Agenda

- a. Each annual general meeting of the Foundation requires a quorum to legally conduct business. The following shall be deemed to be ordinary items of business:
  - i. Approval of Agenda;
  - ii. Approval of Minutes of the preceding general meeting;
  - iii. Consideration of the annual report of the Chairman;
  - iv. Consideration of the financial statement, including the balance sheet, and operating statement, the report of the auditors thereon and, the budget for the forthcoming year
  - v. Election of directors for the ensuing year; and
  - vi. Appointment of Auditors.
  - vii. Business arising from previous minutes.
- b. All other business transacted at an annual general meeting shall be deemed to be new business. All business that is transacted at an extraordinary general meeting shall be deemed to be special business.

#### Section 6: Quorum

- a. No business shall be transacted at any general meeting of the Foundation, unless a quorum is present at the commencement of such business. A quorum shall consist of five (5) members.
- b. If within one-half hour from the time appointed for the meeting, a quorum is not present, the meeting, if convened upon the requisition of members, shall be dissolved. In any other case it shall stand adjourned to such time and place as directed by a majority of the members then present. If at such subsequent adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

#### Section 7: Chairman

- a. The Chairman of the Foundation shall preside as the chairman at every general meeting.
- b. If the Chairman cannot be present at the time of the meeting, the Vice-Chairman shall preside as chairman.
- c. If neither the Chairman or Vice-Chairman are present at the time of the meeting, the President shall preside as chairman.
- d. If neither the Chairman or Vice-Chairman or President are present at the time of the meeting, the Vice-President shall preside as chairman.
- e. If neither the Chairman or Vice-Chairman or President or Vice-President, are present at the time of the meeting, the attending members shall choose one of their number as chairman.
- f. The chairman of the meeting shall have no vote, except in the case where the number of votes is tied, in which case he shall cast the deciding vote.

#### Section 8 Voting at Meeting

- a. At any meeting, unless a poll is demanded by at least three members, the chairman may declare that a resolution has been carried. The declaration shall be recorded in the minutes of the meeting and shall be sufficient evidence of the fact, without recording the number or proportion of the members in favour or against such a resolution.
- b. If a poll is demanded, as provided by Section 8a, the chairman shall conduct the poll the result of which shall determine the consensus of the membership attending the general meeting.

#### Section 9: Adjournment

The chairman of a meeting 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 the reopening of any adjourned 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.

### **ARTICLE V**

### **OFFICERS AND DIRECTORS**

#### Section 1: Officers

- a. The Officers of the Foundation shall be a Chairman, a Vice-Chairman, a President, a Vice-President, a Secretary and a Treasurer and they shall be elected by the members. The officers shall include the Immediate Past President.
- b. The members shall elect one of their number to be the Chairman of the Foundation. The Chairman shall have general supervision of the activities of the Foundation and shall perform such duties as may be assigned by these By-Laws or by the members from time to time.
- c. The members may also elect from their number a Vice-Chairman. The Vice-Chairman shall perform the duties of the Chairman during his/her absence, illness or incapacity and

during such period as the members or the Chairman request him/her to do.

- d. The President is the Chief Executive Officer who shall conduct the day-to-day activities of the Foundation, preside over meetings of the Executive Committee and supervise and provide direction to Foundation staff and other duties assigned by the Chairman. The Vice-president shall assume the President's duties when so directed by the Chairman.
- e. The offices of Secretary and Treasurer may be held by one person, at the discretion of the Board of Directors. The Secretary shall keep minutes of all meetings of the members and the directors, have custody of all books and records, and shall perform such other duties as may be assigned by the members. The Board of Directors may appoint, when necessary, a temporary substitute for the Secretary, who shall for the purposes of these By-Laws, be deemed to be the Secretary.
- f. The Treasurer shall manage the Foundation's finances, including the preparation and monitoring of the annual budget, the preparation of financial statements, and bookkeeping.

## Section 2: Board of Directors

The Board of Directors shall comprise a minimum of five (5) members and shall be composed as follows:

- a. Chairman;
- b. Vice-Chairman;
- c. President as CEO and Chairman of the Executive Committee;
- d. Vice-President;

- e. Immediate Past President;
- f. Secretary (may be combined with Treasurer);
- g. Treasurer (may be combined with Secretary); and
- h. Additional Directors as required.

### Section 3: Powers of The Directors

The management of the activities of the Foundation shall be vested in the directors, who in addition to the power and authority given by these By-Laws, or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Foundation, and that are not hereby or by statute expressly directed or required to be exercised or done by the Foundation In general meeting.

### Section 4: Eligibility

Any member of the Foundation shall be eligible to be elected as a director at any annual general meeting.

### Section 5: Election and Retirement of Directors

- a. The directors shall be elected by the members at each annual general meeting.
- b. At the first annual general meeting of the Foundation and at every succeeding annual general meeting all the directors shall retire from office at the dissolution of the meeting, at which time their successors shall take office. The retiring directors are eligible for re-election.
- c. In special situations, between Annual General Meetings, an additional director or directors may be appointed by a resolution during a Board of Directors meeting.

### Section 6: Removal of a Director

The Foundation may, by special resolution, remove any director before the expiration of his period of office and appoint another person in his stead. The person appointed shall hold office during such time only as the director in whose place he is appointed would have held office.

#### Section 7: Vacancy

In the event that a director resigns his office or ceases to be a member, whereupon his office as a director shall ipso facto 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 Foundation.

#### Section 8: Nominating Committee

The Chairman shall appoint from among the members of the Foundation, a committee of three to present nominations for all positions on the Board of Directors at each annual general meeting. Further nominations may be made from the floor. In both cases, agreement to serve is a prerequisite to appointment. As part of the nomination process the committee should present the credentials of the individuals and sponsor a motion to the Board that their nominees be approved.

#### Section 9: Executive Committee

The Executive committee shall conduct the day to day business of the Foundation and shall meet at the call of the President who shall preside over the Committee meetings. This Committee is empowered to make decisions on behalf of the Board of Directors within the policy guidelines of the Memorandum of Association and may authorize expenditures as set forth in the annual budget approved at the Annual General Meeting or as amended by the Board of Directors. Non budgeted expenditures are authorized up to a limit established from time to time by the Board of Directors. The proceedings of the Executive Committee shall be reported at any meeting of the Board of Directors.

The Executive committee shall be composed of:

- a. President;
- b. Vice-President;
- c. Secretary;
- d. Treasurer;
- e. Fundraising Chairman; and



- f. Administration staff and advisors as required

#### Section 10: Meetings

- a. Meetings of the Board of Directors shall be held as often as the business of the Foundation may require.
- b. Notice of meetings specifying the time and place thereof, shall be given either orally, electronically or in writing to each director, within a reasonable time before the meeting is to take place, except that a meeting may be held without notice, at the close of any general meeting. Non-receipt of notice to a director shall not invalidate the proceedings at any meeting of the Board of Directors.
- c. No business shall be transacted at any meeting of the Board of Directors unless a minimum of five (5) in number of the directors are present at the commencement of such business.
- d. The Chairman, or In his absence the Vice-Chairman, or in their absence. the President. or in their absence, the Vice-president, or if all are absent any director appointed from among those present, shall preside as chairman of the meeting of the Board of Directors.
- e. The chairman of the meeting shall be entitled to a vote as a director and, in the case of an equality of votes, he shall cast an additional tie breaking vote.

#### Section 11: Remuneration of Directors/Officers

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

### **ARTICLE V1**

### **FISCAL YEAR**

#### Section 1:

The fiscal year of the Foundation shall be the period from September 1<sup>st</sup> to August 31<sup>st</sup>.

## **ARTICLE VII**

### **AUDIT OF ACCOUNTS**

#### Section 1: Appointment

The auditor of the Foundation shall be appointed annually by the members at the annual meeting and on failure of the members to appoint an auditor the Board of Directors may do so.

#### Section 2: Report

The Treasurer shall provide a written report to the members on the financial position of the Foundation; the report shall contain a balance sheet and an operating account. The auditor shall provide a written report to the members on the balance sheet and the operating account. Each report shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Foundation, and properly drawn up so as to exhibit a true and correct state of the Foundation's affairs; the report shall be read at the annual general meeting. A copy of the balance sheet showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen (14) days after the annual meeting in each year as required by law

## **ARTICLE VIII**

### **MISCELLANEOUS**

#### Section 1: Change of Directors . Notice to Registrar

The Secretary shall file with the Registrar with its annual statement a list of the directors and their addresses, occupations, and dates of appointment or election, within fourteen (14) days of the change of directors.

#### Section 2: Special Resolutions . Notice to Registrar

The Secretary shall file with the Registrar a copy in duplicate of every special resolution within fourteen (14) days after the resolution has been

passed.

### Section 3: Inspection of Books

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

### Section 4: Contracts

Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Foundation by either the Chairman or the Vice-Chairman, and the Secretary, or as otherwise prescribed by a resolution of the Board of Directors.

### Section 5: Borrowing Powers

The borrowing powers of the Foundation may be exercised by the Board of Directors.

## **ARTICLE IX BY-LAW AMENDMENTS**

### Section 1:

These By-Laws may be amended or repealed by special resolution of the members and they become effective when approved by the Registrar.

#### Contact Information

P.O. Box 5000 Stn Main  
Shearwater, Nova Scotia  
B0J 3A0

Telephone: (902) 461-0062 or 1-888-497-7779 (*Toll-Free*)  
(902) 461-1610 (*Fax*)

E-Mail: [contact@samfoundation.ca](mailto:contact@samfoundation.ca)  
[samf@samfoundation.ca](mailto:samf@samfoundation.ca)

