

IN THE MATTER OF The *Societies Act*, being Chapter 435 of the Revised Statutes of Nova Scotia, 1989, as amended.

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IN THE MATTER OF The Nova Scotia Ground Water Association

BY-LAWS OF THE ASSOCIATION

ARTICLE I - INTERPRETATION

The word "Act" when used herein means the *Societies Act*.

The word "Association" when used herein means NOVA SCOTIA GROUND WATER ASSOCIATION.

“Active member” means a paid up member of one or more of the following divisions: Drillers, Diggers, Manufacturers and Suppliers, Pump Installers, Technical.

ARTICLE II - MEMBERSHIP

All applicants must hold a valid contractors license and/or required technicians license for the division to which they are applying, as required the *Environment Act* and regulations enacted thereunder.

Membership in the Association shall be divided into the following divisions, with the following designations and conditions of membership.

(a) Drillers Divisions: Driller membership in the Association may be granted to individual licensed **drilling** contractors, firms, companies and corporations of good business repute, holding a valid drilling license issued by the Nova Scotia Department of Environment and Labour, and who are engaged as drilling contractors in the water well industry.

(b) Diggers Division: Digger membership in the Association may be granted to individual licensed diggers contractors, firms, companies, and corporations of good business repute, holding a valid diggers license issued by the Nova Scotia Department of Environment and Labour, and who are engaged as digging contractors in the water well industry.

(c) Manufactures & Suppliers Division: A bonafide distributor, wholesale, manufacturer or supplier to the groundwater industry.

(d) Technical Division: Technical membership in the Association may be granted to businesses, firms, and companies who provide engineering, consulting, technical and other professional advice to the ground water industry.

(e) Pump Installers Division: Pump installer membership in the Association may be granted to businesses, firms, companies, corporations or individuals of good business repute, holding a valid certificate or qualification issued by the Nova Scotia Department of Environment and Labour, whose involvement in the ground water industry is to install and service pumps in water wells.

(f) Honorary Lifetime Division: Those persons who, in the opinion of the Association, have made a notable, lasting contribution to the ground water industry and the Association, may be brought forward at the annual General Meeting to be voted on by the active members for designation as Honorary Members.

(g) Associate Division: Associate membership in the Association shall include all persons interested in the welfare and success of the Nova Scotia Ground Water Association, and the ground water industry, other than businesses, firms, companies, and corporations that qualify for membership in one or more of the active divisions. The associate division shall have no voting power.

(h) Family Division: Family membership in the Association shall be limited to the spouses, and other closely related members of the families of the Active members of the Association. Members of the Family Division shall have no voting power in the affairs of the Association.

A person, firm, company or corporation shall become a member upon making application therefor in such form as from time to time may be approved by the Board of Directors of the Association.

TERMINATION OF MEMBERSHIP

Membership in the Association shall not be transferable and shall lapse and cease to exist upon the death or upon such member ceasing to be a member by reason of resignation or otherwise in accordance with the by-laws of the Association from time to time in force.

(a) Any member may withdraw from the Association by delivering a written resignation to the Association and lodging a copy of the same with Secretary-Treasurer of the Association. Such resignation shall become effective upon receiving the approval of the Board of Directors. The Board of Directors shall not approve any resignation until it is satisfied that such member has fulfilled all his/her or its obligations to the Association.

(b) The Board of Directors may terminate the membership of any member who fails to pay the dues and other assessments as hereinafter required.

ARTICLE III - DUES AND SPECIAL ASSESSMENTS

The annual membership fees payable to the Association by members shall be due in advance of the 31st day of December for the following year, and any member who fails to pay such dues within thirty (30) days after such date shall be deemed to be in arrears. Upon payment of annual dues each member shall be entitled to receive proof of membership in the Association.

The annual dues for members of the Drillers Division; Diggers Division; members of the Manufactures and Suppliers Division; members of the Technical Division; members of the Pump Installers Division; Life Members; Association members; and members of the Spouse=s Division shall be set from time to time by resolution of the Board of Directors of the Association.

Special assessments shall be levied equally on active members only upon such assessments being approved by the majority of the active members present at a properly constituted annual or special general meeting duly called for that purpose.

Notice of Special assessments shall be by the mailing of such notice to all active members and such levy shall be due and payable within thirty (30) days of the mailing of such notice and upon failure to pay such levy, a member shall be deemed to be in arrears.

ARTICLE IV - ANNUAL AND SPECIAL MEETINGS OF MEMBERS

Subject to compliance with Section 18 of the Act, the annual meeting of members shall be held at any place within Nova Scotia in each year at such times as the Directors may be resolution determine.

At every annual general meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement shall be presented and a Board of Directors elected. The members may consider and transact any business, either special or general, at any meeting of the members. The Board of Directors or the President or Vice-President shall have power to call at any time a special general meeting of the members of the Association and if requested so to do by one-quarter of the active members of the Association the Board of Directors, the President or Vice-President shall forthwith exercise such power. No public notice nor advertisement of member meetings, annual or special general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by prepaid post fourteen (14) days before the time fixed for the holding of such meeting; providing that any meeting of members may be held at any time and place without such notice if at all the members of the Association are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Association at annual or special general meetings may transact.

No error or omission in giving notice of any annual or special general meeting or any adjourned meeting, whether annual or special general, of the members of the Association 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 for any meeting or otherwise, the address of any member, directors, officer shall be his/her last address recorded on the books of the Association.

Any meetings of the Association or of the Directors may be adjourned at any time and from time to time such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

VOTING

Each active voting member of the Association shall at all general meetings of members be entitled to one vote and he/she may vote by proxy. Likewise each active member is also entitled to one vote at decisional meetings of which, by definition, they qualify as members of the Association. Such proxy need not himself/herself be a member but before voting must produce and deposit with the Secretary-Treasurer, sufficient appointment in writing from his/her constituent or constituents. No active member shall be entitled, either in person or by proxy, to vote at meetings of the Association unless he/she has paid all dues or fees, if any, then payable by him/her.

At all meetings of members every question shall be decided by a majority of the votes of the active members present in person or represented by proxy unless otherwise required by the by-laws of the Association or by law. Every question shall be decided in the first instance by a show of hands, every member having voting rights shall have one vote, and unless a poll be demanded, a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Association shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favor of or against such resolution.

The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by a majority of votes given by the active members present in person or by proxy, and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall be entitled to a casting vote.

BOARD OF DIRECTORS

The property and business of the Association shall be managed by a board of five (5) Directors of whom three (3) constitute a quorum.

One (1) Director each shall be elected from among the members of the five (5) active divisions: Drillers, Diggers, Manufacturers & Suppliers, Pump Installers and Technical. These appointments shall be filed in writing with the Secretary-Treasurer of the Association.

The office of Director shall be automatically vacated

(a) if a Director shall resign his/her office by delivering a written resignation to the Secretary-Treasurer of the Association;

(b) if he/she is found to be or becomes of unsound mind;

(c) if he/she commits an act of bankruptcy;

(d) if, at a special general meeting of members, a resolution is passed by three-quarters of the members present at the meeting that he/she may be removed from office;

(e) on death;

(f) if a Director shall absent himself/herself from three consecutive meetings of the Board of Directors without communicating a reason satisfactory to the Board of Directors for so doing to the President or Secretary; provided that if any vacancy shall occur for any reason in this paragraph contained, the Directors may, by resolution, fill the vacancy with a person eligible to be a Director pursuant to paragraph 5 hereof.

Meetings of the Board of Directors shall be held before and immediately succeeding the annual meeting of members and the President may, when he/she deems it necessary, and the Secretary-Treasurer shall when requested in writing by any three Directors; convene a meeting. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.

Directors, as such, shall not receive any stated remuneration for their services, but such fixed sum may be paid to the Directors as the members may, by resolution, determine and by resolution of the Board, expenses of the attendance by the Directors at each regular or special meeting of the Board may be allowed; provided that nothing herein contained shall be considered to preclude any Director from serving the Association as an officer or in any capacity and receiving compensation therefore.

A retiring Director shall remain in the office until acceptance of his/her resignation or until dissolution or adjournment of the meeting at which his/her successor is elected. A Director shall hold office until the next annual meeting of members following his/her election or appointment.

The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Association.

OFFICERS

The officers of the Association shall be a President, Vice President and Secretary-Treasurer and such officers as the Board of Directors may by by-law determine.

The President and Vice-President shall be elected by the Board of Directors. The other officers of the Association shall be appointed at the first meeting of the Board of Directors following each annual meeting of members.

The Board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board at the time of such appointment.

The officers of the Association shall hold office for two years or until their successors are elected or appointed in the stead.

DUTIES OF OFFICERS

The President, when present, shall preside at all meetings of the members of the association and of the Board of Directors and shall be a member ex officio with the right to vote, of all committees. He/she shall be charged with the general management and supervision of the affairs and operations of the Association. He/she shall see that all orders and resolutions of the Board of Directors are carried into effect and he/she with the Secretary-Treasurer or other officer appointed by the Board for that purpose, shall sign all by-laws or other documents requiring the signature of the officers or the Association.

The Vice-President shall, in the absence or disability or at the request of the Chairman, perform the duties and exercise the powers of the Chairman and shall perform such other duties as shall from time to time be imposed upon him/her by the Board.

The Secretary-Treasurer shall attend all meetings of the Board of Directors, all general and annual meetings of the members and of all committees and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the committees, of the members and of the Board of Directors. He/she shall levy and collect all dues and assessments authorized hereunder; he/she shall notify all members of their appointment to committee; he/she shall furnish the Chairman of each committee with a copy of the resolution under which the committee is appointed.

The Secretary-Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Association and shall deposit all moneys and other valuable effects in the name and to the credit of the Association and in such depositories as may be designated by the Board of Directors from time to time. He/she shall disburse the funds of the Association as may be ordered by the Board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board, or whenever they may require it, an account of all his/her transactions as Treasurer and of the financial position of the Corporation.

The Secretary-Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

COMMITTEES

The Board of Directors (or the president subject to the approval of the Board of Directors) shall appoint such committees, whether standing or special, as shall be deemed to be advisable to carry out such duties as may be determined by the Board. Members of such committees must be members of the Association and the chairperson must be a board member. Non-members may attend a meeting by invitation only.

FISCAL YEAR

The fiscal year of the association shall end on such day, in each year, as the Board of Directors shall by resolution determine.

AMENDMENT OF THE BY-LAWS

The by-laws of the Association shall be repealed or amended by by-law enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds of the active members at a meeting duly called for the purpose of considering the said by-law, provided that the enactment, repeal or amendment of such by-law shall not be enforced or acted upon until the approval of the Registrar of Joint Stock Companies has been obtained.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Association, shall be signed by any two of the President, Vice-President or Chief Administrator, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by by-law to appoint an officer or officers on behalf of the Association either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid by any officer or officers appointed by resolution of the Board of Directors.

The Board of Directors may borrow, raise and secure the payment of money in such manner as it thinks fit, and with the sanction of a Special Resolution issue debenture of mortgage its real property to secure the payment of money borrowed by it.

BANKING

The bank account of the Association shall be kept in such bank as the Board of Directors may from time to time by resolution determine.

RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed and, in default of confirmation at such annual meeting of members, shall at and from that time cease to have force and effect.

In these by-laws the singular shall include the plural and the plural and singular; the masculine shall include the feminine.

(February 3, 2007)