

REVISED

BY-LAWS

ANNAPOLIS VALLEY APPLE BLOSSOM FESTIVAL

(Incorporated by Chapter 107, Laws of 1935)

I

Membership

- (a) Any person, firm, body corporate or municipal unit shall be qualified for a membership in the Association.
- (b) Any such person, firm, body corporate or municipal unit may become a member upon applying for membership and being accepted by the Directors, and on payment of such annual fee as is determined by the directors from time to time.

II

Directors and Officers

- (a) Until otherwise determined by the general meeting, the number of directors shall not be less than four nor more than twenty.
- (b) At the annual general meeting of the Association, the Officers and Directors, shall be selected by ballot, or, if four-fifths of the members present approve, the election of Directors may be by open vote.
- (c) The Directors shall have power, from time to time, and at any time, to appoint any other persons to be directors, but so that the total number of directors shall not at any time exceed the maximum fixed as above.
- (d) The Directors may elect such honorary officers and patrons as may be deemed advisable.
- (e) The Management of the business of the Association shall be vested in the Directors, who, in addition to the powers and authorities by these By-Laws, or otherwise, expressly conferred upon them, may exercise all such acts and things as may be exercised or done by the Association in general meeting, but subject, nevertheless, to the provisions of the Act incorporating the Association or of these By-Laws as of any regulations from time to time made by the Association in general meeting; provided that no regulation so made shall invalidate any prior act of the Directors which would have been valid if such regulation had not been made.
- (f) Without prejudice to the general powers conferred by the next preceding clause, and the other powers conferred by these By-Laws it is hereby expressly declared that the Directors shall have the following powers, that is to say:
 - (1) To take such steps as they think fit to carry into effect any agreement or contract made by or on behalf of the Association
 - (2) To pay the costs, charges and expenses preliminary and incidental to the promotion, formation, incorporation, and establishment of the Association.
 - (3) To purchase, or otherwise acquire, for the Association any property, rights, or privileges which the Association is authorized to acquire, and at such price and generally on such terms and conditions as they think fit.
 - (4) At their discretion to pay for any property, rights, or privileges acquired by, or services rendered to the Association.
 - (5) To appoint, and at their discretion to remove or suspend, such managers, secretaries, treasurers, officers, clerks, agents, and servants for permanent, temporary, or special services, as they from time to time think fit, and to determine their powers and duties and fix their salaries or emoluments, and to require security from any of such appointees in such amounts as they think fit.
 - (6) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Association any property belonging to the Association, or in which it is interested, and for any other purposes, and to execute and do all such acts, deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of any such trustee or trustees.

(7) To institute, conduct, defend, compound, or abandon any legal proceedings by and against the Association or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts and of any claims or demands by or against the Association.

(8) To determine who shall be entitled to sign, on the Association's behalf, bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents.

(9) To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof, upon such securities and in such manner as they think fit, and from time to time to vary or realize such investments.

(10) To enter into all such negotiations and contracts, and to execute and do all such acts, deeds and things in the name and on behalf of the Association as they consider expedient for or in relation to any of the matters aforesaid; or otherwise for the purposes of the Association.

(11) From time to time to provide for the management of the affairs of the Association in such manner as they think fit.

(12) No Director shall be disqualified by his office from contracting with the Association, either as vendor, purchaser, or otherwise, nor shall any such contract, or any contract or arrangement entered into by or on behalf of the Association in which any director shall be in any way interested be avoided, nor shall any director so contracting or being so interested be liable to account to the Association for any profit realized by any such contract or arrangement, by reason of such director holding that office, or of the fiduciary relation thereby established, but it is declared that the nature of his interest must be disclosed by him at the meeting of the directors at which the contract, or arrangement is made, or if his interest does not then exist, or in any other case, at the first meeting of the directors after the acquisition of his interest, and that no director shall, as a director, vote in respect to any contract or arrangement in which he is so interested as aforesaid.

III

Duties of Officers

(a) The President:

It shall be the duty of the President to preside at all general meetings, and to enforce the constitution and rules, and generally to supervise the affairs of the Association. The President shall be an ex-officio member of all committees.

(b) The Vice-President:

In the absence of the President, the Vice-President shall perform the duties of the President.

(c) The Secretary: It shall be the duty of the Secretary to call all meetings and to conduct all correspondence of the Association, and to keep correct Minutes of all meetings, notices and by-laws; to keep a correct roll of members; to notify each member of his acceptance, at the same time requesting him to remit the amount of his fee, if any; to have custody of all the books and records connected with the activities of the Association; and generally to do all in his power to advance the interests of the Association.

(d) The Treasurer: It shall be the duty of the Treasurer to keep account of all money received by him and to make and give receipts, releases and other discharges for money payable to the Association and for claims and demands of the Association, to receive and account for all moneys belonging to the Association, and to disburse the same under instructions of the Directors. He shall prepare the Annual Financial Statement and present the same to the annual general meeting.

(e) The duties of the other officers shall be as determined by the Directors from time to time.

IV

Members Meetings

(a) The Annual General Meeting of the members shall be held within 60 days after the end of each fiscal year, at such time and place as may be determined by the Directors. Notice of the time and place of meeting shall be publicized not less than ten days previously.

(b) A special General Meeting may be called at any time by the Directors whenever they think fit, and they shall, upon the request in writing of twenty members, who in their request shall specify the business which it is desired should be discussed and transacted, convene a special general meeting of the Association to be held at such time and

place as may be determined by the Directors. Such business shall be stated in the notice of the meeting, which shall be publicized at least ten days previously, and only such business shall be then discussed and transacted.

(c) The quorum for a general meeting shall be twenty members.

(d) A member that is a firm, body corporate or municipal unit shall have one vote, which shall be exercised by its duly authorized representative. Authorization shall be in writing and shall be executed by the firm, body corporate or municipal unit. Such authorization shall be produced at the meeting upon request of the chairman; and without such authorization the representative shall not be entitled to vote on behalf of the firm, body corporate or municipal unit.

(e) A person may vote as a representative for no more than two members.

(f) Questions, other than the election of Directors, shall be decided by open vote unless otherwise decided by those members in attendance.

(g) Questions arising at any meeting shall be decided by a majority of the votes cast. The chairman shall not vote except in the case of a tie, he shall cast a deciding vote.

V

Directors Meetings

(a) The Directors may meet together for the despatch of business, adjourn, or otherwise regulate their meetings and proceedings as they think fit, and may determine the quorum necessary for the transaction of business. Unless waived by a majority of Directors, twenty-four hours' notice of each meeting shall be given.

(b) The President, or a majority of the Directors, may convene a meeting of the Directors upon notice.

(c) Questions arising at any meeting shall be decided by a majority of the votes cast. The chairman shall not vote, except in the case of a tie, he shall cast a deciding vote.

(d) A meeting of the Directors shall be competent to exercise all the powers of the Directors generally, provided a quorum is present.

VI

Committees

(a) The Directors may delegate any of their powers to committees consisting of such number of members of the Association as they may think fit. Any committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on them by the Directors.

(b) Directors or committee members may be reimbursed for authorized expenses incurred while acting on behalf of the Association.

(c) A quorum for all committee meetings shall be a majority of the members of the committee.

VII

Amendments

Amendments of the By-Laws shall be made at general meetings or at the annual general meeting, provided that notice of the proposed amendment be given in writing to the Secretary and publicized to the members at least two weeks previous to the meeting. Amendments shall require a majority of two-thirds of the votes cast. All Amendments to the By-Laws are subject to the approval of the Governor-in-Council.

VIII

Annual Report

At the annual general meeting, the Directors shall present written reports of the proceedings and business of the Association during the preceding fiscal year.

IX

Audit

The annual general meeting shall appoint auditors who shall audit the accounts of the Association and report on the annual financial statements.

X

Finance

- (a) The fiscal year shall begin on the first day of September and end on the last day of August in each year.
- (b) The Directors shall appoint a chartered Bank to be bankers for the accounts of the Association. Signing authority for cheques shall be determined by the Directors from time to time, but cheques shall not require fewer than two signatures. Cheques shall be made payable to the Association, and shall be deposited to the credit of the Association by the Treasurer. Stocks, Bonds, or other securities may be signed as cheques, and may be assigned and transferred to the Bank on the authority of the Directors.

XI

Order of Business --Annual General Meetin~ Minutes of previous meeting

Business arising out of minutes Correspondence Reports

General Business

Election of Directors

Appointment of Auditors

Setting of the date for the Festival five years ahead.

XII

Interpretation

In these by-laws, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

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