Revised April 2026

BY-LAWS FOR A NON-PROFIT SOCIETY

Halifax Regional Coin Club

Royal Canadian Numismatic Association member **#2380**
Atlantic Provinces Numismatic Association member **#25**
Societies Act, Nova Scotia Registry of Joint Stocks: **782304372NS0001**

Objective: *The Halifax Regional Coin Club is a group of people interested in coin collecting and other numismatics. The objectives of the club are to strengthen and promote the numismatic hobby within the community; to provide a space for club members to meet, share knowledge, and buy/sell/trade numismatic collectables; and to arrange numismatic events for the benefit of club members and the general public.*

PART 1 – DEFINITIONS AND INTERPRETATION

1. In these By-Laws:
   1.1. Definitions:
      1.1.1. "Act" means the Societies Act of Nova Scotia as amended from time to time;
      1.1.2. "Board" or "Board of Directors" means the governing body of the Society, including both Directors and Officers;
      1.1.3. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;
      1.1.4. "Special Resolution" means a resolution passed by not less than three-fourths 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.
      1.1.5. "Good Standing" means a Society member who has paid their membership dues, and who is in compliance with the standards outlined in these By-Laws and the Act.
   1.2. The definitions in the Act apply to these By-Laws.
   1.3. Conflict with Act. If there is a conflict between these By-Laws and the Act, the Act shall prevail.

PART 2 – MEMBERS

2. While visitors and guests are welcome to attend Society events, only members in good standing are permitted to participate in Society discussions and votes.

2.1. Application for membership: A person may apply to the Board for membership in the Society, and the person becomes a member on the Board's acceptance of the application conditional on their payment of the annual membership fee.

2.2. Applications must be made each year by new and returning members, with the exclusion of Charter, Honourary Life, and Life Members.

2.3. Membership Fees: Prior to the beginning of each year, the Board may propose a change to the membership fee for the upcoming year. A majority vote at a General Meeting is required to change the membership fee.

2.4. Membership in the Society is not transferable.

2.5. Membership Types:

- 2.5.1. Charter Members: those who were present at the inception of the society on 03 December 1958.
  - 2.5.1.1. The annual membership fee for Charter Members shall be waived.
- 2.5.2. Regular Members: those 18 years and older at the time of application to the society.
- 2.5.3. Junior Members: those under the age of 18 years at the time of application to the society.
- 2.5.4. Honourary Life Members: those whose contribution to the Society is deemed material and substantial may be nominated for Honourary Life Membership.
  - 2.5.4.1. Nominations for Honourary Life Membership must be submitted to the Board in writing by at least three members of the Society who are in good standing. A motion will be made at a general meeting of the Society and requires a majority vote to pass.

    Members who have held continuous membership in the Society for 50 years will qualify for nomination as Honorary Life Members.
  - 2.5.4.2. The annual membership fee for Honourary Life Members shall be waived.
- 2.5.5. Life Members: a Special Resolution is required to accept an application for a Life Membership of the Society. If approved, a Regular or Junior Member may purchase a Life Membership for a fee specified in the Special Resolution.
  - 2.5.5.1. The annual membership fee for Life Members shall be waived.

2.6. Members' rights and obligations:

- 2.6.1. The Society is ultimately accountable to the members of the Society.
- 2.6.2. Every member is entitled to attend any members' meeting of the Society.
- 2.6.3. Any member 18 years of age or older is entitled to nomination to the Board.

2.7. Conditions under which membership to the Society ceases:

2.7.1. upon death;

2.7.2. if the member resigns by written notice (including email and other digital correspondence) to the Society or verbally to the Board at a members' meeting;

2.7.3. if the member is in violation of these By-Laws or the Act;

2.8. Member Removal: if, by a vote of the majority of the members of the society or a majority vote of the Directors of the Society at a meeting duly called and for which notice of the proposed action has been given, the Member's membership in the Society has been terminated.

2.8.1. Manner in which a member may be expelled. The board shall have authority to suspend or expel any member from the society for any one or more of the following grounds:

2.8.1.1. Violating any provision of the memorandum of association, By-Laws, written policies of the society, or the Act;

2.8.1.2. Carrying out any conduct which may be detrimental to the Society as determined by the board in its sole discretion.

2.8.1.3. For any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Society.

2.8.2. The Board may develop policy regarding the manner in which a member may be expelled.

PART 3 – MEMBERS' MEETINGS

3. The Board shall determine the time and place for all meetings and Society events. Before commencement of meetings and after meeting adjournment, members may make use of the provided space for social activities related to the objectives of the Society, including auctions, buy/sell/trade/giveaway of numismatic materials, and review of Society materials such as the library and internal records.

3.1. Officer Duties:

3.1.1. The President, or in his/her absence, the Vice-President, or in the absence of both of them, any Board member appointed from among those present, shall preside as Chair at members' meetings.

3.1.2. The Secretary will have responsibility for the preparation and custody of the minutes of members' meetings. In his/her absence, any Board member appointed from among those present shall fulfill the duties of the Secretary.

3.2. General Meetings: the Board shall schedule meetings for the entire membership to review the operations of the Society.

3.2.1. The proceedings for General Meetings shall follow a format, which may be altered as needed by the Chair. The general format shall be:

3.2.1.1. Call to Order

3.2.1.2. Approval of Previous Meeting's Minutes

3.2.1.3. Society Correspondence

3.2.1.4. Executive Reports

3.2.1.5. Committee Reports

3.2.1.6. Pending Business

3.2.1.7. New Business

3.2.1.7.1. Motions from the floor must be made to the Board in writing and approved by the Board prior to being put to a vote by the membership to ensure compliance with the Act, the Registrar, and the objectives of the Society.

3.2.1.8. Adjournment

3.3. Annual General Meetings: The Annual General Meeting shall be held in December each year in lieu of a General Meeting.

3.3.1. At the Annual General Meeting of the Society the following items of business shall be dealt with and shall be deemed ordinary business and all other business transacted shall be deemed special business:

3.3.1.1. approve the minutes of the previous meeting,

3.3.1.2. consideration of the annual report of the directors,

3.3.1.3. consideration of the annual financial report of the Society,

3.3.1.4. appoint an auditor, if any, for the ensuing year, and

3.3.1.5. election of Directors (on election years).

3.3.2. Notice to members is required for the Annual General Meeting. The notice must:

3.3.2.1. specify the date, place and time of the meeting;

3.3.2.2. be given to the members at least thirty (30) days prior to the meeting,

3.3.2.3. be given to the members by paper or electronic means, and verbally at a previous General Meeting.

3.3.2.3.1. the non-receipt of notice by any member shall not invalidate the proceedings.

3.3.2.4. specify the nature of the business, such as the intention to propose a special resolution.

3.4. Special Meetings:

3.4.1. Special Meetings of the members may be held at any time and shall be called:

3.4.1.1. if requested by the President, or

3.4.1.2. if requested by a majority of the Directors, or

3.4.1.3. if requested in writing by at least 20 members or 20 percent of the members of the Society whichever is the lesser number.

3.4.2. Notice to members is required for Special Meetings. The notice must:

3.4.2.1. specify the date, place and time of the meeting,

3.4.2.2. be given to the members at least seven (7) days prior to the meeting,

3.4.2.3. be given to the members by paper or electronic means, or by phone.

3.4.2.3.1. the non-receipt of notice by any member shall not invalidate the proceedings.

3.4.2.4. specify the nature of business, such as the intention to propose a Special Resolution.

3.5. Quorum at Society meetings: Quorum for the transaction of business shall consist of a majority of the Board and 10 club members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and before any vote.

3.5.1. If within 30 minutes from the time set for holding the meeting quorum is not present, or if at any time during a meeting, there ceases to be a quorum of voting members present, business then in progress must be suspended and the meeting is terminated.

3.6. Voting: Every member in good standing may vote at any meeting of the Society.

3.6.1. Proxy voting shall not be allowed, except when voting on Special Resolutions as defined in these By-Laws.

3.6.2. Every motion shall be determined by a majority of the votes cast on the question. Where there is an equality of votes the motion shall be lost.

3.6.3. The Chair must announce the outcome of each vote and that outcome must be recorded in the minutes of the meeting.

3.6.3.1. For any vote, a poll may be demanded by request of at least three members in good standing who participated in that vote.

3.6.3.2. If a poll is demanded it shall be held by show of hands or by secret ballot at the discretion of the Chair.

PART 4 – DIRECTORS

4. The Board is responsible for the responsible operation of the Society. The Board has power to establish standing and *ad hoc* committees and to appoint Chairs and/or Co-

Chairs for these committees. The President shall be a Co-Chair of every committee, except for the Nomination committee.

4.1. Eligibility of Directors: Any member 18 years of age and older who is in good standing shall be eligible to be elected a Director of the Society.

4.2. Number of Directors: This Society shall have 11 Directors, 6 of which shall be elected as Officers of the Society.

4.3. Appointment of Directors: An election shall occur at the Annual General Meeting every second year; as such, the term for each Director position shall be two years.

4.3.1. A nominating committee shall be established at the October meeting of each election year. This committee shall be comprised of at least three members in good standing.

4.3.1.1. The Past President shall be the Chair of this committee. If the Past President is unable or unwilling to serve as Chair, the President shall appoint the Chair from members of that committee.

4.3.1.2. Board nominations must be made by members in good standing and can be made to the Nomination committee prior to the election or can be made from the floor prior to the commencement of voting.

4.3.1.3. Votes can be made by anonymous ballot, or by public vote, at the discretion of the Chair of the nomination committee.

4.4. Directors shall retire from office at the end of each Annual General Meeting at which their successors are elected. Retiring Directors are eligible for re-election.

4.5. Board vacancies: If a Director resigns his/her office or ceases to be a member of the Society, his/her position as Director shall be vacated and the Board may appoint a new Director from amongst the Society's membership for the unexpired portion of the term.

4.6. Conflict of Interest: Directors who have, or could reasonably be seen to have, a conflict of interest has a duty to declare this interest. The declaration should be made to the members upon nomination, and/or when the possibility of a conflict is realized.

4.6.1. A conflict of interest does not prevent a member from serving as a Director provided that he/she withdraws from the decision making on matters pertaining to that conflict of interest. Any such withdrawal must be recorded in the minutes.

4.7. Removal of Directors: The members may, by Special Resolution, remove any Director and appoint another person to complete the term of office.

PART 5 – DIRECTORS' MEETINGS

5. The Board shall meet no less than once each year.
   5.1. The President or, in his/her absence, the Vice-President or, in the absence of both, any Director present shall preside as Chair of the meeting.
   5.2. The Secretary will have responsibility for the preparation and custody of the minutes of Board meetings.
   5.3. Mode and time of meetings: a Board meeting may be called by the President or by any 2 other Directors.
   5.4. A Board meeting directly following an Annual General Meeting can be called without notice. For all other Board meetings, notice is required and must:
      5.4.1. specify the date, place and time of the meeting,
      5.4.2. be given to the Directors at least seven (7) days prior to the meeting,
      5.4.3. be given to the Directors by paper or electronic means, or by phone,
         5.4.3.1. the non-receipt of notice by any Director shall not invalidate the proceedings.
      5.4.4. Notice can be waived for Board meetings with the unanimous approval of the Board.
   5.5. Quorum at Board meetings: Quorum shall consist of 50% of the Directors. If there is a vacancy on the Board, quorum shall consist of at least 50% of the remaining Directors. No business shall be conducted at any Board meeting without quorum.
   5.6. Director Voting: Every Director shall have one vote at Board meetings. Voting by proxy is not permitted.
      5.6.1. Where there is an equality of votes the motion shall be lost.

PART 6 – OFFICERS

6. Officers of the Society shall be elected Directors who have put their names forward as Officers prior to the commencement of voting, and who have subsequently been elected and have accepted the dual-role of Director and Officer. The Society shall have six Officers:
   6.1. **President:** responsible for the effectiveness of the Board and shall perform other duties as assigned by the members or the Directors, including:
      6.1.1. Chairing meetings of the Society, when present and able to do so;
      6.1.2. Chairing or Co-Chairing all standing and ad hoc committees of the Society;
      6.1.3. Presenting awards on behalf of the Society.

6.2. **Vice-President:** responsible to perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.

6.2.1. If the office of the President becomes vacant, the Vice-President shall assume the duties of the President until the next Board election occurs.

6.3. **Treasurer:** responsible for the custody of all financial books, records, and funds of the Society including bank deposits, writing cheques, and processing invoices. The Treasurer will maintain accurate balance sheets for the Society. The Treasurer will carry out all other duties assigned by the Board.

6.4. **Secretary:** responsible for the preparation and custody of all operational books and records of the Society including:

6.4.1. the minutes of members' meetings,

6.4.2. the minutes of Board meetings

6.4.3. filing the annual requirements with the office of the Registrar, and

6.4.4. file with the Registrar:

6.4.4.1. within fourteen (14) days of their election or appointment, a list of Directors with their addresses, occupations, and dates of appointment or election.

6.4.4.2. a copy of every Special Resolution within fourteen (14) days after the resolution is passed.

6.4.5. In the absence of the Secretary from a meeting, the Board must appoint another Director to act as Secretary at the meeting.

6.5. **Membership Chair:** responsible for issuing and processing annual membership forms, collecting annual membership fees, maintaining an accurate membership list, and for issuing confirmation of membership.

6.6. **Past President:** provides guidance to the Bord to ensure continuity and insights for the Society.

6.6.1. The Past President shall be the Chair of the next Board Nomination committee.

6.6.2. No election is required for the position of Past President; it is conferred *ex officio*. This Board member must remain in good standing with the Society. In the absence of a Past President, one additional Director position will be included in the Board.

6.7. The Directors may remove from office, whether for cause or without cause, any officer of the Society by majority vote by the Board. Subsequent processes for removing a Director from the Board and/or a Member from the Society may be initiated.

6.7.1. If the position of any officer of the Society becomes vacant, the Board may, by resolution, appoint a Director to fill the remainder of the term.

PART 7 – DIRECTOR AND OFFICER REMUNERATION

7. Directors and Officers shall serve without remuneration and shall not receive any profit or be paid for being Directors or Officers. However, Directors and Officers may receive reasonable remuneration for other services that they provide to the association as approved by the members. A Director or Officer may be paid reasonable expenses incurred in the performance of his/her duties.

PART 8 – FINANCE

8. Financial Management of the Society:
   - 8.1. Funds of the Society: No funds of the Society shall be paid to or be available for the personal benefit of any member.
   - 8.2. Financial Year End: The fiscal year end of the Society shall be the last day of December each year.
   - 8.3. Audit of Accounts: An auditor of the Society may be appointed by the members at the Annual General Meeting and, if the members fail to appoint an auditor, the Directors may do so.
   - 8.4. Annual Financial Statements: At the Annual General Meeting, the Directors shall present to the members a written report on the financial position of the Society. The report shall be in the form of:
     - 8.4.1. a balance sheet showing its assets, liabilities and equity.
     - 8.4.2. a statement of its income and expenditures in the preceding fiscal year.
   - 8.5. A copy of the financial report shall be signed by the auditor or by two Directors.
     - 8.5.1. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

PART 9 – CORPORATE SEAL:

9. The Society may have a corporate seal as approved by the Board. The secretary of the society shall be the custodian of the corporate seal which may be affixed to any document upon resolution of the Board, or used on printed or electronic documents.
   - 9.1. Use of the seal of the Society must be approved by the Board.

PART 10 – SIGNING AUTHORITY

10. Contracts, deeds, bills of exchange, bank accounts and other instruments and documents may be executed on behalf of the Society by Officers, with the express approval by the Board.
    10.1. Reimbursement for expenses incurred on behalf of the Society must be pre-approved by the Board.

PART 11 – BORROWING POWER

11. The Society may only borrow money as approved by a Special Resolution of the members.
    11.1. The Society shall not make loans, guarantee loans or advance funds to any Director.

PART 12 – INSPECTION OF BOOKS AND RECORDS

12. The members may inspect the annual financial statements and minutes of members' and Board meetings at the registered office of the Society with one week's notice. All other books and records of the Society may be inspected by any member at any reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.

PART 13 – MANNER OF MAKING, ALTERING AND RECINDING BY-LAWS

13. The members may repeal, amend or add to these By-Laws by a Special Resolution, as defined in these By-Laws. No By-Law or amendment to the By-Laws shall take effect until the Registrar approves of it.