

**THE
BY-LAWS
of
The Maritimes Energy Association**

**APPROVED Bylaws by
Vote at the Annual General Meeting
16 March 2011**

*Amended at the
Annual General Meeting
17 January 2018*

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BY-LAWS

1.0 GENERAL

WHEREAS:

The Maritimes Energy Association (the Society) was incorporated as the Offshore/Onshore Technologies Association of Nova Scotia on November 19, 1982 under the Province of Nova Scotia *Societies Act*.

The following By-Laws of the Association dated 06 February 2013 are to replace the existing By-Laws as of the date of approval of these By-Laws by the Registrar.

1.1 Mandate

The Maritimes Energy Association is the not-for-profit organization for Eastern Canada's energy industry. The mandate of the Society is to support the maximization of local participation in the supply of both goods and services to meet the needs of the energy industry in the Maritimes. Its purpose is to identify, promote and support the development of opportunities in non-renewable, renewable, cleantech, and other energy industries. It accomplishes this through Member activities and services, trade missions, industrial advocacy and policy research.

2.0 DEFINITIONS

In these By-Laws and all resolutions and policies of the Society unless there is something in the subject or context inconsistent therewith the following terms shall have the meanings ascribed to them:

- (a) "Act" means the Nova Scotia *Societies Act* as from time to time amended and any replacement statute subsequently enacted;
- (b) "Annual General Meeting" means the annual general meeting as defined in the Act;
- (c) "Annual Statement" has the definition assigned in Section 9.3;
- (d) "Board" means the Board of Directors of the Society as constituted pursuant to the Act and these By-Laws;
- (e) "Director" means a member of the Board;
- (f) "Member" means a Person whose name is registered in the Registry of Members;
- (g) "Office" and "Officer" means Chair, Vice-Chair, Past-Chair, Treasurer and Secretary;

- (h) "Past-Chair" means that Member who last held the position of Chair for a minimum of one year;
- (i) "Person" includes an individual, corporation, partnership or any other legal entity, and their heirs, executors, administrators or other legal representatives of a Person;
- (j) "Register of Members" means record kept by the Secretary of the Society pursuant to the Act and these By-Laws;
- (k) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia *Companies Act*;
- (l) "Society" means The Maritimes Energy Association;
- (m) "Special General Meeting" means a special general meeting as defined in Section 4.2; and
- (n) "Special Resolution" means a resolution passed by not less than three fourths of the Members as are present in person at a meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given.

In these By-Laws, unless otherwise stated, words implying the singular or plural numbers shall include the opposite and words implying the masculine, feminine or neuter gender shall include all other genders.

3.0 MEMBERSHIP

3.1 General

General membership conditions are as follows:

- (a) The subscribers to the Memorandum of Association and such other Persons as shall be admitted to membership in accordance with these By-Laws shall be Members of the Society and their names shall be entered in the Register of Members;
- (b) For the purpose of registration, the number of Members of the Society is unlimited; and
- (c) Membership in the Society shall not be transferable.

3.2 Membership Eligibility

Membership in the Society shall be open to any Person who has an interest in supporting, promoting and developing the energy sector(s), whether hydrocarbon, wind, wave, hydroelectric, biofuel, tidal, solar, thermal, cleantech, or any energy source.

3.3 Membership Fees

Membership fees shall be established from time to time by the Board.

3.4 Register of Members

The Secretary shall maintain the Register of Members in which shall be entered the name and address of any Member, the date of admission as a Member, and the date membership of a Member ceases.

3.5 Membership Cessation

Membership of a Member in the Society shall be terminated upon the occurrence of any of the events as follows:

- (a) delivering notice of resignation to the Society;
- (b) non-compliance with these By-Laws;
- (c) non-payment of the annual membership fee.

4.0 ANNUAL AND SPECIAL GENERAL MEETINGS

4.1 Annual General Meeting

The Annual General Meeting shall be held within three (3) months after the end of each fiscal year of the Society or on such date as may be set by the Board.

At each Annual General Meeting of the Society, the following business shall be dealt with and shall be deemed to be ordinary business:

- (a) minutes of the preceding Annual General Meeting;
- (b) consideration of the annual report of the Board;
- (c) consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon; and
- (d) appointment of auditors.

All other business transacted at an Annual General Meeting shall be deemed to be special business.

4.2 Calling of Special General Meetings

A Special General Meeting of the Society may be called by the Chair or by the Board at any time and shall be called by the Board if requisitioned in writing by ten per cent (10%) of the Members, or twenty-five (25) Members, whichever is the lesser.

4.3 Notice of Meetings

Five (5) days notice of all meetings of the Society shall be given, specifying the place, day and hour of the meeting and, in case of special business, the nature of the business. Notice shall be given in writing, by electronic mail, fax or regular prepaid mail to each Member at the address recorded in the Register of Members. Any notice shall be deemed to have been received three (3) days after it was sent by electronic mail, fax or regular pre-paid mail. The non-receipt of any notice by any Member shall not invalidate the proceedings at any meeting.

4.4 Quorum

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 five percent (5%) of the Members or fifteen (15) Members, whichever is the lesser;

If, within one-half hour from the time appointed for any 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 adjourned meeting a quorum of Members is not present, it shall be adjourned without day.

A Member may participate in a meeting of the Society by means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Member participating in such meeting by such means is deemed to be present at that meeting.

4.5 Attendance at Meetings

Every Member shall be entitled to attend the Annual General Meeting and Special General Meetings of the Society.

4.6 Voting

Any Member shall be entitled to vote at any meeting of the Society or in the election for Directors. Each Member is entitled to one vote. Except as provided by these By-Laws or required by the Act, questions shall be decided by a simple majority vote of Members present in person.

4.7 Chair

The Chair of the Society shall preside at every meeting of the Society; if the Chair is not present at any meeting the Vice-Chair shall preside; and if neither the Chair nor Vice-Chair is present at any meeting, the Members present may elect a Chair from the Members present to preside at the meeting of the Society.

The Chair shall have a casting vote in case of a tie, but shall not otherwise vote at any meeting of the Society.

4.8 Poll

At any meeting, unless a poll is demanded by at least three (3) Members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes of the meeting shall be sufficient evidence of the resolution.

If a poll is demanded by at least three (3) Members, the Chair shall conduct such poll in the manner he prescribes and the result of such poll shall be deemed to be the resolution of the Society and recorded in the minutes of the meeting.

4.9 Adjournment

The Chair may adjourn any meeting to another time and place with the consent of a majority of the Members in attendance. The notice requirements under Section 4.3 shall apply to the newly scheduled meeting.

5.0 BOARD OF DIRECTORS

5.1 Composition of the Board

Subject to Section 5.7 (b), the number of Members of the Board shall not exceed twelve (12) members and not be fewer than eight (8) members.

5.2 Board Eligibility

Any Member shall be eligible to be elected as a Director except an employee as defined by:

- (i) The *Public Service Employment Act*, 2003, c. 22; or
- (ii) The *Civil Service Act*, RSNS, c. 70; or
- (iii) Provincial legislation similar to either (i) or (ii).

5.3 Membership of the Board

Every attempt shall be made to have the Board membership be a broad representation of energy sectors and geographic regions. There shall be six directors elected at large and the remaining to be elected by province and by industry sector, as determined by the composition of the existing membership, including offshore oil & gas, onshore oil & gas, tidal, wave, biofuels, wind, hydro, geothermal, renewables, cleantech, and any other energy sector.

5.4 Election

Directors shall be elected in accordance with the By-Laws prior to each Annual General Meeting of the Society.

5.5 Term of Director

- (a) Directors shall be elected for two (2) year terms or until their successors take office, whichever is later;
- (b) A Director may be elected for a maximum of three (3) consecutive two-year terms;
- (c) At Annual General Meetings, Directors whose terms in office have expired shall retire from office at the dissolution of the meeting and their successors who are elected in accordance with these By-Laws shall take office as of the dissolution of the Annual General Meeting.

5.6 Cessation of Term

All Directors are expected to volunteer considerable time to the business of the Society. A Director who fails to attend three (3) consecutive Board meetings without providing valid reason to the Secretary is deemed to have resigned.

5.7 Filling of Vacancies

- (a) In the event that a Director resigns his office, is deemed to have resigned his office, or ceases to be a Member, his office as Director shall be deemed vacated and the vacant position offered to the person next in election results in that election category. If none on that list accepts, or there are no others nominated in that category, the vacancy may be filled by approval of a majority of the Board for the unexpired portion of the term of that Director provided that such unexpired portion of the term is greater than fifty percent (50%) of the original term;
- (b) Notwithstanding any other provision of the By-Laws concerning eligibility for membership on the Board, in the case where a Director changes employer in the midst of serving a term, provided that such person becomes a Member, he shall be entitled to continue serving as a Director until the expiration of that term.

5.8 Meetings of the Board

- a) Meetings of the Board shall be held upon the call of the Chair of which, he/she may appoint a day(s) in any month(s) for regular meetings and shall designate the place and time at which meetings are to be held. The frequency, schedule and duration of regular meetings of the Board shall be agreed in advance and notice given to Directors so to provide sufficient notice for Directors to attend;
- b) A meeting may be conducted by means of telephone or other communication facilities that permit all participating to communicate among themselves and a Director participating by this means shall be deemed present at the meeting.

5.9 Notice of Meetings

A meeting of the Board may be held at the close of every Annual General Meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given in writing to each Director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any Director shall not invalidate the proceedings at any meeting of the Board.

5.10 Calling of Meetings Without Notice

A meeting of the Board may be held without formal notice if all of the Directors are present or if those absent have signified their consent to such meeting or their consent to the business transacted at such meeting.

5.11 Quorum

No business shall be transacted at any meeting of the Board unless at least five (5) Directors are present at the commencement of the meeting.

A Director may, if all the Directors consent, participate in a meeting of Directors by means of telephone or other communications facilities as permit all persons participating in the meeting to hear each other and a Director participating in such meeting by such means is deemed to be present at that meeting.

5.12 Chair

The Chair or, in his or her absence, the Vice-Chair or, in the absence of both of them, any Director appointed from among those Directors present at the meeting shall preside as Chair of the meeting.

5.13 Voting

Each member of the Board, including the Chair, has one vote. In case of an equality of votes, the Chair shall have a casting vote in addition to the vote to which he is entitled as a Director. Except as provided by these By-Laws, questions arising at any meeting of the Board shall be decided by a simple majority of those Directors present and voting.

5.14 Powers of the Board of Directors

The Board of Directors shall:

- (a) manage the activities of the Society;
- (b) do all such things which are expressly conferred upon it in these By-Laws or by the Act;
- (c) exercise any powers in the interest of the Society even if such powers are not expressly directed or required in these By-Laws or by the Act;
- (d) have the sole power to engage and to dismiss the Senior Staff Officer and to determine his duties, responsibilities and remuneration;
- (e) appoint committees, including, but not limited to:
 - (i) an executive committee, to be made up of the Chair, Vice Chair, Treasurer, Secretary and Immediate Past Chair;
 - (ii) an audit committee; and
 - (iii) subject to Section 7.1 nominations and elections committee

and define the duties and powers of any such committee and may prescribe the procedures, rules and policies to be followed by it; and

- (f) approve the annual budget.

5.15 Borrowing Powers

The borrowing powers of the Society may be exercised by resolution of the executive committee subject to approval by the Board.

6.0 SENIOR STAFF OFFICER

6.1 Senior Staff Officer

The Board shall appoint a person as the Senior Staff Person who is accountable to the Board of Directors and whose title is determined by the Board of Directors.

6.2 Duties of the Senior Staff Officer shall include:

- (a) Responsibility for the general operations of the Society's affairs and ensure that all policies and actions approved by the Board or Executive Committee are properly implemented;
- (b) Staffing levels, human resource policies, conduct performance reviews, and set remuneration and benefit levels which shall remain within the amount of the line item for staff salaries and benefits as approved in the annual budget by the Board.
- (c) Other duties or responsibilities as directed by the Board or Executive Committee.

7.0 NOMINATIONS AND ELECTIONS COMMITTEE FOR DIRECTORS

7.1 Composition of Nominations and Elections Committee

The Nomination and Elections Committee shall consist of at least three members, of which two shall be Directors and one Member who is not a Director.

7.2 Duties of the Nominations and Elections Committee

The Committee shall set appropriate guidelines and policies for nominations for the positions of Directors as per Section 5.3. The committee shall seek recommendations for nominees, and cause to be nominated suitable candidates.

7.3 Nominations and Elections Committee Procedures

The Committee shall cause to be electronically circulated to Members:

- (a) a notice no later than November 15th calling for nominations which shall cease no later than December 1st;
- (b) a list of nominees no later than December 5th along with a notification of the date at which ballots will be issued;

or shall cause the notice and list of names to be circulated to the Members within such time schedule as may be determined by resolution of the Board.

7.4 Nomination for Board of Directors

A nominee for Board membership shall be nominated by two Members in good standing.

7.5 Voting in Election for Directors

- (a) Voting for Directors shall be conducted electronically for a period of at least thirty (30) days after the list of nominees and ballot have been circulated.
- (b) All Members are entitled to vote in the election for the Directors at Large.
- (c) Voting for the Directors representing a specific geographic region or energy sector, as determined by the Nominations and Elections Committee, shall be conducted according to the geographic region and energy sector a member identifies in the association registration. A member operating in more than one region, can vote for a director in each region. A member covering more than one energy sector can vote for a director in each of those sectors.

8.0 **ELECTION OF OFFICERS**

8.1 Officers

The Officers of the Society shall be the Chair, Vice-Chair, Past-Chair, Treasurer, and Secretary and shall hold office for one (1) year or until their successors are elected or appointed, whichever is later. The office of Treasurer and Secretary may be combined.

8.2 Chair

The Vice-Chair elected at the first Board meeting of the preceding year will succeed as Chair for a one-year term. The Chair shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the Board from time to time.

8.3 Vice-Chair

The Directors shall elect one of their number to be the Vice-Chair of the Society. The Vice-Chair shall, at the request of the Board and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period as the Chair may request him to do so.

8.4 Appointment of Secretary and Treasurer

The Board shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the Board may assign. If the Directors think fit, the same person may hold both offices of Secretary and Treasurer.

8.5 Duties of Secretary

The Secretary of the Society shall be responsible for keeping the minutes of all meetings of the Society and the Board, and shall perform such other duties as may be assigned by the Board.

8.6 Past-Chair

The Past Chair is entitled to attend all Directors' meetings and all committee meetings. As well, the Past-Chair is a member of the Executive Committee, although only has a vote in case of a tie.

8.7 Resignation of Officers

An Officer may resign from Office at any time by notice in writing delivered to the Secretary, or in the case of the Secretary's resignation, to the Chair. The resignation shall be effective when accepted by the Board of Directors.

Any Officer who ceases to be a Member shall be deemed to have vacated the Office.

8.8 Executive Committee

The Executive Committee shall consist of the officers of the association, being the Chair, Vice-Chair, Secretary, Treasurer and Past-Chair.

9.0 FINANCIAL

9.1 Audit of Accounts

The auditor of the Society may be appointed annually by the Members of the Society at the Annual General Meeting and, on failure of the Members to appoint an auditor, the Directors may do so.

9.2 Fiscal Year

The fiscal year of the Society shall be from November 1st in any year to October 31st in the next year following or such other date as may be set by the Board.

9.3 Annual Financial Statements

The Society 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.

9.4 Auditor

The auditor shall make a written report on the balance sheet and operating account to the Members and, in every such report, shall state whether, in the auditor's 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 General Meeting.

9.5 Filing of Annual Financial Statements

A copy of the balance sheet, showing the particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited and signed by its auditor, or, if there is no auditor, signed by two Directors (the "Annual Statement"), shall be filed with the Registrar within fourteen days after the Annual General Meeting in each year, as required by law.

10.0 EXECUTION AND CERTIFICATION OF INSTRUMENTS

10.1 Execution and Certification of Instruments

Execution and Certification of Instruments as follows:

- (a) Any two of the Chair, Vice-Chair, Secretary or another Director appointed by the Board of Directors have the authority to sign in the name of the Society all instruments in writing;
- (b) Any instruments signed accordingly shall be binding upon the Society without further authorization or formality. Copies of the By-Laws, Resolutions of any Annual General Meeting or Special General Meeting or of the Board of Directors or any other document issued by the Society shall, when verified by any one of the above Officers under the corporate seal of the Society, be evidence of the validity of such documents;
- (c) The term "instrument in writing" means all documents, deeds, mortgages, hypothecs, pledges, charges, liens, conveyances, transfers and assignments of property (real or immovable, personal or movable), agreements, contracts, tenders, releases, receipts and discharges for the payments of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds and debentures or other securities.

10.2 Delegation of Signing Authority

Despite any other provisions of these By-Laws, the Board may from time to time authorize any person or persons to sign any instruments in writing on behalf of the Society for general or specific purposes as determined by the Board and may establish policies and executive limitations in respect of this delegation of authority.

11.0 INDEMNIFICATION OF DIRECTORS AND OFFICERS

11.1 Indemnification of Directors and Officers

Every Director, or Officer of the Society and his respective heirs and legal representatives, may from time to time and at all times both while a Director or Officer, and after ceasing to be a Director or Officer, be indemnified and saved harmless, **only in accordance with the terms and conditions and from the proceeds, if any, of any insurance coverage of the Society and not out of the funds of the Society** from and against all costs, charges, damages, liabilities, fines, penalties, legal fees and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the Director or Officer for and in respect of any act, deed, matter or thing whatsoever made, done, or committed or permitted by the Director or Officer in or about in respect of the duties of the Director or Officer of the Society, if:

- (a) the Director or Officer acted honestly and in good faith in the manner with the view to the best interests of the Societies; and
- (b) the costs, charges, liabilities, fines, penalties, legal fees and expenses incurred by the Director or Officer were not occasioned by his own wilful neglect or default.

12.0 AMENDMENT AND EFFECT

12.1 Amendment

By-Laws of the Society may be repealed or amended or revised by a Special Resolution if made or approved by an affirmative vote of three-quarters of the Members in attendance at an Annual General Meeting or Special General Meeting of the Society. Notice of at least five working days shall be given of such a Special Resolution. However, the repeal or amendment or revision of the By-Laws shall not be enforced or acted upon until approved by the Registrar of Joint Stock Companies.

12.2 Effect

By-Laws of the Society that were in force immediately prior to these By-Laws coming into force are hereby repealed. No act, thing, document or deed voluntarily done or executed or previously passed and not rescinded under any previous By-Laws shall be prejudiced or invalidated by the repeal of those By-Laws. These By-Laws shall come into effect following approval at an Annual General Meeting or Special General Meeting of the Society and following approval by the Registrar of Joint Stock Companies. Upon coming into force, these By-Laws shall be the consolidated general By-Laws of the Society. If any provision of these By-Laws is inconsistent with any policy, rule or regulation of the Society, the provision of these By-Laws prevails. Headings are for ease of reference only.

13.0 RULES OF ORDER

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Society in all cases to which they are applicable and in which they are not inconsistent with these By-Laws and any special rules of order the Society may adopt.

14.0 MISCELLANEOUS

14.1 Filing List of Directors

The society shall file with the Registrar, along with its Annual Statement, a list of Directors with their addresses, occupations and dates of appointment or election, and within fourteen (14) days of a change of Directors, notify the Registrar of the change.

14.2 Filing of Special Resolutions

The Society shall file with the Registrar a copy in duplicate of every Special Resolution within fourteen (14) days after the Special Resolution is passed.

14.3 Seal

The Seal of the Society shall be in the custody of the Secretary, and may be affixed to any document upon resolution of the Board.

14.4 Minutes and Custody of Records

Keeping of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board shall be the responsibility of the Secretary.

14.5 Inspection of Records

The books and records of the Society may be inspected by any Member at a reasonable time within two days prior to the Annual General Meeting at the registered office of the Society.