

**HALIFAX  
WASTE RESOURCE  
SOCIETY**

**MEMORANDUM OF  
AGREEMENT**

**BYLAWS**

**February 1999**

**AMENDMENTS  
From  
ANNUAL GENERAL MEETINGS  
2000, 2001, 2002**

JUNE 2003

Jack Mitchell  
Jack Mitchell

4556 Prospect Road  
Bayside, NS B3Z 1L8  
Councillor

Kevin Murphy  
Kevin Murphy

32 Maple Drive  
Timberlea, NS B3T 1C2  
Engineer

Reg Rankin  
Reg Rankin

82 Maplewood Drive  
Timberlea, NS B3T 1G1  
Councillor

Donald Wright  
Donald Wright

16 Ellen Drive  
Dartmouth, NS B2W 2J8  
Retired

Witness to the above signatures:

Donald L. Mason.  
DONALD L. MASON.



MEMORANDUM OF ASSOCIATION

OF

HALIFAX WASTE/RESOURCE SOCIETY

1. The name of the Society is Halifax Waste/Resource Society.
2. The objects of the Society are:
  - (a) to monitor, evaluate, comment and report, on behalf of the residents of Halifax Regional Municipality (HRM), certain components of the integrated solid waste management strategy of the HRM, including Residual Disposal Facilities (RDF) and Front End Processing (FEP)/Waste Stabilization Facility (WSF) and any other component from time to time designated by the Committee (as herein defined) in relation to the site known as Site A - Otter Lake, District 23, HRM (the "Otter Lake Facility").
  - (b) to work in cooperation with HRM and the community in the establishment and implementation of a monitoring process and in facilitating the participation of residents in that process, including the establishment and operation of a Citizen Monitoring Committee (the "Committee");
  - (c) to have the Directors of the Society serve on the Committee and to authorize those persons elected as Directors from time to time:
    - (i) act as representatives of the Society in dealings with the Committee and the HRM;
    - (ii) represent the interests of the Society on the Committee and carry out the objects of the Society in conjunction with their duties on the Committee; and
    - (iii) report to the Society on the activities of the Committee.
  - (d) to act generally in the best interests of the residents of the Halifax Regional Municipality in regard to waste disposal, management and resources;

- (e) 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 Society; and
- (f) 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 Society.

PROVIDED that nothing herein contained shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

PROVIDED further that if for any reason the operations of the Society 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 organization in Canada, having objects similar to those of the Society.

3. The activities of the Society are to be carried on in Halifax Regional Municipality in the County of Halifax, 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, Nova Scotia this            day of February, 1999.

**NAMES**

**ADDRESSES AND OCCUPATIONS**

  
Reginald MacAusland

\_\_\_\_\_  
P.O. Box 2552, R.R.#2  
\_\_\_\_\_  
Tantallon, NS B0J 3J0  
\_\_\_\_\_  
Businessman

**BY-LAWS**  
**OF**  
**HALIFAX WASTE/RESOURCE SOCIETY**

1. In these By-Laws unless there be something in the subject or context inconsistent therewith:

- (a) "Society" means Halifax Waste/Resource Society.
- (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 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.

**MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

3. For the purposes of registration, the number of members of the Society is unlimited.

4. Every member of the Society shall be entitled to attend any meeting of the members of the Society and to vote at any Annual, Semi Annual, General, Extraordinary or Special meetings of the members of the Society and to hold any office, but there shall be no proxy voting.

5. Membership in the Society shall not be transferable.

6. The following shall be admitted to membership in the Society: any individual over the age of 18 years residing in the Halifax Regional Municipality (also known as the County of Halifax) who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the general meeting.

7. Membership in the Society shall be awarded to those eligible for membership upon application by the prospective member in writing to the Secretary of the Society. The application shall include the full name, civic address, mailing address and phone and fax numbers of the applicant and proof of residence acceptable to the Directors.

8. New members in the Society shall not be eligible to requisition meetings or to vote at meetings until three (3) weeks following the date of submission of their application for membership in the Society.

9. Each member shall renew his or her membership in the Society annually at least three (3) weeks prior to the Annual General Meeting of the Society. Renewal of membership will be confirmed by letter from the Secretary of the Society upon receipt of the member's of current civic address, mailing address, phone and fax numbers, proof of residence acceptable to the Directors and annual membership fee, as determined from time to time by the Directors.

10. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership or if he ceases to qualify for membership in accordance with these by-laws.

#### **FISCAL YEAR**

11. The fiscal year of the Society shall be the period from April 1 in any year to March 31 in the next year.

#### **MEETINGS OF MEMBERS**

12. (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society;

(b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.

13. Ten (10) days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly

addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

14. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (a) Minutes of preceding general meeting;
- (b) Consideration of the annual report of the directors;
- (c) Consideration of the financial statements, including the balance sheet and operating statement and the report of the auditors thereon;
- (d) Election of directors for the ensuing year; and
- (e) Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

15. 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 the lesser of one-half of the members plus one or Fifteen (15) members.

16. If within one-half hour from the time appointed for the 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 *sine die* (without day).

17. (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;

(b) If there is no Chairperson or if at any meeting he is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairman;



(c) If there is no Chairperson or Vice-Chairperson or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.

18. The Chairperson may, with the consent of the members, adjourn any meeting from time to time and from place to place, but no business shall be transacted at 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.

19. At any meeting, unless a poll is demanded by at least three (3) members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

20. If a poll is demanded in the manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

#### **VOTES OF MEMBERS**

21. Every member shall have one vote and no more. A member must be personally present at a meeting of the society in order to exercise his or her vote at that meeting.

22. The vote of a member shall be exercised by use of prescribed ballots or by such other voting procedure as may be approved by the Directors.

23. When a vote of the membership is held for the purpose of electing directors of the Society each member present shall have one (1) vote for each vacancy on the Board of Directors for which a candidate is nominated. Each member in attendance shall be provided a ballot with the names of all candidates in alphabetical order by last name.

24. The Board of Directors shall appoint one (1) person from the membership to act as returning officer and four (4) persons from the membership to act as scrutineers of the election and they shall be responsible for distributing and gathering the ballots, tallying the results and communicating the results to the Chairperson.

25. After all ballots have been distributed to the membership, each member shall complete the ballot (within the time prescribed at the meeting) and deposit it in the ballot box or boxes. After expiry of that time, the voting shall be deemed completed and no further ballots shall be accepted.

26. A ballot for election of Directors shall be considered spoiled and shall be discarded if there are more candidates' names on the ballot than there are positions vacant, a candidate's name appears on the ballot more than once, or the ballot is illegible.

#### DIRECTORS

27. Any member of the Society shall be eligible to be elected a director of the Society, provided that the candidate for director:

(a) has been a member in good standing of the Society for at least three (3) weeks prior to the meeting at which the election is held;

(b) personally supports the articles and purpose of the Society;

(c) is nominated by two (2) other members of the Society;

(d) meets the geographical requirements for the position; and

*Amend*  
(e) if the candidate has previously served as a director of the Society, he has served as such for less than two (2) terms in the six (6) years immediately preceding the date of the General Meeting at which he is a candidate for director.

28. The Board of Directors shall be comprised of:

(a) at least four and not more than six members who reside within a geographical radius of 5 kilometres of the FEP/WSF facility located on the site herein referred to as Site A, Otter Lake, or which is situate the FEP/WSF and RDF facilities of HRM; and

(b) at least three and not more than five members who reside outside a geographical radius of 5 kilometres of the FEP/WSF facility located on the site herein referred to as Site A, Otter Lake, or which is situate the FEP/WSF and RDF facilities of HRM.

29. Unless otherwise determined by general meeting, the number of directors shall not be less than nine (9). The subscribers to the Memorandum of Association of the Society (the "Subscribers") shall be the first directors of the Society and the Subscribers shall meet and appoint such further number of directors such that the total number of directors of the Society is nine (9).

30. At the first Annual General Meeting of the Society:

(a) The Board of Directors shall invite nominations from the membership for those members meeting the geographical requirements of paragraph 28 (a) hereof and shall take a vote of the membership during which four (4) Directors shall be elected from those duly nominated;

(b) After holding the vote and counting the ballots in the manner provided for herein, the Chairperson shall determine the four (4) persons with the largest number of votes and shall announce the names of those persons;

(c) The Board of Directors shall then invite nominations from the membership for all members hereof and shall take a vote of the membership during which a further five (5) Directors shall be elected from those duly nominated;

(d) After holding the vote and counting the ballots in the manner provided for herein, the Chairperson shall determine the five (5) persons with the largest number of votes who meet the geographical qualifications in Article 28 hereof and shall announce the names of those persons; and

(e) Of the Directors so elected, the persons with the first, second and third largest number of votes shall be elected for three (3) year terms, the persons with the fourth, fifth and sixth largest number of votes shall be elected for two (2) year terms and the persons with the seventh and eighth largest number of votes shall be elected for one (1) year terms.

31. At each subsequent Annual General Meeting, a vote of the membership shall be held to elect a successor for each director whose term has expired and the successor shall serve for a term of three (3) years.

32. At each ordinary or annual general meeting of the Society, all the directors whose terms expire in the year the meeting is held shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected Retiring directors may be re-elected subject to the eligibility requirements in Article 27 hereof.

33. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term of that director by the Board of Directors from among the members of the Society.

34. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.

35. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or 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 of Directors.

36. Members of the Society shall be entitled to attend any meeting of the Board of Directors.

37. No business shall be transacted at any meeting of the Board of Directors unless a majority of the directors are present at the commencement of such business.

38. The Chairperson or, in his absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.

39. The Chairperson shall be entitled to vote as a director and, in the case of an equality of votes, he shall have a casting vote in addition to the vote to which he is entitled as a director.

#### POWERS OF DIRECTORS

40. The management of the activities of the Society 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 powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a coordinator and to determine his duties and responsibilities and his remuneration. The directors may appoint an Executive Committee, consisting of the officers and such other persons as the directors decide.

## OFFICERS

41. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a treasurer and a secretary. The offices of treasurer and secretary may be combined.

42. The directors shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time. The Chairperson shall be the sole official spokesperson of the Society.

43. The directors shall also elect from their number a Vice-Chairperson. The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairman during the absence, illness or incapacity of the Chairman, or during such period as the Chairman may request him to do so.

44. There shall also be elected by the directors from their number a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the members. The directors may also elect from their number a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer. The directors may also appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

45. The Officers of the Society shall be elected or appointed annually.

## COMMITTEE MEMBERS

46. The directors of the Society shall also serve as the representatives of the Society on the Community Monitoring Committee (the "Committee"). The Chairperson of the Society shall also serve as Chairperson of the Committee.

47. The Committee shall be comprised of a total of fifteen (15) members, being as follows:

- (a) The Directors of the Society from time to time (9);
- (b) The Councillors of HRM for District 22 and 23 from time to time (2);
- (c) A Councillor of HRM as appointed by HRM Council (1);
- (d) Two (2) members of the public as appointed by HRM Council from time to time; and

(e) The Mayor of HRM from time to time (1).

48. The Committee shall meet, and shall carry out the objectives of the Society namely, the Monitoring of the Waste Management Strategy and facilities of HRM, and shall pursue all activities deemed necessary to fulfill its objectives, and shall convey the results of its activities and efforts to the membership for the Society and the citizens of HRM.

#### AUDIT OF ACCOUNTS

49. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

50. 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. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his 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 meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditures 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.

51. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

#### MISCELLANEOUS

52. The Society shall file with the Registrar with its annual statement a list of its 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.

53. The directors shall file with the Registrar a copy of every special resolution within fourteen (14) days after the resolution is passed.

54. 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 of Directors.

55. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the secretary.

56. The books and records of the Society, including the membership roll, minutes of Directors' meetings, financial statements and any reports, studies, findings, news releases or publications issued or commissioned by the Society, may be inspected by any member at any reasonable time at the registered office of the Society.

57. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the secretary, or otherwise as prescribed by resolution of the Board of Directors.

58. The borrowing powers of the Society may be exercised by special resolution of the members.

59. The Directors of the Society shall agree (in writing if required by the Board of Directors of the Society) to maintain absolute confidentiality of any and all information relating to the business, affairs and operations of the Society and the Committee and relating to any technical, legal or personal matters of which they may have knowledge as a result of their service on the Board or the Committee, during and after their term of service and shall not reveal or use any such information in any manner not specifically authorized and approved in writing by the Board of Directors of the Society.

HALIFAX WASTE RESOURCE SOCIETY  
Annual General Meeting  
May 10, 2001

**EXTRACT OF MINUTES**

**Bylaw Changes Resolutions**

The Chairman identified two resolutions respecting changes to the Society Bylaws, required for the governance of the Community Monitoring Committee. Then resolutions were proposed at the Community Monitoring Committee meeting of March 22, 2001 and circulated to all members.

**Motion to adopt Resolution 2001 - 1**

**Therefore be it resolved that:** The Society hereby approve a change of Bylaw to Section 46 so that: A Director of the Society who fails to attend 2 consecutive Community Monitoring Committee meetings and fails to provide notice in advance of such absence will be deemed to have resigned from the Community Monitoring Committee and **be it further resolved that:** The Society hereby agrees that the executive of the Community Monitoring Committee may appoint a replacement from within the current membership of the Society.

Moved: Bruce Holland, Seconded: Michael Lamplugh, **CARRIED**

**Motion to adopt Resolution 2001 - 2:** an amendment to Article 48 by addition of the following:

**Therefore be it resolved that:** The Society hereby approves a change of Bylaw to Section 48 in respect to a Quorum of Community Monitoring Committee of which the Society is a part and


**be it further resolved that:** The society is in agreement that the quorum for Community Monitoring Committee meetings be changed to 51% of the Community Monitoring Committee members and

**be it further resolved that:** the Society is in agreement that: the executive of the Community Monitoring Committee be authorized to take those actions necessary to implement this change.

Moved: Bruce Holland, Seconded: Jack Mitchell, **CARRIED**

Donald Mason  
Executive Director





**HALIFAX WASTE RESOURCE SOCIETY**  
**Annual General Meeting**  
**May 23, 2002**


Extract from MINUTES

**Exporting solid waste from Halifax Regional Municipality**

The Chairman introduced the subject as presenting a concern as solid waste material is exported from Halifax Regional Municipality. He noted that Halifax Regional Municipality Council had initiated a Bylaw 602 for the purpose of regulating and processing solid waste within Halifax Regional Municipality. He referred to a draft motion for consideration of the meeting.

**MOTION** that the Halifax Waste/Resource Society reaffirms that the Solid Waste Management Strategy is based on and is to be undertaken by the collection, processing and disposal of residual solid waste totally within the boundaries and not be exported outside of Halifax Regional Municipality.

Moved: Councillor R. Walker, 2nd Councillor R. Rankin,



In response to a question, Councillor R. Rankin led a discussion on the principles of the Community Stakeholders Committee Solid Waste Management Strategy and the impacts of rates and costs to residential ratepayers. He referred to the high environmental standards established by the Strategy

He and others referred to the approval by all the stakeholder groups to the Strategy and how it became the model for the implementation by Halifax Regional Municipality. Also discussed was the fact that other municipalities will have to install new generation landfills by 2005 in accordance with Nova Scotia Department of Environment & Labour standards.

J. Mitchell referred to the Community Stakeholders Committee and 428 meetings over a four year period that led to the adoption of its Strategy. A proper plan was put in place by Halifax Regional Municipality and waste would go to the Otter Lake Facility.

It was pointed out that some materials will still go out of Halifax Regional Municipality because of marketing aspects of compost recyclables and processing of special wastes such as hazardous materials.

R. MacAusland referred to the various processes, cross collecting and disposal and the need for dealing with contaminated and hazardous materials and recyclable materials.

**MOTION PUT AND PASSED UNANIMOUS**



HALIFAX WASTE/RESOURCE SOCIETY  
Annual General Meeting

May 23, 2002

MOTION

That the Halifax Waste/Resource Society reaffirms that the Solid Waste Management Strategy is based on and is to be undertaken by the collection, processing and disposal of *residual* solid waste totally within the boundaries and not be exported outside of Halifax Regional Municipality.

*Addition at the AGM May 23, 2002*

# Halifax Waste/Resource Society Annual General Meeting

June 27, 2013 7:00 PM  
Prospect Community Centre

## Attendees:

Ken Donnelly

Mike Becigneul

Peter Lund

Lindsay Gates

Tami Long-Dalton

Reg Rankin

Rick Gagne

Tom Robertson

Bob Angus

Kristen Dick

Scott Guthrie

Iain Rankin

Jack Mitchell

## Agenda

The agenda for the meeting is attached as Appendix 1.

## Opening Remarks

All attendees introduced themselves. Chair Jack Mitchell welcomed everyone.

Deputy Mayor Reg Rankin gave a history of the creation of the Society and the Community Monitoring Committee, and the relationship between the two.

## Approval of Minutes of the 2012 Annual General Meeting

There was some discussion about the accuracy of the 2012 minutes, specifically about the list of Directors. As well, it turned out that there was only an incomplete copy of the minutes available at the meeting.

*Moved by Deputy Mayor Rankin, seconded by Mike Becigneul, that a special committee be formed to approve the minutes of the 2012 AGM. Carried.*

- Bob Angus
- Mike Becigneul
- Lindsay Gates
- Tom Robertson
- Andrew Giles
- Murray Power
- Elizabeth Salton

Nominations were called for the other 2 positions. Scott Guthrie and Iain Rankin were nominated. This was a full slate and there were no other nominations. See Appendix 3 for the list of Directors.

*Moved by Ken Donnelly, seconded by Deputy Mayor Rankin that nominations be closed.  
Carried.*

*Moved by Ken Donnelly, seconded by Bob Angus that the 9 nominated members be the  
Board of Directors.*

Jack Mitchell indicated that he would like to step down as Chair, but agreed to stay on until the Stantec report issue was complete.

*Moved by Tom Robertson, seconded by Mike Becigneul that Jack Mitchell be appointed  
Chair and Elizabeth Salton be Vice Chair, subject to Elizabeth accepting the position.  
Carried.*

## **Proposed By-Law Change**

*Moved by Deputy Mayor Rankin, seconded by Mike Becigneul that Article 27 Subsection (e) be  
removed from the By-Law as a requirement of eligibility to be a Director of the Halifax  
Waste/Resource Society.*