

**BY-LAWS OF
THE MARITIME FEDERATION OF MODEL RAILROADERS**

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1. DEFINITIONS

1. In these by-laws unless there be something in the subject or context inconsistent therewith;
2. "Executive" means the members of Federation who are selected at the Annual General Meeting to direct the affairs of the Federation;
3. "Federation" means The Maritime Federation of Model Railroaders,
4. "Good Standing" means that a person's membership in paid in full for the current fiscal year;
5. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act; and
6. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote 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

2. MEMBERSHIP

1. Any individual interested in the hobby of Model Railroading, in its broadest interpretation, shall be admitted as a regular member in accordance to these by-laws, and none others, shall be members of the Federation, and their names shall be entered in the Register of Members accordingly;
2. For the purposes of registration, the number of members of the Federation is unlimited;
3. Every regular member of the Federation shall be entitled to attend and vote at any regular or special meeting of the Federation and to hold any office; Every member shall have one vote and no more;
4. Membership in the Federation shall not be transferable;
5. Clubs or Groups may affiliate themselves with the Federation pursuant to bylaw 3. Clubs or Groups are not considered members for the purposes of voting and are not entitled to member services.
6. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Federation;
7. The following shall be admitted to membership in the Federation: any individual over the age of 16 years who upholds the objects of the Society and contributes to the support of the Federation an amount to be determined at the annual general meeting.
8. Membership in the Federation shall cease upon the death of a member, or if, by notice to the Membership Coordinator, the member resigns their membership, or if the member ceases to qualify for membership in accordance with these by-laws, or if they are removed by special resolution.

3. GROUPS AND CLUBS

1. To facilitate the governance of the Federation, the Board of Directors shall include one representative of each club or group with aims and objectives similar to the Federation who choose to be affiliated with the Federation.
2. A club shall be 5 or more members of the Federation in good standing who form themselves together, in a formal and/or legal basis, for the pursuit of Model Railroad activities. A club as so defined and recognized by the Federation should have a structured form of administration;
3. A group shall be 3 or more members of the Federation in Good standing, who for purposes of model railroad activity, meet together in an unstructured manner or on a casual basis. A group would not require legal status under the Societies Act;
4. For the purposes of articles 3.2 and 3.3 members may not be represented by more than one club or group. In the event that a member belongs to more than one club or group they will be considered to be represented by the club or group with the largest aggregate membership. Such a member cannot add to the count for membership purposes except for the group or club they are considered to be represented by.
5. Both groups and clubs shall be recognized by the Federation, and for purposes of these by-laws there shall be no distinction between them other than by name or terminology; and
6. Each group or club shall operate and run it's affairs without any outside interference, from either the Federation 's directors, or from any member representing the Federation, in-as-much as such affairs do not conflict with or infringe on the rights and privileges of other affiliated groups or clubs within the scope of these by-laws.
7. Any club or group may rescind their affiliation with the Federation by notifying the Federation in writing in a document signed by their executive. Any club or group that is inactive or is in contravention of these by-laws is considered to have rescinded its affiliation with the Federation. The Federation may rescind the affiliation of a group or club by special resolution.

4. RESPONSIBILITIES OF GROUPS AND CLUBS

1. Any group or club that wishes to be recognized by the Federation shall submit annually to the Secretary, in a list of all its current members and its delegated Federation representative. In addition, clubs shall provide a list of their current Executive.
2. Every recognized group or club is encouraged to acknowledge Federation affiliation in correspondence, public notices and printed matter as deemed appropriate;
3. Every recognized group or club should promote the Hobby of Model Railroading and in every way possible comply with the aims and objectives of the Federation;
4. Every recognized group or club shall take every reasonable precaution so as to avoid conflict with any other affiliated group or club activity or promotion;
5. All recognized groups, clubs, or members are encouraged not to interfere with the operation or activities of any other group or club without express permission of such group or club within the confines of these by-laws;
6. Every recognized group or club is encouraged to inform the Secretary of its regular schedule of meetings and indicate the acceptability of other Federation members or guests at such meetings;
7. Every recognized group or club is encouraged to inform the Secretary and Editor of any special events planned, giving details as to time, place, purpose, limits to attendance if any, and any other items of interest to Federation members; and
8. Any recognized group or club within the Federation that has problems, concerns or suggestions with respect to the Federation 's operations, is encouraged make these known to the Federation Executive through their designated representative

5. DIRECTORS

1. Directors shall include the Executive, members appointed to ex-officio positions and one delegate from each of the affiliated clubs and groups.
2. A chairperson and vice-chairperson shall be elected from the directors specified in 5:1 by the directors.
3. Directors shall be members in good standing of the Federation.
4. At the annual general meeting of the Federation meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are appointed or elected and retiring directors shall be eligible for re-appointment or re-election.
5. In the event that a director resigns his office or ceases to be a member of the Federation, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Federation.
6. The Federation 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.
7. Meetings of the Board of Directors shall be held as often as the business of the Federation may require and shall be called by the Secretary. A meeting of directors may be held at the start or close of every ordinary or annual general meeting of the Federation without particular 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.
8. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
9. The Chairman or, in his absence, the Vice-Chairman or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairman at meetings of the Board.
10. The Chairman may be entitled to vote as a director and, in the case of equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a director.

6. POWERS OF DIRECTORS

1. The management of the activities of the Federation 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 Federation and are not hereby, or by Statute, expressly directed or required to be exercised or done by the Federation in general meeting.
2. In particular, the directors shall have power to engage, by way of election from the Membership, an executive committee, consisting of Officers and such other persons as the directors decide. In addition, the directors shall have power to engage, by way of appointment and with subsequent confirmation of the membership at a general meeting, such other persons as the directors decide, to fill ex-officio positions. The Board of Directors shall determine the duties and responsibilities and his remuneration of all Executive and ex-officio positions.

7. OFFICERS

1. The officers of the Federation shall be a President, a Vice-President, a Treasurer and a Secretary. The officers of Treasurer and Secretary may be combined.
2. The members shall elect one of their number to be the President of the Federation. The President shall have general supervision of the activities of the Federation and shall perform such duties as maybe assigned to him by the Directors from time to time.
3. The members may also elect from their number a Vice-President. The VicePresident shall, at the request of the directors and subject to its directions, perform the duties of the President during the absence, illness or incapacity of the President or during such period of the President may request him to do so.
4. Secretary and Treasurer
 - a. There shall be a Secretary of the Federation 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 directors. The members shall elect the Secretary and may also elect a Treasurer of the Federation 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.
 - b. The directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.

8. FISCAL YEAR

1. The fiscal year of the Federation shall be the period from July 1 to June 30.

9. MEETINGS

1. There shall be an annual General Meeting of the Federation. The meeting shall be held at the first majoring gathering of members following the end of the fiscal year;
2. There shall, in addition, be a regular General Meeting of the Federation. This meeting shall be held at the annual convention.
3. Every annual, regular, or special meeting of the Federation shall be open to any member of the Federation in good standing;
4. At each annual, or regular meeting of the Federation The following items of business shall be dealt with if applicable:
 - a. Minutes of the preceding general meeting
 - b. Consideration of the annual report of the directors Consideration of the financial statements and audit reports
 - c. Election of Officers
 - d. Appointment and Confirmation of Ex-Officio positions
 - e. Declaration of Directors
 - f. Appointment of Auditors
5. No business shall be transacted at any general meeting of the Federation unless a quorum of members is present at the commencement of such business and such a quorum consists of 5 per centum of the members in person;
6. Motions duly proposed and seconded require agreement of a simple majority of the members present, or represented by proxy, in accordance to these bylaws and Statute, to pass;
7. Any member shall be granted recognition from the Chair, to comment or give information on any specific item on the approved agenda of the meeting. It is the sole prerogative of the Chair to manage the meeting and where necessary to set limits on participation to insure member access, and where necessary for the good order of the meeting, limit debate;
8. The Chair may in instances where any member causes interruptions or discord, request the offending member to leave the meeting;
9. The Directors may call a special general meeting of the Federation to deal with extraordinary matters. In such instances 14 days notice will be given to the members in the manner preferred by the member at the address of record. This may be by: phone, email, or regular mail. This will include the place, date, time and subject of the meeting; In addition, sufficient details shall be given so the member can, where

allowed, assign a proxy. A quorum for a special meeting shall be 10 per centum of the members of the Federation either in person or by proxy.

10. Minutes of any meeting of the Federation shall be made available to any member upon request to the Secretary; and
11. A special general meeting of the Federation shall be called, upon written request to the Secretary, by at least 25 per centum in number of the members of the Federation.

10. DUES AND OTHER INCOME

1. Annual dues shall be levied from all regular members, on the basis of the fiscal year;
2. Annual dues for the following fiscal year shall be set by way of a vote at the Annual General Meeting;
3. The Federation may engage in raffles, sales, auctions and other fund raising;
4. Fund raising under article 10:4 must have the approval of any affiliated Group or Club affected by such activity;
5. Fund raising on a shared basis, between the Federation and its member Groups and Clubs may take place, subject to and in compliance with other articles of these by-laws; and
6. The Federation may accept donations, gifts or bequests.

11. FUNDS AND TRUSTS

1. The Federation may authorize the establishment of Special Fund accounts or Trust Accounts, as it may deem necessary or desirable from time to time;
2. Accounts set up under article 11:1 shall be approved by Special Resolution; and
3. The Federation may accept Trusts or Endowments.

12. AUDIT OF ACCOUNTS

1. The financial records of the Federation shall be audited each year;
2. The fiscal year of the Federation for purposes of the financial records shall be July 1st in one year to June 30th of the following year;
3. The financial records for any specific year shall be made available, with supporting documents as requested, to the auditors within 45 days of the end of the fiscal year; and
4. The Auditors may be two members of the Federation who shall be approved by the membership at the preceding Annual General Meeting of the Federation.

13. MISCELLANEOUS

1. The Federation 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 days of a change of directors, notify the registrar of the change.
2. The Federation shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
3. The seal of the Federation shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
4. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Federation and of the Board of Directors shall be the responsibility of the Secretary.
5. The books and records of the Federation 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 Federation.
6. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Federation by the President or the Vice-President and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
7. The borrowing powers of the Federation may be exercised by special resolution of the members.

14. REPEAL AND AMENDMENT OF BY-LAWS

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