

Governance

1.1 Mission and Mandate

- The Fort Sackville Foundation was incorporated under the Societies Act of Nova Scotia on June 16, 1988. Number 1857945.
- The Fort Sackville Foundation (FSF) is a voluntary, non-profit organization and registered Canadian Charity (No. 885410548RR0001).
- The Foundation manages Scott Manor House.

Our Mission:

- To collect, protect, preserve and promote the history and cultural heritage of Bedford

Our Mandate:

- Collecting, preserving and interpreting photos, artifacts and stories of historical significance to Bedford
- Researching the peoples, places, organizations and events, and the built and natural environment of Bedford
- Cultivating and promoting an understanding of the heritage of Bedford, by production of monographs, exhibits, public programs, and other activities
- Maintaining and promoting Scott Manor House and the site of Fort Sackville
- Advocating for heritage preservation.

1.2 By-Laws

1.2.1 The Fort Sackville Foundation is governed by a set of By-Laws. Bylaws are a set of rules established by an organization or community so as to regulate itself. (By-Laws Appendix 6.9)

1.2.2 Pursuant to Section 13(1) of the *Societies Act* (Nova Scotia) and not inconsistent with the Memorandum of the Society, the Society may, by special resolution, amend and repeal its By-Laws.

1.2.3 Pursuant to a vote by at least seventy-five percent (75%) of the Members present at a duly held general meeting of the Members, and subject to the approval of the Registrar of Joint Stock Companies, the existing By-Laws of the Society may be repealed and replaced.

1.2.4 The Secretary- Treasurer of the Society is required to file a certified copy of this Special Resolution with the Registrar of Joint Stock Companies.

1.2.5 The current By-Laws for the Fort Sackville Foundation are posted on the website.

1.3 Code of Ethics

1.3.1 Both museums and museum workers have duties, responsibilities and opportunities; and from time to time, they encounter ethical dilemmas and conflicts which must be resolved in a balanced manner, considering both the needs of the institution and the broader public interest.

1.3.2 Clearly, it is not possible to anticipate every situation that may arise, therefore, the *Canadian Museum Association Ethical Guidelines (1999)* are intended to:

- promote a climate of integrity by affirming the values of the museum community;
- assist individuals who must make, and act upon, decisions of an ethical nature;
- provide the public with some insight as to what they might expect from museums and individuals associated with them.
- The CMA Ethical Guidelines are not intended to replace individual museum policies or statements of ethics; but it is intended as a framework upon which institutional documents may be based, and individuals can determine their personal ethical obligations.
- The Fort Sackville Foundation has approved the *Canadian Museum Association Ethical Guidelines (1999)* as its Code of Ethics.

1.4 Membership

1.4.1 The Fort Sackville Foundation (FSF), referred to as the Society in its By-laws is a volunteer organization.

1.4.2 All members must complete an application form and pay a registration fee. See Appendix 6.1.

1.4.3 As outlined in the By-Laws, the Fort Sackville Foundation is ultimately accountable to its members.

1.4.4 Every member is entitled to attend any members' meeting of the FSF.

1.4.5 Every member may vote at any members' meeting of the Society after they have attended at least one previous member's meeting.

1.4.6 Any member of legal age, or with their guardian's written consent, is entitled to hold any office.

1.4.7 Membership in the Society shall consist of:

- (a) the minimum of 5 subscribers to the Memorandum of Association,
- (b) those who support the objects of the Society,
- (c) those whose name and address is written in the Registrar of Members by the Secretary
- (d) those who pay an annual fee in any amount to be determined by the Society, and
- (e) those who reside in the geographic area of Nova Scotia at time of joining.

1.4.8 Membership in the Society is not transferable.

1.4.9 Membership in the Society shall cease:

- (a) upon death, or
- (b) if the member resigns by written notice to the Society, or
- (c) if the member ceases to qualify for membership in accordance with these By-Laws, or
- (d) 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.

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

1.4.11 No funds of the Society shall be paid to or be available for the personal benefit of any member.

1.4.12 Every member, subject to By-Law 4, shall have one vote and no more and there shall not be proxy voting.

1.5 Board of Directors

1.5.1 In accordance with the By-Laws, any member of the Society shall be eligible to be selected a director of the Society and a director of the Society shall be a member.

1.5.1.1 The number of directors shall be not less than eight (8) and not more than fifteen (15). The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

1.5.1.2 Directors are to be nominated and elected to serve terms **of** two (2) years or one (1) year. To the extent possible, in each year there shall be approximately one half of the Directors serving two (2) year terms with the balance of the Directors serving one (1) year terms. The Directors shall not be eligible to serve for a period of successive terms in excess of six (6) years unless otherwise approved at a General Meeting.

1.5.1.3 If a director resigns his/her office or ceases to be a member in the Society, his/her office as a director shall be vacated and the vacancy may be filled for the unexpired portion of that Director's term by the board of directors from among the members of the Society.

1.5.1.4 The members may, by Special Resolution, remove any director and appoint another person to complete the term of office.

1.5.1.5 The management of the Society is the responsibility of the directors. In particular, the directors may engage a General Manager, and determine his/her duties, responsibilities and remuneration.

1.5.1.6 The directors may appoint committees, advisors, and an auditor as they see fit.

1.5.1.7 Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members:

(a) upon nominations; and

(b) if serving as a director, when the possibility of a conflict is realized.

1.5.1.8 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 interest. The withdrawal should be recorded in the minutes.

1.5.1.9 The current list of Directors for the Fort Sackville Foundation is posted on the website.

1.6 Executive Committee

1.6.1 The Executive Committee consists of the President, Vice-President, Corporate Secretary, Treasurer and Committee Coordinators.

1.6.1.1 The Executive Committee reports to the Board of Directors.

1.6.1.2 The Executive Committee is responsible for the day-to-day management of the Scott Manor House.

1.6.1.3 The Executive Committee meets monthly from September to June..

1.7 Meetings

1.7.1 Board of Directors

1.7.1.1 Board of Directors Meetings shall be held no less than four (4) times per year.

1.7.1.2 A meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers. For all other board meetings, notice is required and must:

- specify the date, place and time of the meeting,
- be given to the directors seven (7) days prior to the meeting,
- be given to the directors by e-mail, telephone, fax and/or other electronic means,
- the non-receipt of notice by any director shall not invalidate the proceedings, and
- notice can be waived for board meetings with the unanimous approval of the Board.

1.7.1.3 Quorum shall consist of 50% of the directors. No business shall be conducted at any meeting of the board of directors unless a quorum is present to open the meeting and, upon request, before any vote.

1.7.1.4 The President, or in his/her absence, the Vice-President, or in the absence of both of them, any director appointed from among the directors shall preside as Chair of the Board.

1.7.1.5 At directors' meetings, where there is an equality of votes the motion shall be lost.

1.7.2 General Meetings

1.7.2.1 General Meetings will be held periodically at the discretion of the Executive Committee.

1.7.2.2 General Meetings are open to the public as well as members.

1.7.2.3 General meetings will consist of a brief business meeting followed by a guest speaker(s).

1.7.2.4 The Guest Speaker(s) will be arranged by the Program Coordinator in consultation with the Executive Committee.

1.7.3 Annual General Meeting (AGM)

1.7.3.1 An annual general meeting shall be held within three (3) months after every fiscal year end and notice is required which must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members thirty (30) days prior to the meeting,
- (c) be given to the members by e-mail, telephone, fax and/or other electronic means, and
- (d) specify the intention to propose a Special Resolution, and the non-receipt of notice by any member shall not invalidate the proceedings.

1.7.3.2 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:

- (a) minutes of the previous annual general meeting,
- (b) consideration of the annual report of the directors,
- (c) consideration of the annual financial report of the Society, and
- (d) the appointment of auditors for the ensuing year, and (e) election of directors

1.7.3.3 Quorum for an Annual General Meeting shall consist of 12 members. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote provided that:

- (a) if a meeting is convened as per By-Law 13(a) or (b) and quorum is not present within one-half (1/2) hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of the members present shall

decide. Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Society, and

- (b) if a meeting is convened at the request of the members as per By-Law 13(c) and quorum is not present within one-half (1/2) hour from the time appointed for the meeting, it shall be dissolved.

1.7.4 Executive Committee Meeting

1.7.4.1 The Executive Committee Meetings are held monthly from September to June.

1.7.4.2 The meeting is chaired by the President of the Fort Sackville Foundation.

1.7.4.3 The Board of Directors have given authority to the Executive Committee to make decisions about the day-to-day operation of Scott Manor House within policy guidelines.

1.7.4.4 The purpose of the meeting is to oversee the day-to-day business of the Fort Sackville Foundation and to make recommendations to the Board on policy, budget and any matters that are beyond the authority given by the Board of Directors to the Executive Committee.

1.7.4.5 Although any member of the Fort Sackville Foundation may attend and speak at these meetings. Only Executive Committee members will vote.

1.8 Standing Committees

1.8.1 Archives Team

1.8.1.1 The Archives Team is led by the Archives & Acquisitions Coordinator.

1.8.1.2 The team is responsible for the collection of artifacts held by the Fort Sackville Foundation.

1.8.1.3 The Archives Team will implement the Collection Management Policy (See Appendix 6.2).

1.8.1.4 The Curator of Exhibits will work closely with the Archives Team.

1.8.1.5 Meetings will be held from September – June at the call of the Archives & Acquisitions Coordinator.

1.8.2 Reading, Resources and Research (RRR)

1.8.2.1 The Reading, Research and Resources Coordinator leads the RRR team.

1.8.2.2 Committee members focus on research of community heritage, the photography collection, printed resources and the library collection.

1.8.2.3 The RRR committee works closely with the Archives Team.

1.8.2.4 Meetings are generally held monthly on the first and third Monday mornings.

1.8.2.5 Meetings are held between September – June at the call of the RRR coordinator.

1.8.3 Finance/Investment Committee

1.8.3.1 The treasurer is the Chair of the Finance/Investment Committee.

1.8.3.2 The Finance/Investment Committee is responsible for the implementation of the Investment Policy (Section 4.3).

1.8.3.3 The Committee will meet at the call of the Treasurer at least once a year.

1.8.4 Program Committee

1.8.4.1 The Program Coordinator leads the Program Committee.

1.8.4.2 The Program Committee is responsible for the development of programs at Scott Manor House.

1.8.2.3 The Program Committee, in consultation with the Executive Committee seeks guest speakers for the General Meetings.

1.8.2.4 The Program Committee develops the program schedule – the events, the exhibits and the hosts annually.

2. Operations

2.1 The FSF is responsible for the management of the Scott Manor House. The Scott Manor House is leased by the FSF from the Halifax Regional Municipality (HRM). The lease defines the responsibilities of both parties, FSF and the HRM. In addition, the documents below also outline additional responsibilities for FSF and HRM.

2.1.1 Emergency Preparedness Plan (Appendix 6.6)

2.1.2 Facility Management Plan (Appendix 6.7)

2.1.3 Licence to Occupy (Appendix 6.8). **A copy of the Fort Sackville Foundation Property Use Regulations is to be appended to every Licence to Occupy agreement.**

2.3.1 – To Be Attached to License To Occupy Scott Manor House (Appendix 6.8.1)

2.3.2 – To Be Attached to License To Use Scott Manor House Grounds (Appendix 6.8.2)