



# Onslow Cemetery Company

## By-Laws

Approved  
April 8, 2015

*Regarding the Onslow Island Cemetery, established in 1763.*

<b>Definitions.....</b>	<b>Page 1</b>
<b>Membership Rights and Responsibilities.....</b>	<b>Page 1</b>
<b>Member's Meetings.....</b>	<b>Page 2</b>
<b>Trustees.....</b>	<b>Page 3</b>
<b>Trustees' Meetings.....</b>	<b>Page 4</b>
<b>Officers.....</b>	<b>Page 5</b>
<b>Finance.....</b>	<b>Page 5</b>

# **ONSLow CEMETERY COMPANY**

## **BY-LAWS**

### **(Regarding the Onslow Island Cemetery)**

#### **DEFINITIONS**

In these by-laws:

- (a) "Corporation" means Onslow Cemetery Company.
- (b) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

#### **MEMBERSHIP RIGHTS AND RESPONSIBILITIES**

1. The Corporation is ultimately accountable to members of the Corporation.
2. Membership in the Corporation shall consist of:
  - a. The current trustees.
  - b. Living cemetery lot holders not indebted to the Corporation.
  - c. Designated lot holders for deceased lot holders' lots.
  - d. Relatives planning to be interred in a family lot who are registered as active members in the Registry of Members by the secretary of the board.
  - e. Other relatives and individuals wishing to support the cemetery who are registered as active members in the Registry of Members upon application to the secretary.
  - f. Those members, listed above, who maintain current email or postal addresses with the secretary.

(ACT, Section 2 & 3a)

3. Every member is entitled to attend any annual or special meeting of the Corporation.
4. Every member not indebted to the Corporation shall be entitled to vote at any annual or special meeting of the Corporation.
5. No member shall have more than one vote.

6. Membership in the Corporation is transferable only by sale to the Corporation or by designating, in writing, another person as lot holder, at which time the new lot holder becomes a member and the former lot owner ceases to be a member of the Corporation. (ACT, Section 13 & 14)
7. Membership in the Corporation shall cease upon death, or If the member ceases to qualify for membership in accordance with these by-laws.
8. Members may repeal, amend or add to these by-laws by special resolution at a special or annual general meeting of the Corporation. Amendments must be consistent with and complementary to the Act of Incorporation.
9. No funds of the Corporation shall be paid to or be available for the personal benefit of any member.

## **MEMBERS' MEETINGS**

10. A general or special meeting of the members may be held at any time:
  - a. If requested by the President of the Board
  - b. If requested by any two of the Trustees
  - c. If requested in writing by five members of the Corporation.
11. Notice to members is required for general or special meetings. This notice must:
  - a. Specify date, place, time and object of the meeting.
  - b. Be given to the members at least seven (7) days prior to the meeting and may be given to the members by newsletter, newspapers, email, telephone, fax and /or other electronic means. (ACT, Section 4b)
  - c. Specify the intention to propose a special resolution and the subject matter of any such resolution.
  - d. The non-receipt of notice by any member shall not invalidate the proceedings.
12. An annual general meeting shall be held by the end of April of each and notice is required which must: (ACT, Section 5)
  - a. Specify date, place, and time of the meeting.
  - b. Be given at least seven (7) days prior to the meeting and may be given to the members by newsletter, newspapers, email, telephone, and fax and /or other electronic means. (ACT, Section 6)

- c. The non-receipt of notice by any member shall not invalidate the proceedings.
13. At the annual general meeting of the Corporation 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. The President's annual report.
  - c. The annual financial report of the Corporation.
  - d. Approval of the budget for the year.
  - e. The appointment of two auditors from among the members to audit the Corporation's financial records for the ensuing year.
  - f. The appointment of a nominating committee for the year. Three members in good standing shall be appointed to serve as the Nominating Committee. This Committee shall prepare and present at the next annual general meeting a slate of Trustees for the next year, whose term will begin immediately following the annual general meeting. However, nothing herein shall preclude any registered member from making nominations from the floor of the annual general meeting. In such event, the secretary shall have prepared necessary balloting forms.
  - g. Election of Trustees.
14. A quorum for any annual or special meeting shall consist of five (5) members. (ACT, Section 17) No business shall be conducted at any meeting unless a quorum is present to open the meeting.
15. The President, or in his/her absence, the Vice President, or in the absence of both of them, any member appointed from among those present, shall preside as Chair at members' meetings.
16. Where there is an equality of votes the motion shall be lost.

## **TRUSTEES**

17. Any registered member of the Corporation in good standing shall be eligible to be elected a trustee of the Corporation and a trustee of the Corporation shall be a member.
18. The number of trustees shall be a minimum of seven (7) and a maximum of twelve (12). (ACT, Section 5) Trustees shall retire from office at the end of each annual general meeting at which their successors are elected. Retiring trustees shall be eligible for re-election.

19. If a trustee resigns his/her office or ceases to be a member in the Corporation, his/her office as trustee shall be vacated and the vacancy may be filled for the unexpired portion of the term by the Board of Trustees.
20. The members may, by special resolution approved at a duly called special meeting, remove any trustee and appoint another person to complete the term of office.

## **TRUSTEES' MEETINGS**

21. The Board of Trustees shall meet no less than three (3) times each year.
22. A meeting of the Trustees 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:
  - a. Specify the date, place and time of the meeting.
  - b. Be given to the trustees seven (7) days prior to the meeting.
  - c. Be given to the trustees by email, telephone, fax and/or other electronic means.
  - d. The non-receipt of notice by any trustee shall not invalidate the proceedings.
  - e. Notice can be waived for board meetings with the unanimous approval of the board.
23. Quorum shall consist of fifty percent (50%) or no less than five (5) of the trustees. No business shall be conducted at any meeting of the Board of Trustees unless a quorum is present to open the meeting.
24. The President or, in his/her absence, the Vice President or, in the absence of both of them, a trustee appointed from among those present shall preside as Chair of the Board.
25. At trustees' meetings, where there is an equality of votes the motion shall be lost.
26. A trustee may participate in a meeting of the Board by means of a telephone or conference call or other communication facilities that permits all persons participating in the meeting to communicate with each other and a trustee participating in the meeting by such means is deemed to be present at the meeting.
27. A conflict of interest does not prevent a member from serving as a trustee provided that he/she withdraws from decision making on matters pertaining to that interest. The withdrawal should be noted in the minutes.

## **OFFICERS**

28. The trustees shall appoint from amongst them a President, Vice-President, Secretary/Treasurer and such other committees as they see fit. (ACT, Section 15).
29. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by members or the trustees.
30. The Vice President shall perform the duties of the President during the absence of the President, or when the Chair may request him/her to do so.
31. The Secretary/Treasurer shall have responsibility for the preparation and custody of all the books and records including:
  - a. The minutes of the members' meetings.
  - b. The minutes of the trustees' meetings.
  - c. the custody of all financial books and records of the Corporation
  - d. The Registry of Members
  - e. A plan showing the lots of the Cemetery as per Section 14 the ACT.
  - f. Have other duties as assigned by the Board.
32. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Board by the President and the Secretary/Treasurer or otherwise as prescribed by resolution of the board of trustees.
33. There shall be two signing officers for bank accounts, investments and other financial matters who shall be the Secretary/Treasurer and the President. A third trustee shall be appointed as an alternate signatory should either the President or Secretary/Treasurer not be available or able to sign.

## **FINANCE**

34. The fiscal year end of the Corporation shall be the last day of December.
35. The Trustees shall annually present to the members a written report on the financial position of the Corporation. The report shall be in the form of:
  - (a) A balance sheet showing its assets, liabilities and equity and
  - (b) A statement of its income and expenditure in the preceding fiscal year.
36. A copy of the financial report shall be signed by two members appointed to audit the Corporation's financial records.

37. The Trustees shall set the price of the burial lots, the cost of opening and closings and be reviewed by them on an annual basis.
38. The price of lots shall include a sum to be designated "Perpetual Care" and this amount will be forwarded to a Trust Corporation to be chosen by the trustees to be invested, with the interest earned from these investments used for the maintenance of the cemetery.
39. The Trustees shall ensure that detailed records are maintained regarding:
  - a. Lots sold with the lot numbers and the names and addresses of the purchaser(s), along with a plan of the cemetery showing lot numbers.
  - b. All burials with the times and dates they took place along with the name and residence of the person interred and the number of the lot where interred.
40. The auditors shall be members of the Corporation and may be appointed by the members at the annual general meeting and if the members fail to appoint an auditor, the trustees may do so.
41. The Corporation may only borrow money as approved by a special resolution of the members.
42. The members may inspect the annual financial statements and minutes of member and trustees meetings at the registered office of the Corporation with one week's notice. All other books and records of the Corporation 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 Corporation.
44. Trustees and officers shall serve without remuneration and shall not receive any profit from their positions. However, a Trustee or officer may be paid reasonable expenses incurred in the performance of his/her duties.
45. The Corporation shall not make loans, guarantee loans or advance funds to any Trustee.