

# **PAMEC.Energy Association**

## **By-laws**

### **Definitions**

1. **Definitions** In these by-laws:
  - (a) "Association" means the PAMEC.Energy Association.
  - (b) "PAMEC" means a Pan-American Marine Energy Conference.
  - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) "Special Resolution" means a resolution where:
    - I. notice of the intention to propose the resolution has been properly given, and
    - II. has been passed by not less than three-fourths of the members at the meeting in person , or represented by proxy, who are members entitled to vote.

### **Membership Responsibilities and Rights**

2. The Association is ultimately accountable to the members of the Association.
3. Every member is entitled to attend any members' meeting of the Association.
4. Every member may vote at any members' meeting of the Association if they meet the following conditions:
  - a) They have paid their membership due for the current year, and
  - b) They have been a member for at least 1 day prior to the date of the meeting.
5. Any members of legal age, is entitled to hold any office.
6. Membership in the Association shall consist of:
  - a) The minimum of 5 subscribers to the Memorandum of Association,
  - b) those who support the objectives of the Association
  - c) those whose name, occupation, address and email address is documented in the Register of Members, electronically or recorded manually by the secretary,
  - d) those who pay a biennial fee in an amount to be determined by:
    - a. the Directors; or
    - b. by a vote on a Special Resolution by a majority of members present at a Members' Meeting.
7. Membership in the Association is not transferable.
8. Membership in the Association shall cease:
  - a) upon death of a member, or
  - b) if the member resigns by written notice to the Secretary of the Association in mailed or emailed form, or
  - c) if the member ceases to qualify for membership in accordance with these by-laws, or

- d) if proper notice of the intention to terminate a member's membership has been given, such membership shall be terminated by a vote of the majority of the members of the Association at a meeting or a majority vote of the Directors of the Association at a meeting.
- 9. 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.
- 10. No funds of the Association shall be paid to or be available for the personal benefit of any member, except if they are officers and directors who provide other services to the Association..
- 11. The Association may admit as Associate, non-voting members, such organizations and businesses that may have interests aligned with the objective of the Association.

## **Members' Meetings**

- 12. Every member, subject to by-law 4, shall have one vote and no more.
- 13. Proxy voting shall be allowed where;
  - a) the name of the proxy is provided in an email or a signed proxy given to another member and provided to the Association Secretary before the Members' Meeting begins, or
  - b) the Members' have voted at a General Meeting for a Special Resolution, and the subject of the Special Resolution must be affirmed at an Annual General Meeting, the Secretary shall record the names of those voting in favour of the resolution and hold proxies to vote in favour of the Special Resolution at the next Annual General Meeting of the Members.
- 14. A general or special meeting of the members may be held at any time and place, including an electronic meeting where members are able to hear the proceedings and participate on-line, and it shall be called:
  - a) if requested by the chair, or
  - b) if requested by a majority of the directors, or
  - c) if requested in writing by 10 members.
- 15. Notice to members is required for general or special meetings. The notice must:
  - a) specify the date, place and time of the meeting,
  - b) be given to the members twenty-one (21) days prior to the meeting
  - c) be given to the members by e-mail, or by posted mail,
  - d) specify the nature of business, such as the intention to propose a special resolution, and the non-receipt of notice by any member shall not invalidate the proceedings.
- 16. A General Meeting shall be held on the day before or at the close of a PAMEC.
- 17. An annual general meeting shall be held within four 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
  - d) specify any intention to propose a special resolution, and the non-receipt of notice by any member shall not invalidate the proceedings.
- 18. At the annual general meeting of the Association 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 annual report of the directors,

- c) the annual financial report of the Association,
  - d) the appointment of a reviewer to review the books of the Association,
  - e) election of directors,
  - f) the setting of the Membership Fee Schedule for the following year,
  - f) vote on any Special Resolutions passed at a General Meeting held in conjunction with a PAMEC.
19. Quorum shall consist of no less than 10% of the members. For general or a special meeting, quorum shall be calculated as including members present in person, and members represented by proxy. No business shall be conducted at any meeting unless a quorum is present to open the meeting and, upon request, before any vote.
- 20.
- a) If a meeting is convened as per by-law 13(a) or 13(b) and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned. A majority of the members present shall decide on the time and place where the meeting shall be reconvened. Notice of the reconvened meeting shall be given in the required manner and the regular quorum requirements shall prevail. However, in the case of a meeting which has been called and notified as being for the purpose of winding up the Association, the members present shall constitute a quorum.
  - 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 hour from the time appointed for the meeting, it shall be dissolved.
21. 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.
22. Where there is an equality of votes, the motion shall be lost.
23. The Chair may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.
24. At any meeting a declaration by the Chair that a resolution has been carried is sufficient unless a poll is demanded by at least three members. If a poll is demanded it shall be held by show of hands or by secret ballot as the Chair may decide.

## Directors

25. Any member of the Association who is of legal age shall be eligible to be elected a director of the Association and a director of the Association shall be a member.
26. The composition of the Board of Directors and the process to elect them will be as follows:
- a) The number of directors shall be 13 of which;
    - 1. Five shall be elected by Members as Directors at large
    - 2. Eight shall be elected by Members as Directors, one of each from the following jurisdictions:
      - a. South America
      - b. The Caribbean
      - c. Central America
      - d. Mexico
      - e. The United States of America
      - f. Canada
      - g. the country where the next PAMEC is planned to be located
      - h. A representative from the Pan-American Ocean Energy Students (POES) Network or comparable Marine Renewable Energy student organization in PanAmerica

- b) Should an insufficient number of nominations be received to require an election, the Directors who have been nominated shall be acclaimed.
  - c) The subscribers to the Memorandum of Association of the Association shall be the first directors of the Association.
  - d) Notwithstanding the provisions of Bylaw 26, the first directors, shall serve a term of office ending at the annual general meeting of 2021.
- 27.** Directors shall be elected to two-year terms, with one half of the directors elected each year. Directors shall retire from office at the end of their two-year term at each annual general meeting at which their successors are elected. Retiring directors shall be eligible for re-election, except that no director shall serve for more than three consecutive terms.
- 28.** If a director resigns his/her office or ceases to be a member in the Association, his/her office as director shall be vacated and the vacancy may be filled for the unexpired portion of the term by the board of directors from among the members of the Association. The board of directors may also fill a vacancy if there has been an insufficient number of candidates accepting nominations for the election of directors at the Annual General Meeting.
- 29.** The members may, by special resolution, remove any director and appoint another person to complete the term of office.
- 30.** The management of the Association is the responsibility of the directors. In particular, the directors may engage a manager, and determine his/her duties, responsibilities and remuneration.
- 31.** The directors may appoint an executive committee and other committees as they see fit.
- 32.** 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 nomination, and
  - b) if serving as a director, when the possibility of a conflict is realized.
- 33.** 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.

## **Directors' Meeting**

- 34.** The Board of directors shall meet no less than 3 times each year.
- 35.** A meeting of directors may be held at the close of an 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, including an electronic meeting where members are able to hear the proceedings and participate on-line, and time of the meeting,
  - b) be given to the directors seven (7) days prior to the meeting,
  - c) be given to the directors by e-mail, or telephone
  - d) the non-receipt of notice by any director shall not invalidate the proceedings.

Notice can be waived for board meetings with the unanimous approval of the Board.

36. With respect to quorum for directors' shall consist of six of the directors. No business shall be conducted at any meeting of the board of directors unless quorum is present to open the meeting and, upon request, before any vote.
37. 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 who shall not vote except as per By-law 37.
38. At directors' meetings, where there is an equality of votes, the Chair may cast a vote to create a majority, otherwise the vote is lost.
39. The officers shall be elected by the directors and shall be a President, a Vice-President, a Treasurer and a Corporate Secretary. The offices of Treasurer and Corporate Secretary may be combined.
40. One of the officers shall be the President. The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by the members or the directors.
41. One of the officers shall be the Vice-President. The Vice-President shall perform the duties of the Chair during the absence, illness or incapacity of the President, or when the Chair may request him/her to do so.
42. One of the officers shall be the Corporate Secretary. The Corporate Secretary shall:
  - a) have responsibility for the preparation and custody of all books and records including:
    - i. the minutes of members' meetings,
    - ii. the minutes of directors' meetings,
    - iii. the register of members, and
    - iv. filing the annual requirements with the office of the Registrar, and
    - v. have responsibility for the preparation and custody of all books and records,
  - b) have custody of the Seal, if any, which may be affixed to any document upon resolution of the board of directors, and
  - c) in case of a vacancy in the position of Vice-President, act as Vice-President
  - d) file with the Registrar:
    - i. within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations, and dates of appointment or election
    - ii. copy of every special resolution within fourteen (14) days after the resolution is passed,
    - iii. within fourteen (14) days of annual general meeting a copy of the Financial Statements including Balance Sheet and Income Statement signed by 2 Directors and
  - e) have other duties as assigned by the board.
43. The directors may also appoint a Recording Secretary
  - a) who is responsible for taking minutes of all board and members' meetings, and
  - b) who need not be a director.
44. One of the officers shall be the Treasurer. The Treasurer shall have responsibility for the custody of all financial books and records of the Association and carry out all other duties as assigned by the board.
45. Contracts, deeds, bills of exchange, cheques, and other instruments and documents may be executed on behalf of the Association by the President or the Vice-President and the Corporate Secretary, or otherwise as prescribed by resolution of the Board of Directors.

## Finance

46. The fiscal year end of the Association shall be the last day of *December*.
47. The directors shall annually present to the members a written report on the financial position of the Association. 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.
48. A copy of the financial report shall be signed by two directors.
49. A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.
50. An auditor of the Association may be appointed by the members at the annual general meeting and, if the members fail to appoint an auditor, the directors may do so.
51. The Association may only borrow money as approved by a special resolution of the members.
52. The members may inspect the annual financial statements and minutes of membership and directors' meetings at the registered office of the Association with one week's notice. All other books and records of the Association may be inspected by any member at any reasonable time within.
53. Directors and officers shall serve without remuneration and shall not receive any profit from their positions as directors and officers. However, directors and officers may receive reasonable remuneration for other services that they provide to the Association as approved by the members. Directors or officers may also be paid reasonable expenses incurred in the performance of his/her duties.
54. The Association shall not make loans, guarantee loans or advance funds to any director, unless such advance is authorized under the provisions of By-law 53.