

Clean Nova Scotia Foundation Act

CHAPTER 72 OF THE REVISED STATUTES, 1989

An Act to Establish the Clean Nova Scotia Foundation

Short title

1 This Act may be cited as the *Clean Nova Scotia Foundation Act*. 1988, c. 7, s. 1.

Interpretation

2 In this Act,

- (a) "Board" means the Board of Directors of the Foundation;
- (b) "by-laws" means the by-laws of the Foundation made pursuant to this Act;
- (c) "Foundation" means the Clean Nova Scotia Foundation. 1988, c. 7, s. 2.

Foundation

3 There is hereby established a body corporate to be known as the Clean Nova Scotia Foundation. 1988, c. 7, s. 3.

Objects

4 (1) The objects of the Foundation are to

- (a) formulate, develop, promote and implement educational programs and activities to focus public awareness and bring the required resources to bear to achieve, protect and enhance the natural, physical and environmental heritage of the Province; and
- (b) undertake other related activities to promote and implement a cleaner Nova Scotia and, without limiting the generality of the foregoing,
 - (i) discourage littering,
 - (ii) promote recycling,
 - (iii) hold conferences and seminars,
 - (iv) publish newsletters, pamphlets and other publications,
 - (v) sponsor public advertising,
 - (vi) conduct research, and
 - (vii) disseminate information.

Non-profit

(2) The activities of the Foundation shall be conducted without purpose of gain for its members and any gain or reward to the Foundation shall be used in promoting its objects. 1988, c. 7, s. 4.

Membership

5 The membership of the Foundation consists of

- (a) each person who, immediately before the coming into force of this Act, is a member of the Clean Nova Scotia Foundation, incorporated pursuant to the *Societies Act*; and
- (b) each person who becomes a member of the Foundation pursuant to the by-laws, as long as that person remains a member of the Foundation. 1988, c. 7, s. 5.

Board

6 (1) The control and management of the affairs of the Foundation and the powers of the Foundation are vested in and may be exercised by the Board of Directors of the Foundation.

Members of Board

(2) The Board consists of those members of the Foundation who are elected as directors of the Foundation at an annual meeting held pursuant to this Act.

Term of office

(3) A director holds office during such term as is determined by the by-laws.

Re-election

(4) A person may be re-elected to the Board.

Casual vacancy

(5) Where a person ceases to be a member of the Board before that person's term of office expires, the Board may fill the vacancy for the unexpired portion of the term.

Effect of vacancy

(6) A vacancy on the Board does not impair the capacity of the remaining members to act. 1988, c. 7, s. 6.

Powers of foundation

7 (1) The Foundation may exercise such powers as are necessary or conducive to achieve its objects and, without restricting the generality of the foregoing, may

(a) acquire and take by purchase, donation, devise, bequest or otherwise real and personal property and hold, enjoy, sell, exchange, lease, let, improve and develop the same and erect and maintain buildings and structures;

(b) use its funds and property for the attainment of its objects and purposes;

(c) borrow, raise and secure the payment of money in such manner as it thinks fit;

(d) with the approval of the members, issue debentures or mortgage its real property to secure the payment of money borrowed by it or the performance of an obligation;

(e) subject to the by-laws, draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange and other negotiable or transferable instruments;

(f) with the approval of the members, subscribe to or become a member of any other association, whether incorporated or not, which has objects which are wholly or partly similar to its own objects;

(g) make by-laws not inconsistent with this Act or any provision of law for the conduct and management of its activities and affairs.

Approval of members

(2) Approval of the members of the Foundation, required by subsection (1), may be given by at least three fourths of the members who are present in person and vote at a meeting of the members held pursuant to this Act and may be given with respect to a specific activity or transaction or with respect to one or more classes of activities or transactions. 1988, c. 7, s. 7.

Annual meeting

8 (1) The Board shall hold an annual meeting of the members of the Foundation during each year.

Reports to annual meeting

(2) At each annual meeting of the Foundation, the Board shall present statements of revenue and expenses and of assets and liabilities and such other reports as disclose the financial condition of the Foundation and summarize its operations during the immediately preceding fiscal year, prepared in accordance with generally accepted accounting principles and audited by a public accountant licensed pursuant to the *Public Accountants Act*.

Other meetings

(3) The Board may hold such other meetings of the members of the Foundation as it thinks fit.

Meeting required

(4) The Board shall hold a meeting of the members of the Foundation when required to do so by such percentage of the members as may be determined by the by-laws. 1988, c. 7, s. 8.

Fiscal year

9 The fiscal year of the Foundation is the period ending the thirtieth day of June in each year or such other period as may be determined by the by-laws. 1988, c. 7, s. 9.

Gifts and devises preserved

10 No grant, gift, deed or devise lapses or fails by reason of any defect in the designation of the Foundation if the intention of the maker of the instrument is clear. 1988, c. 7, s. 10.

Winding up

11 In the event of the Foundation ceasing operations or winding up, all the property, assets and undertaking of the Foundation vests in Her Majesty in right of the Province to be used for purposes which are the same or similar to the purposes of the Foundation. 1988, c. 7, s. 11.

"former Foundation" defined

12 (1) In this Section, "former Foundation" means the Clean Nova Scotia Foundation incorporated pursuant to the *Societies Act*.

By-laws of former Foundation

(2) A by-law of the former Foundation, in effect immediately before the first day of July, 1988, and that is not inconsistent with this Act, is a by-law of the Foundation until, pursuant to this Act, the by-law is amended or repealed or another by-law is made in its stead.

Officer or director of former Foundation

(3) Each person who, immediately before the first day of July, 1988, is an officer or director of the former Foundation, is an officer or director of the Foundation, as the case may be, until that person ceases to be an officer or director.

Vesting of property

(4) All property of every nature and kind whatsoever, owned by, belonging to or held in trust for or on behalf of the former Foundation, is the property of the Foundation.

Transfer of obligations

(5) The obligations of the former Foundation are the obligations of the Foundation.

Former foundation dissolved

(6) The former Foundation is dissolved.

Substituted references

(7) A reference in any enactment or in any deed, lease, will, trust indenture or other document to the former Foundation shall, with respect to any subsequent transaction, matter or thing, be construed to be a reference to the Foundation. 1988, c. 7, s. 12.

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