



# **BILL NO. 59**

*Private Bill*

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*1st Session, 62nd General Assembly  
Nova Scotia  
63 Elizabeth II, 2014*

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## **An Act to Incorporate XMLAS, an Association of Former Members of the House of Assembly**

CHAPTER 30  
ACTS OF 2014

**AS ASSENTED TO BY THE LIEUTENANT GOVERNOR  
MAY 1, 2014**

Gordon Wilson  
*Clare-Digby*

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*Halifax, Nova Scotia  
Printed by Authority of the Speaker of the House of Assembly*

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**An Act to Incorporate XMLAS,  
an Association of Former Members  
of the House of Assembly**

WHEREAS an unincorporated association, known as the “XMLAS”, has been formed;

AND WHEREAS the XMLAS is an association of former members of the House of Assembly;

AND WHEREAS at its first annual meeting on December 21, 2013, the Association agreed that it should seek incorporation by an Act of the Legislature;

Therefore be it enacted by the Governor and Assembly as follows:

- 1 This Act may be cited as the *XMLAS Act*.
- 2 In this Act,
  - (a) “Association” means XMLAS established by this Act;
  - (b) “Board” means the Board of the Association;
  - (c) “director” means a member of the Board.
- 3 The unincorporated association, known as the “XMLAS”, is hereby continued as a non-profit body corporate to be known as XMLAS.
- 4
  - (1) The objects of the Association are
    - (a) to place the knowledge and experience of its members at the service of parliamentary democracy in the Province including, in particular, assisting young people to gain knowledge and understanding of the parliamentary system of government in the Province;
    - (b) to serve the public interest by providing non-partisan support for the parliamentary system of government in the Province;
    - (c) to foster a spirit of community among former members of the House of Assembly;
    - (d) to foster good relations between current and former members of the House of Assembly; and
    - (e) to engage in other social, charitable and educational activities.
  - (2) The Association may not
    - (a) pursue its objects for any partisan political purpose; or
    - (b) advocate a position in support of any partisan political purpose.

**5 (1)** All former members of the House of Assembly may become members of the Association.

**(2)** Notwithstanding subsection (1) but subject to subsection (3), a member of the Association who is elected to the House of Assembly ceases to be a member of the Association, whether a regular, honorary or associate member, upon being sworn in as a member of the Assembly.

**(3)** The Speaker of the House of Assembly is the Honorary President of the Association.

**(4)** Other persons who are not members of the House of Assembly may be made honorary members or associate members of the Association as it may see fit.

**6** The Association may, in furtherance of its objects,

(a) initiate, finance and administer programs and activities relevant to its objects, including programs and activities by government, public or private organizations and agencies or individuals;

(b) publish or otherwise disseminate information related to its objects;

(c) award scholarships for study related to its objects;

(d) give recognition, by any means it considers appropriate, for outstanding contributions to the promotion and understanding of the parliamentary system of government in the Province;

(e) borrow money on the credit of the association;

(f) undertake charitable work as it considers appropriate;

(g) expend all amounts received as contributions to the association for its activities; and

(h) do such other things as are conducive to the exercise of its objects.

**7** The head office of the Association is to be at a location in the Province, as determined by the Board.

**8 (1)** The affairs of the Association are to be managed by a Board composed of a President, a Vice-president and other directors elected by the members of the Association.

**(2)** The President is to preside at meetings of the Board and perform such other duties as may be assigned by the Board.

**(3)** The Vice-president has the duties and functions of the President in the event of the absence or incapacity of the President or if the office of the President is vacant.

**(4)** The Board shall meet at least once in each year at the head office of the Association.

(5) The Board may meet at such other times and other places as the President considers necessary.

(6) On the request of a majority of the members of the Board, the President shall call a meeting of the Board at the head office of the Association.

(7) Where the office of a director becomes vacant, the Board may appoint another person to serve as a director for the unexpired term of the person whose office became vacant.

9 (1) The Board may authorize directors to participate in a meeting by electronic means.

(2) A director who participates in a meeting of the Board by electronic means is deemed to be present at the meeting.

(3) Unless the Board decides otherwise, where a member of the Board participates in a meeting by electronic means, the meeting is deemed to take place where a majority of the directors are gathered and, in the absence of a majority at one place, the meeting is deemed to take place where the largest number of directors are gathered or where the President is in attendance, as the Board may determine.

10 (1) The Board may make by-laws respecting

(a) honorary membership and associate membership;

(b) the election of directors including the President and Vice-president, their term of office, the expenses, if any, to be reimbursed to directors and the number of directors to be elected;

(c) the appointment of directors to fill vacancies on the Board;

(d) the employment, engagement or appointment, remuneration, expenses and duties of officers, employees and agents of, and consultants to, the Association;

(e) the establishment of committees;

(f) the calling and holding of meetings of the Board and its committees or of the Association, and the procedures by which such meetings must be conducted, including the manner of holding votes at such meetings;

(g) the appointment of patrons and honorary officers of the Association;

(h) the delegation of powers to the Board or a committee of the Board; and

(i) generally, the administration and management of the business and affairs of the Association.

(2) No by-law of the Association is effective until it is approved at a general meeting of the members of the Association by at least two thirds of those members present and entitled to vote at the meeting.

11 Subject to any by-law of the Association providing for the remuneration of officers, employees and agents of the Association, any profits or accretions to the value of the property of the Association must be used to further the activities of the Association, and no part of the prop-

erty or profits of the Association may be distributed, directly or indirectly, to any member of the Association.

**12 (1)** On petition by the Association, the member of the Executive Council responsible for the *Corporations Registration Act* may dissolve the Association, in the manner specified in the petition.

**(2)** Notice of dissolution under subsection (1) must be published as directed by the member of the Executive Council dissolving the Association.

**(3)** Upon the Association being dissolved, its assets, whether real property or otherwise, that remain after paying or making adequate provision for paying its debts and liabilities revert to Her Majesty in right of the Province.

**13** On the coming into force of this Act,

(a) the Executive Committee of the unincorporated association known as the XMLAS becomes the Board until the Board is elected in accordance with this Act; and

(b) subject to the by-laws of the Association, the present officers of the unincorporated association continue to hold office until their successors in office have been elected.

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