
NORTH END BUSINESS ASSOCIATION

(A Society which has been incorporated pursuant to the provisions of Section 5, of the *Societies Act*, R.S.N.S. 1989, C.4

In these By-Laws

- (a) "City" means the Halifax Regional Municipality.
- (b) "Chief Administrative Officer" means the Chief Administrative Officer for the Halifax Regional Municipality.
- (c) "Councillor" means a member of the Halifax Regional Municipal Council.
- (d) "Association" means the North End Business Association
- (e) "District" means the North End Business Association District.

ARTICLE I – NAME & PURPOSE

Section 1.1 Name

The name of the Association shall be the North End Business Association.

Section 1.2 Purpose

The Association shall be so organized and shall be so operated as a business association to promote economic development, support the common business interests, improve business conditions and create a positive image in the North End and appurtenant areas of Halifax, Nova Scotia. It is a fundamental principal of the Association that all recommended local area rates be placed on business occupancy and commercial realty assessment in the North End Area and appurtenant areas are private sector contributions to the promotion, marketing and improvement projects within the North End District and appurtenant areas and that these recommended area rates have been agreed to by the Board of Directors of the Association and may be amended or eliminated pursuant to the provisions contained with Article XII herein.

Section 1.3 District

The boundaries for the North End District and appurtenant areas, as are referred to above, are more specifically defined in Schedule "A" which is attached to and which forms a part of these By-Laws.

ARTICLE II – BUSINESS OFFICE AND LOCATION

Section 2.1

The business office of the Association shall be located within the District upon or in premises as may be directed from time to time by the Board of Directors.

ARTICLE III – MEMBERSHIP

Section 3.1 Membership

Each of the persons or entities who is a non resident tenant in or an owner of Commercially Assessed real property within the District as defined herein shall be eligible for membership in the North End Business Association

Section 3.2 Assessment of Members

Subject to Section 3.1, no formal admission to membership in the Association shall be required and the entry by the Secretary in the Register of the Members of name and address of any organization or individual shall constitute an admission to membership in the Association. All of those eligible for Membership in the Association shall be assessed a local area rate upon which business occupancy and/or commercial realty taxes shall be payable to the Halifax Regional Municipality. This shall be in addition to any other assessed rate upon which business occupancy and/or commercial realty taxes shall be payable to the Halifax Regional Municipality

Section 3.3 Voting

Each Member, (hereinafter: “Members”) and Director in good standing shall have one vote at all General Meetings of the Association and at the Annual General Meeting thereof. Good standing shall be defined as not being in arrears with respect to the payment of any local area rates upon business occupancy and/or commercial realty and/or any dues.

Section 3.4 Dues and Levies

Dues and levies shall be determined by the Board of Directors in consultation with the Halifax Regional Municipality. The Annual Budget of the Association shall include a three (3%) reserve for uncollectible arrears in local and area rates.

Section 3.5 Termination/Cessation of Membership

- (.1) Any Member so recorded by the Secretary of the Association who (which) sells or otherwise disposes of his (its) real property within the District as defined herein or who (which) cease to be a nonresident tenant in a commercial real property within the District shall cease to be eligible for Membership in the Association and shall be removed from Membership Roll by the Secretary.

ARTICLE IV – MEETINGS OF MEMBERS

Section 4.1 Annual General Meeting

The Annual General Meeting of the Members of the Association shall be held at such time and place and upon such date as shall be set out by the Board of Directors. Notice of the Annual General Meeting shall be mailed to each Member not less than fourteen (14) days prior to the date thereof.

Section 4.1.1 Election of Directors

An election of Members to serve on the Board of Directors shall be held during the Annual General Meeting in the manner more particularly set forth in Article VII hereof. Members of the Board of Directors shall continue to hold office until their successors (or their successor, as the case may be) are elected. Prior to the election of Members to the Board of Directors, the Association shall cause to be constituted a Nominating Committee which shall submit a slate of names to be considered by the Members for election to the Board of Directors.

Section 4.2 Annual Report

A complete operational report and audited financial statement of the preceding year shall be distributed to all of the Members attending the Annual General Meeting.

Section 4.3 Special Meetings

Special Meetings of the Members may be called by the Board of Directors. Only business within the purpose or purposes described in the notice for a Special Meeting of the Members may be conducted at the Meeting to which the notice applies.

Section 4.4 Quorum

A minimum of ten (10) assessed members shall constitute a voting quorum for the Annual General Meeting or for any Special Meeting.

4.4(1)

For voting purposes and for purposes of service as a Board Member, a member with multiple properties within the District shall be treated as though that member had only one property.

Section 4.5 Proxies

A vote at the Annual General Meeting may be cast in person by any Member or by proxy. Proxies shall be duly executed in writing, shall be valid only for the Annual General Meeting for which they are executed and must be filed with the Secretary before the commencement of the Annual General Meeting.

Any proxy shall be void if it is not dated, or if the signature appearing thereon has not been witnessed by another person who shall also sign and print his full name and provide his full address, or if it has not been filed with the Secretary prior to the commencement of the Annual General Meeting. For the purposes for the constitution of the Quorum, proxies consistent with the provisions hereinbefore set forth shall be included.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 General Powers

The business of the Association shall be managed by its Board of Directors except as might otherwise be provided for in the provisions of any governing Statute(s) or by its Memorandum of Association or By-Laws. The duties and powers of the Board of Directors shall include but shall not be limited to:

- nomination and election to the Executive Committee;
- recommendation(s) to the Members on the amendment of these By-Laws;
- hiring of staff including the appointment of the Executive Director and the establishment of applicable rates of remuneration and employment benefits;
- recommendation to the Halifax Regional Municipality on the establishment of local area rates for the District;
- appointment to the Nominating Committee.

Section 5.2 Composition

The Board of Directors shall consist of not less than eight (8) and not more than sixteen (16) people.

Section 5.2.1 Term

A person's term on the Board of Directors shall be for no more than two (2) years. Members of the Board of Directors who are not Officers shall be entitled to serve no more than two (2) consecutive terms for a total of four (4) years prior to resignation or retirement. Not fewer than one quarter of the Members of the Board of Directors and not greater than one-half of the Members of the Board of Directors shall have terms expiring one business day subsequent of the Annual General Meeting.

Section 5.2.2 Election of Board of Directors

Members of the Board of Directors shall be elected by Members of the Association pursuant to the provisions of Articles IV and VII. Members shall ordinarily be elected to the Board of Directors at the Annual General Meeting of the Association. Elections shall be by simple plurality of the votes cast by the Members entitled to vote in the Election at the Annual General Meeting at which a quorum of the Members is present.

Section 5.2.3 Residential Representative

A residential representative shall sit on the board of directors ex officio. Their term shall be defined by section 5.2.1 and they shall be elected as described in section 5.2.2. The residential representative must reside within the boundaries of the North End Business District as defined by the associate member boundary.

Section 5.2.4 Associate Member Representative

One seat of the Board of Directors can be occupied by an Associate Member, so long as their associate membership is in good standing. Their term shall be defined by Section 5.2.1 and they shall be elected as described in Section 5.2.2.

Section 5.3 Automatic Membership on Board of Directors

The following people are automatically Members of the Board of Directors of the Association

- (a) the immediate past chairperson of the Association;
- (b) the Chief Administrative Officer of the Halifax Regional Municipality or his designate;
- (c) any Member of the Halifax Regional Municipality Council specifically appointed by that Council to the Board of Directors.

Section 5.4 Vacancies

Vacancies on the Board of Directors may be filled by a majority vote of the remaining Directors. Any such election shall be for the unexpired term of the vacancy being filled.

Section 5.5 Meetings of the Board of Directors

The Members of the Board of Directors shall meet as often as necessary to properly conduct the affairs of the Association provided that notice thereof is directed to each Member of the Board of Directors.

Section 5.6 Order of Business

All meetings of the Board of Directors and the Executive Committee shall be conducted with the use of an agenda as determined by the board of directors.

Section 5.7 Quorums for Meetings of Board of Directors

One third(1/3)of the Members of the Board of Directors shall constitute a quorum except that half plus one shall constitute a quorum for the purposes of approving the Annual Budget and the Annual Business Plan of the Association. Any resolution in writing signed by all of the Directors or approved in electronic form and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.

For greater clarity, where the division of the numbers of members does not result in a whole number, then the next highest whole number shall be taken. Members who are appointed ex-officio shall not be included in the numbers for these calculations.

Section 5.8 Notice

Notice of any Meeting of the Members of the Board of Directors shall be effective if delivered in writing, by telephone, or in person and if given no less than twenty-four (24) hours prior to the commencement of such Meeting.

Section 5.9 Removal of Directors

The Members of the Association may, by special resolution, remove any Director prior to the expiration of his term of office and appoint another person in his stead. The person appointed shall hold his office as Director only for such time as the Director in whose place he has been appointed would have held his office should he not have been removed therefrom.

Section 5.10 Remuneration of Directors

No person shall earn any remuneration or other benefit by virtue only of his office as a Director of the Association

Section 5.11 Voting

For all purposes of decision-making by the Board of Directors, a simple majority of 50% plus one shall be sufficient to decide an issue provided that a quorum is present and proper notice has been given as called for in Sections 5.7 and 5.8 hereof.

The Chairperson shall be entitled to vote at meetings of the Board. Where the Chairperson is not present at a properly constituted meeting of the Board of Directors, then the Vice-Chair shall assume the position of Chairperson and should neither the Chair nor the Vice-Chair be present, then those present shall vote to select a Chairperson from among those present for purposes of that meeting. .

ARTICLE VI – OFFICERS

Section 6.1 Appointment of Officers

The Officers of the Association shall be the Chairperson who shall preside at all Meetings of the Board of Directors and Executive Committee, a Vice-Chairperson, Secretary/Treasurer, and in the discretion of the Members of the Board of Directors, one or more other Officers and/or Assistant Officers as may be deemed necessary or advisable to assist with carrying on the business and/or undertakings of the Association. All Officers and/or Assistant Officers shall be elected from amongst the Members of the Board of Directors on a simple majority vote for periods of ordinarily not less than two (2) years. The Board of Directors shall have the authority to extend the term of office for any Officer and/or Assistant Officer for not more than two (2) years in each of the aforementioned positions. Any two (2) or more Offices may be held by the same person. Any Officer and/or Assistant Officer may be removed from his or her Office at any time with or without cause, by simple majority vote of the remainder of the Members of the Board of Directors. The Executive Director of the Association shall be an *ex officio* member of the Board of Directors, the Executive Committee and every Committee associated therewith but shall not vote upon the transaction of any business.

ARTICLE VII – ELECTION PROCEDURE

Section 7.1 Nominations

The Chairperson of the Association shall appoint a Nominating Committee of at least three (3) Members who shall nominate Members for election to the Board of Directors at the Annual General Meeting. Additional nominations of Members to the Board of Directors may be made from the floor of the Annual General Meeting provided that they are both proposed and seconded by two different Members, both of whom are in good standing.

Section 7.2 Election Procedure

The procedure for the conduct of any Election(s) at the Annual General Meeting shall be as prescribed by the Board of Directors from time to time.

ARTICLE VIII – COMMITTEES

Section 8.1 Executive Committee

The Chairperson, Vice-Chairperson, Secretary/Treasurer, Member at Large(s) and Past Chair shall constitute the Executive Committee, which Committee shall exercise all of the powers of the Board of

September 15th, 2020

Directors consistent with these By-Laws and the Memorandum of Association of the Association, with the exception of those powers which are expressly reserved to the exclusive authority of the Board of Directors.

Section 8.2 Other Committees

The Board of Directors may create as many other Committees or Project Teams as it deems necessary. The Chairperson of each Committee and/or Project Team shall be appointed by the Chairperson of the Board of Directors. Each Committee and/or Project Team shall have the authority to take such action as is delegated to it by the Board of Directors with the exception of such actions as are in conflict with the By-Laws or the Memorandum of Association of the Association or of the set policies of the Association as they may be from time to time. Members of any such Committee and/or Project Team shall be appointed by the respective Chairperson thereof.

ARTICLE IX – AMENDMENTS

The By-Laws may only be amended by a Special Resolution of the Members provided that notice of any proposed amendments(s) be provided to each Member by mail at least ten (10) days prior to the Meeting at which such amendment(s) is (are) scheduled to be considered.

ARTICLE X – BORROWING

The Board of Directors on behalf of the Association may from time to time:

- a. raise or borrow money for the purposes of the Association;
- b. secure the repayment of moneys so raised or borrowed in such manner and upon such terms and conditions in all respects as they think fit, with the sanction of a special resolution and in particular, by the execution and delivery of mortgages of the Association's real and personal property, or by the issue of bonds, debentures or debenture stock of the Association secured by mortgage or otherwise or charged upon all or any part of the property of the Association;
- c. sign or endorse bills, notes, acceptances, cheques, contracts, and other evidence of or securities for money borrowed or to be borrowed for the purposes aforesaid; and
- d. pledge debentures as security for loans with the sanction of a special resolution.

ARTICLE XI – GENERAL PROVISIONS

Section 11.1 Corporate Seal

The corporate seal of the Association, subject to alteration by Members of the Board of Directors shall be in the form of a circle and shall bear the name of the Association and the year of its incorporation and shall be affixed to any document or written instrument when so authorized by the Board of Directors.

Section 11.2 Fiscal Year

The Fiscal Year of the Association shall commence April 1st and conclude March 31st of each following year unless otherwise provided by the Board of Directors.

Section 11.3 Annual Budget and Business Plan

Prior to the beginning of each Fiscal Year, the Board of Directors shall approve the Annual Budget and Annual Business Plan of the Association for the up-coming year prior to their submission to the Members. Each year the Association shall submit to Council through the Chief Administrative Officer, its proposed Operational Budget, together with an estimate of the local area rate required to raise the funds necessary to implement the provisions of the Operating Budget as proposed.

Section 11.4 Annual Report

Following the conclusion of each Fiscal Year, the Board of Directors shall approve and present to the Members and the City an Annual Report of the Association's activities and expenditures for the past year.

Section 11.5 Signing Officers

The Signing Officers of the Association shall be the Chairperson thereof, the Executive Director and any one of the Directors of the Executive Committee.

Section 11.6 Minutes

The Association shall cause to be kept and maintained the Minutes of any meeting of its Members or Directors at which any of its business is transacted.

Section 11.7 Inspection of Minutes and other Records of the Association

Any Member of the Association or his duly authorized representative may review the Minutes of any meeting of the Members of the Association or its Board of Directors or any of its books and/or financial records at the Association's offices as they may be from time-to-time between the hours of 8:30 a.m. and 4:30 p.m. on any day from Monday to Friday (statutory holidays excluded) upon twenty-four (24) hours written notice.

Section 11.8 First Directors

The Subscribers to the Associations Memorandum of Association shall be its First Directors and they shall have all of the powers of the Directors as are set out herein.

Section 11.9 List of Directors

The Association shall file with the Registrar with its annual statement a list of its Directors, with their addresses, occupations and dates of appointment or election, and shall within fourteen (14) days of a change of Directors notify the Registrar of the changes.

Section 11.10 Filing of Special Resolutions

The Association shall file with the Registrar a copy of every special resolution within fourteen (14) days after such resolution is passed.

ARTICLE XII – TERMINATION

At any time, the Board of Directors may meet to approve a request to terminate the Association and surrender its Certificate of Incorporation. Notice of intent in that regards shall be directed by the Board of Directors to every person who is a member in good standing as defined in Section 3.1 and shall be binding upon the Board of Directors if agreed to by at least 75% of said members, by special resolution of those present at the meeting.

If such proposal for termination of the Association is approved by the majority of its Members as set out in this Article, the Board of Directors shall promptly submit to the Halifax Regional Municipal Council the Association's recommendation and request that the Association and its related local area rates within the District be terminated.