

THE
HALIFAX EXECUTIVE
ASSOCIATION

BY-LAW NO. 1

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ARTICLE I — MEMBERSHIP

Section 1. All members in good standing of the unincorporated association known as "The Halifax Executives Association" at the date of the adoption of this By-Law No. 1 shall be members of the Association subject to the provisions of the by-law.

Section 2. Membership in the Association may be held by an individual, firm or corporation and shall represent one or more classes of business or professional activity. Classification of membership in the Association shall continue to be that existing at the date of the adoption of this By-Law No. 1, until modified, extended or altered by resolution of the Board of Directors. The Board of Directors shall have power from time to time to modify, extend or alter the classification of membership in the Association by resolution, but there shall be only one member for each classification.

Section 3. Representatives of members in the Association shall be either active or associate.

Section 4. Any member of the Association may propose a candidate for any classification which is vacant at the time of proposal. The name of such candidate and its or their active representative shall be referred to the Membership Committee, and if approved by such Committee, shall be submitted to the Executive at a regular meeting for its approval. Upon receiving such approval, the name of such candidate and of its or their active representatives shall be published in the weekly bulletin of the Association for one week. Any member of the Association shall have the right to object to the

admission of any candidate by giving good and sufficient reason for such objection in writing within five (5) days of the first publication of the name of the candidate as herein provided. In the absence of any objection, the candidate, upon signing an application and paying the prescribed fee, shall be admitted to membership. The voting rights of a member shall be exercised by him or its or their active representatives.

All candidates for active or associate representatives of a member must be approved by the Board of Directors before the name of such candidate is added to the roster of representatives.

Section 5. Any member shall automatically forfeit membership in the Association upon ceasing to be actively engaged in the business or profession which such member was elected to represent.

Section 6. Any member in good standing may resign by presenting his resignation in writing to the Board of Directors. The Board of Directors, at its option, may require the resignation of any member in good standing, or may suspend or expel such member.

Section 7. Without in any way limiting the right or power of the Board of Directors to require the resignation of, or to suspend or expel any member, the membership of any member who (1), is not represented at four consecutive regular meetings of the Association either by an active or associate representative, without leave of absence granted by the Board of Directors, or, (2), is not represented, either by an active or associate representative, at one-third of such regular meetings during any three consecutive months without leave of absence granted by the Board of Directors, or, (3) shall be in default in the payment of one quarterly

instalment of dues when another quarterly instalment becomes due, shall automatically terminate.

Section 8. Any member in good standing may submit to the Membership Committee for its consideration and for the approval of the Board of Directors, the name of an individual as an associate representative of such member. The associate representative shall not be entitled to the right to vote at any meeting of the Association.

ARTICLE II — FISCAL YEAR

Section 1. The fiscal year of the Association shall begin on June 1st and terminate upon the 31st day of May of the following year.

Section 2. The Annual Meeting of the Association shall be held on the third Thursday in the month of June, or on such other date in the month of June as the Board of Directors may determine.

ARTICLE III

ADMISSION FEES AND DUES

Section 1. The admission fee for membership shall be such sum as shall from time to time be prescribed by resolution of the Board of Directors, confirmed by the Association.

Section 2. The dues of members shall be such sum or sums as shall be prescribed by resolution of the Board of Directors, confirmed by the Association, and shall be payable as and when prescribed by such resolution.

ARTICLE IV — BOARD OF DIRECTORS

Section 1. The management of the affairs of the Association shall be vested in a Board of Directors. The Board of Directors shall consist of:

(A) The President, 1st Vice-President, 2nd Vice-President, Secretary-Treasurer and five other Directors, all of whom, except the Secretary, shall be elected by the active representatives of members of the Association from among the active representatives of members of the Association in good standing as hereinafter provided.

(B) The immediate Past President.

Section 2. A Nominating Committee consisting of the President and the two immediate Past Presidents, together with the Secretary, shall present a slate of active representative of members at the Annual Meeting of the Association and from such slate the Officers and Members of the Board of Directors, other than the Past President, shall be elected by ballot and shall serve for a period of one year or until their successors are elected.

Section 3. Four Directors shall constitute a quorum for the transaction of business.

Section 4. In the event of a vacancy in the Board of Directors or in any of the elective offices of the Association, it shall be the duty of the Board of Directors to appoint an active representative of a member of the Association in good standing to fill such vacancy, and such active representative of a member shall serve the unexpired terms of the retiring Director or Officer.

ARTICLE V — MEETINGS OF THE BOARDS OF DIRECTORS

Section 1. The President may, and the Secretary shall, on requisition of any officer or any two Directors of the Association call a meeting of the Board of Directors to convene at such place in the City of Halifax and at such time as the President, or such requisition shall pre-

scribe, two clear days notice shall be given of all meetings of the Board of Directors, provided always that a meeting of the Board of Directors may be held at any time, and at any place without notice, if all the Directors are present thereat, or if those absent signify consent to the holding of such meeting in their absence.

ARTICLE VI — OFFICERS

The officers of the Association shall be:

President, 1st Vice-President, 2nd Vice-President, Secretary-Treasurer.

ARTICLE VII — DUTIES AND POWERS OF THE PRESIDENT

Section 1

(A) To preside at all meetings of the Association.

(B) To preside at all meetings of the Board of Directors.

(C) On the advice of the Board of Directors to appoint the Chairman of each standing committee.

(D) To call special meetings of the Board of Directors, and upon the advice of the Board of Directors, to call special meetings of the Association.

(E) To sign cheques on the bank account of the Association in payment of the accounts of the Association, the same having been approved by the Board of Directors. All cheques shall be countersigned by the Secretary-Treasurer.

Section 2. The President shall have the right to vote on all questions submitted at any meetings at which he presides, and, in the event of any equality of votes, he shall have a second or casting vote.

ARTICLE VIII

Section 1. In the absence or illness of the President his duties and powers may be carried out and exercised at any meeting of the Association and/or of the Board of Directors by any elected member of the Board of Directors and the said elected members shall so substitute in turn as arranged by the Secretary under the direction of the Board of Directors.

ARTICLE IX — SECRETARY-TREASURER

Section 1. **DUTIES.** It shall be the duty of the Secretary to keep full minutes of all meetings of the Association and of the Board of Directors; to prepare and send all notices of meetings of the Association and of the Board of Directors; to keep an accurate record of all business of the Association and of the Board of Directors, and to notify promptly, either by bulletin, letter or telephone, the member or members entitled to, informing him regarding same; to maintain and preserve a correct roll of the membership of the Association; to take charge of and to preserve all paper, records and documents belonging to the Association. He shall perform such other duties as The Directors in their discretion may deem expedient. It shall be the duty of the Treasurer to receive all monies paid into the Association and to deposit same in a bank or banks to be designated by the Board of Directors; to keep accurate accounts of all monies owing by and received from the several members of the Association, and of all business transacted by the Association, to report to the Board of Directors at each regular meeting thereof, all arrears of dues payable by members of the Association; to pay all bills which have been approved for payment by the Board of Directors; to collect all dues; to make at each annual meeting of the

Association a report of all receipts and disbursements, and to perform all such other duties relating to his office as may from time to time be authorized and directed by the Board of Directors. He shall have power to countersign cheques on the bank account of the Association.

Section 2. **REMUNERATION:** The salary of the Secretary shall be fixed by the Board of Directors.

Section 3. **REMOVAL AND APPOINTMENT OF SUCCESSORS:** The Secretary-Treasurer may be appointed and may be removed by a majority vote of the Board of Directors for any cause which to them may seem sufficient, and a successor or successors to the office so removed may be appointed by the Board of Directors to serve the unexpired term of such officer.

ARTICLE X — DUTIES OF MEMBERS

Section 1. It shall be the duty of every member to attend or to have representatives, either active or associate, attend all regular meetings of the Association and to assist in every way possible to attaining the objects of the Association.

ARTICLE IX — STANDING COMMITTEES

Section 1. There shall be the following standing committees:

1. Committee on Membership
2. Committee on Program
3. Committee on Attendance
4. Committee on Trade Extension and Business Information.
5. Committee on Entertainment

Section 2. It shall be the duty of the membership committee to take charge of all matters relating to application for membership in the Association.

Section 3. It shall be the duty of the program committee to see that a program is provided for each meeting of the Association.

Section 4. It shall be the duty of the attendance committee to promote and develop the attendance of members and representatives of members at the meetings and other gatherings of the Association.

Section 5. It shall be the duty of the Trade Extension and Business Information Committee to assist in developing and promoting trade and industry and in directing the distribution of business information to members.

Section 6. It shall be the duty of the Entertainment Committee to take charge of all matters relating to social events scheduled by the Association.

ARTICLE XII — TERM OF EXISTENCE AND PROPERTY

Section 1. The Association shall remain in existence until such time as three-fourths of the active representatives of its members shall vote to disband it.

Section 2. No member shall have any right, title or interest in any of the assets of the Association unless the same is disbanded in which event only members in good standing at the time the same is disbanded may participate in the assets and in such event such participation shall be pro rata.

ARTICLE XIII — TERMS OF COMMITTEES

Section 1. The term of each standing committee shall be the term of the President appointing the chairman thereof but the President shall have the right and power on the advice of the Board of Directors to change the members of the Committee at any time.

Section 2. A Special committee shall expire with the performance of the duty which it was appointed to perform.

ARTICLE XIV — MEETINGS

Section 1. The Association shall hold its Annual Meeting in the City of Halifax, Nova Scotia on the third Thursday in the month of June, or on such other date in the month of June as the Board of Directors may determine.

Section 2. A regular meeting of the Association shall be held on each Thursday unless said day shall fall on a legal holiday, in which event the meeting shall be held on the preceding day. At all meetings of the Association one-third of the active representatives of members of the Association in good standing, being present at such meeting shall constitute a quorum but a lesser number may adjourn the meeting from day to day.

Section 3. At least one day before the date of any regular meeting of the Association, a notice of the time and place at which such meeting will be held shall be mailed to each member in good standing, to his last known address as disclosed by the records of the Association and in case of a special meeting such notice shall contain a general statement of the purposes for which such meeting is called and no other business shall be brought before such meeting except that specified in the notice.

ARTICLE XV— BY-LAWS

A new by-law may be made or an existing by-law amended, modified or repealed when a resolution embodying such new by-law or change in an existing by-law is passed at a general meeting of the Association of which notice specifying the intention to propose the resolution as a special resolution has been given at the regular meeting preceding such meeting, but not less than three-fourths of the active representatives of members entitled to vote as are present. Such new by-law or change in an

existing by-law shall become effective when a copy of it has been filed with and approved by the Registrar of Joint Stock Companies. Such copy shall be filed by the Secretary within fourteen (14) days after the resolution is passed.

No resolution adding, altering or repealing a by-law shall be presented to a meeting of the Association which has not first been approved by resolution of the Board of Directors.

ARTICLE XVI

EXERCISE OF BORROWING POWERS

Section 1. The Board of Directors of the Association may borrow money from any person, including a chartered bank, on behalf of the Association in such amounts and for such times and on such conditions as may be determined by resolution adopted by the Association at any regular meeting.

ARTICLE XVII — AUDIT OF ACCOUNTS

Section 1. The Association at its Annual Meeting shall appoint an auditor for the term of one year or until a replacement is appointed. The fees payable to the auditor shall be those agreed upon by the auditor and the Board of Directors. The financial statements of the Association presented at its Annual Meeting shall bear the certificate of the auditor.

ARTICLE XVIII

CUSTODY AND USE OF SEAL

Section 1. The Secretary-Treasurer shall maintain custody of any seal the Association may at any regular Meeting adopt. He shall affix such seal to any document executed on behalf of the Association.

ARTICLE XIX — INSPECTION OF BOOKS AND RECORDS

Section 1. The books and records of the Association shall be made available by the Secretary-Treasurer for inspection by active representatives of members during the period of one hour preceding the commencement of the Annual Meeting of the Association, providing a request in writing for such inspection is received by the Secretary-Treasurer at the registered office of the Association at least two days preceding the date of such Annual Meeting.

ARTICLE XX

EXECUTION OF CONTRACTS

Section 1. All contracts, deeds, bills of exchange and other instruments shall be executed on behalf of the Association by the signatures of the President or the Vice-President and the Secretary-Treasurer.