

Bylaws of the Windsor Township Business Association

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - a. "Society" means the Windsor Township Business Association.
 - b. "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - c. "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been given.

Membership

2. The subscribers to the Memorandum of Association and all persons or a designated representative of a business assessed within the proposed area served by the Society for business tax levy or real property tax, directly or indirectly, shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and to hold any office. Members may vote at the annual general meeting or extraordinary meeting, but there shall be no proxy voting, and each separate business and property owner receives one membership vote. One vote per commercial property or a registered business up to a maximum of one vote per person.
5. Membership in the Society shall not be transferrable.
6. The following shall be admitted to membership in the Society:
 - a. Any individual or a representative over the age of 18 years old of a business assessed within the area served by the Society for business tax levy or real property tax, directly or indirectly, and who upholds the objectives of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting.
7. No formal admission to membership shall be required and the entry in the Register or Members by the Secretary of the name and address of any qualifying business or organization or individual shall constitute an admission to membership in the Society.
8. Membership in the Society shall cease upon death of a member, or the business or organization moves outside of the described boundaries in Schedule A.

Boundaries

9. The area to be served by the Society is within the boundaries outlined in Schedule A and described in Schedule B.

Fiscal Year

10. The fiscal year of the Society shall be the period from April 1 in any year to March 31 in the next year following.

Meeting

11. Meeting

- a. The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
 - b. An extraordinary general meeting of the Society may be called by the Chairperson or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per cent (25%) in number of the members of the Society.
12. Three days notice of a meeting, specifying the place, day, and hour, and in the case of special business, the nature of such business, shall be given to members. Notice shall be given in writing by email or post at their last known addresses. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.
 13. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. Minutes of the preceding general meeting
 - b. Consideration of the annual report of directors
 - c. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon
 - d. Election of directors for the ensuing year
 - e. Appointment of Auditors

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

14. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.
15. If within one half-hour from the time appointed for the meeting a quorum of members is not present, the meeting if convened upon the requisition of the members, shall be dissolved and adjourned. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned *sine die*.

16.

- a. The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society
- b. If there is no Chairperson or if at any meeting they are not present at the time of holding the same, the Vice Chair shall preside as Chairperson

- c. If there is no Chairperson or Vice Chair present at the meeting, the members present shall choose someone of their number to be Chairperson.
17. The Chairperson shall vote on all matters coming before the Society and in the case of an equality of votes the motion will be deemed to be defeated.
18. The Chairperson may, with the consent of the meeting, adjourn any meeting from time to time place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
19. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
20. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

Vote of members

21. Every member shall have one vote and no more.

Directors

22. Unless otherwise determined by general meeting, the number of directors shall be not less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
23. Any member of the Society shall be eligible to be elected a director of the Society.
24. Directors shall be elected by members at each ordinary or annual general meeting of the Society.
25. The Council of the Regional Municipality of West Hants may appoint a member of the Council or municipal employee to be the representative of the Regional Municipality of West Hants on the Society and such member may act as a director of the Society.
26. At the first ordinary or annual meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
27. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall **ipso facto** be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
28. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in

- whose place he is appointed would have held office if he had not been removed.
29. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
 30. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of directors are present at the commencement of such business.
 31. The Chairperson or, in their absence, the Vice Chair, or in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.
 32. The Chairperson shall vote on all issues coming before the Board of Directors and in the case of an equality of votes the motion shall be deemed to have been defeated.

Power of Directors

33. The management of the activities of the Society shall be vested in the directors who shall carry out those duties and responsibilities according to the direction and policies of the Society, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and so all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have the power to engage an executive director and to determine their duties and responsibilities and their remuneration. The executive director shall be an ex-officio member of the Board of Directors. The Directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

Officers

34. The officers of the Society shall be Chairperson, Vice Chairperson, a treasurer and a secretary. The officers of treasurer and secretary may be combined.
35. The members shall elect one of their number to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to them by the members from time to time.
36. The members may also elect from their number a Vice Chairperson. The Vice Chair shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during their absence, illness, or incapacity of the Chairperson, or during such period of the Chairperson may request them to do so.

- 37.
- a. There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to them by the members. The members shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of secretary and treasurer. The directors may appoint a subscribing secretary who may be a person who is not a director of the Society but is employed by the Society to fulfill the secretarial and administrative duties and functions as determined from time to time by the directors.
 - b. The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

Audit of Accounts

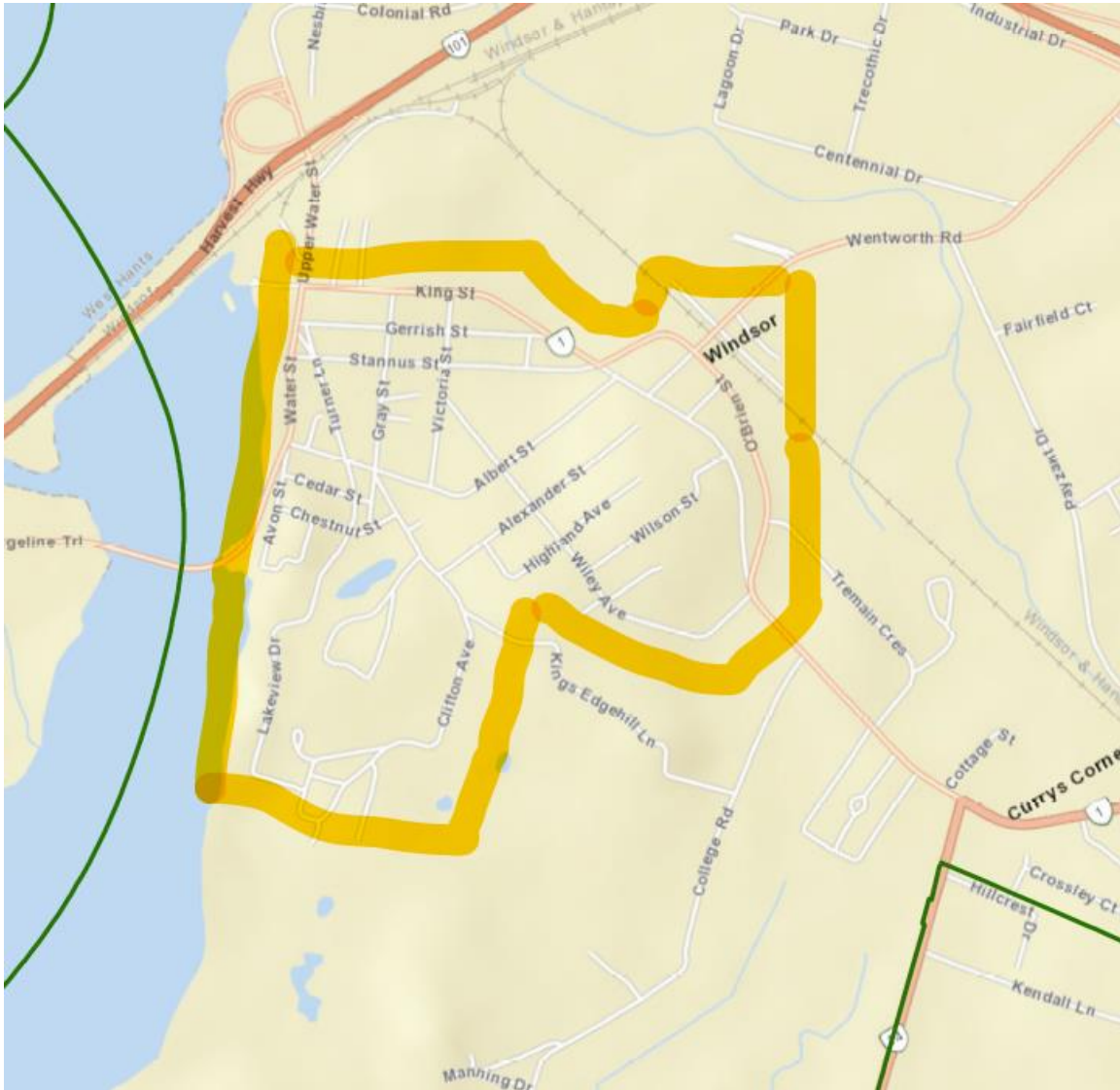
38. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so. An auditor so appointed shall be either a certified general accountant or a chartered accountant or a person with similar designation.
39. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every report, he shall state whether, in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year as required by law.
40. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

Miscellaneous

41. The Society 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 within fourteen days of a change of directors notify the Registrar of the change.
42. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
43. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

44. Preparation of minutes, custody of the books and records, and custody of the minutes of all meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.
45. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
46. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
47. The borrowing powers of the Society may be exercised by special resolution of the members.

Schedule A:
Boundaries of the Windsor Township Business Association



Schedule B:

Described boundaries of the Windsor Township Business Association

The described boundaries are as follows: Water Street including the Windsor Waterfront, Lakeview Drive and Clifton Ave (inclusive, meaning both sides of the street) to King Street (inclusive, meaning both sides of the street) to Wentworth Road up to and including Empire Lane to the intersection of Wiley Ave – King Street – O'Brien Street.