

THE ANNAPOLIS BOARD OF TRADE

Registered pursuant to Part II of the Boards of Trade Act on 2 January, 1946 in Liber 420, Folio 189, Reference No. 117078 (Corporation Number 1210).

BY-LAWS

Article I - Name and Objectives

Section 1. The name of this organization shall be the Annapolis Board of Trade.

Section 2. The objectives of the Annapolis Board of Trade shall be to promote and improve trade and commerce and the economic, civic and social welfare of the district.

Section 3. The usual place of meeting shall be in the town of Annapolis Royal, Nova Scotia.

Section 4. The Annapolis Board of Trade shall be non-sectional and non-sectarian and shall not lend its support to any candidate for public office.

Article II - Interpretation

Section 5. Wherever the words "the board" occur in these by-laws, they shall be understood to mean the Annapolis Board of Trade as a body.

Section 6. Wherever the words "the council" occur in these by-laws, they shall be understood to mean the "council of the Annapolis Board of Trade".

Section 7. Wherever the word "district" occurs in these by-laws, it shall mean that area, within and for which this board was established, as defined in the *Certificate of Registration* under the *Boards of Trade Act* (R.S.C., 1985, c. B-6, s. 1). That is to say, the area enclosed by the following boundaries:

NORTH: The Bay of Fundy from Victoria Beach to Young's Cove;

EAST: By a line running North West from the village of Maitland Bridge and including the villages of Perotte and Round Hill to Young's Cove;

SOUTH: The Queen's County Line;

WEST: From the Queen's County Line (near Kedge Lodge) and running in a straight line North West to the village of Clementsport on the Annapolis Basin and including the town of Annapolis Royal and the villages of Granville Centre, Granville Ferry, Lower Granville, Thorn's Cove and Port Wade.

Article III - Membership

Section 8. Any reputable person, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district, shall be eligible for membership in the board.

Section 9. Associations, corporations, societies, partnerships or estates, directly or indirectly engaged or interested in trade, commerce or the economic and social welfare of the district may become members of the board.

Section 10. At any general meeting of the board, any member in good standing may propose any eligible person or organization as a candidate for becoming a member of the board, providing such candidate shall undertake, if admitted, to be governed by the by-laws of the board.

Section 11. If such proposal is carried by a majority of two-thirds of the members of the board then present, such person or organization shall thenceforth be a member of the board and shall

have all the rights and be subject to all the obligations of the other members.

Section 12. Membership shall continue from the time of admittance until a member has resigned in accordance with the provisions of these by-laws or has been removed from the roll of members by action of the council.

Section 13. Any member of the board, who intends to retire therefrom or to resign their membership may do so, at any time, upon giving the secretary ten days' notice in writing of such intention, and upon discharging any lawful liability which is standing upon the books of the board against them at the time of such notice.

Section 14. The council may remove from the roll of members the name of any newly enrolled member failing to pay their annual dues within thirty days of their admission, or of any other member who fails to pay such dues within three months of the date on which they fall due. Upon such action by the council, all privileges of membership shall be forfeited.

Section 15. Persons who have distinguished themselves by some meritorious or public service may be elected Honourary Members by a majority vote of the board. Such recognition shall be for a term of one year and may be repeated. Honourary membership shall include all the privileges of active membership except that of holding office, with the exemption from the payment of annual dues.

Section 16. Any member of the board may be expelled by a two-thirds vote of the whole council, providing that the member so expelled shall be at liberty to appeal the decision of the council directly to the membership at the next general meeting.

Article IV - Dues and Assessments

Section 17. The annual dues payable by members of the board shall be determined annually by the council, subject to the approval of a general meeting whenever a change in the previous amount is involved, and shall become payable on the first day of March in each year, unless otherwise determined by a general meeting.

Section 18. Other assessments may be levied against all members, provided they are recommended by the council and approved by a majority of the members present at a general meeting of the board. The notice calling such a general meeting shall state the nature of the proposed assessment.

Article V - Officers and Council

Section 19. The officers shall be: a president, vice-president and secretary who, together with the treasurer and seven (7) other members, shall be elected from among the members each year at the annual general meeting by ballot and shall form the council. They shall remain in office for one year or until their successors shall be appointed but no such officer, with the exception of the secretary, shall hold the same office for more than two years in succession.

Section 20. Where a member of the council dies or resigns their office or is absent from three consecutive meetings of the council, the council shall report the fact at the next general meeting, which may either elect a member of the board to the council, in the place of the member who had died or resigned or is absent, or else may authorize the council to do so.

Section 21. Any officer or council member may be suspended from their office or have their tenure of office terminated if, in the opinion of the council, they are guilty of wilful misconduct or are grossly negligent in the performance of their duties, providing however, that any officer or

council member so suspended or whose tenure of office has been terminated, shall be at liberty to appeal the decision of the council directly to the membership at the next general meeting.

Section 22. The council shall have the general power of administration. It may make or authorize petitions or representations to the government or parliament of Canada, the government or legislature of the province or territory, or others, as it may determine or as may be required by vote of a majority of members present at any general meeting.

Section 23. The council shall, in addition to the powers hereby expressly conferred on it, have such powers as are assigned to it by any by-law of the board provided, however:

- (a) that such powers are not inconsistent with the provisions of the Boards of Trade Act; and
- (b) that the council shall neither purchase nor dispose of any real property of the board without the prior consent of a majority at a quarterly general meeting of the board duly called.

Section 24. Any five (5) or more members of the council, lawfully met, shall be a quorum and a majority of such may do all things within the powers of the council.

Section 25. The council shall frame such by-laws, rules and regulations as appear to it best adapted to promote the welfare of the board, and shall submit them for adoption at a general meeting of the board called for that purpose.

Section 26. The council may appoint committees or designate members of the council, the board or others, to examine, consider and report upon any matter or take such action as the council may request. Any committee may be terminated by the council.

Section 27. The council may for just cause terminate or suspend from office the chairman of any committee.

Section 28. No paid employee of the board shall be a member of the council or have the authority to sign notes, drafts or cheques drawn upon the board's funds. Officers of the board shall receive no remuneration for services rendered, but the council may grant any of these said officers reasonable expense monies.

Section 29. The president and vice-president, before taking office, shall take and subscribe before the mayor of a town within the district or before any justice of the peace, an oath in the following form:

"I swear that I will faithfully and truly perform my duty as of the Annapolis Board of Trade, and that I will, in all matters connected with the discharge of such duty do all things, and such things only, as I shall truly and conscientiously believe to be adapted to promote the objects for which the said Board of Trade was constituted according to the true intent and meaning of the same. So help me God."

Section 30. The meetings of the council shall be open to all members of the board, who may attend, but may not take part in any of the proceedings.

Section 31. No public pronouncement in the name of the board may be made unless authorized by the council or by some person to whom the council has delegated this responsibility.

Duties of officers and treasurer

Section 32. At all meetings of the board and council the president, or in his absence the vice president, or if both are absent any member of the council then present who is chosen for the occasion, shall preside.

Section 33. The president shall, with the secretary, sign all papers and documents requiring signature on behalf of the board, unless someone else is designated by the council. It shall be the duty of the president to present a general report of the activities of the year at the annual meeting.

Section 34. The secretary shall be the executive officer of the board and shall be responsible to the council for the general control and management of the board's business affairs; and:

- (a) shall be responsible for keeping the books of the board, conducting its correspondence, retaining copies of all official documents;
- (b) shall have custody of the seal of the board and shall, with the president, sign and when necessary seal all papers and documents requiring signature or execution on the board's behalf;
- (c) shall maintain an accurate record of the proceedings of the board and of the council; and
- (d) shall perform all such other duties as properly pertain to the office, and shall deliver to the board all books, papers and other property of the board at the expiration of the term of office.

Section 35. The treasurer shall have charge of all funds of the board and:

- (a) shall deposit, or cause to be deposited, the said funds in a chartered bank selected by the council, and shall permit the payment out of such funds only the amounts authorized by the council;
- (b) shall keep a regular account of the income and expenditures of the board, and shall submit an audited statement thereof for presentation at the annual general meeting and at any other time required by the council;
- (c) shall make such investment of the funds of the board as the council may direct;
- (d) shall ensure that all notes, drafts and cheques are signed by at least two of the three members of the council who have been given this authority by the council; and
- (e) shall ensure that all disbursements from, or transfers between, the board's funds by means other than those specified in subsection (d) are supported by written authorization signed in advance by at least two of the three members of council who have been given this authority by the council.

Article VI - Meetings

Section 36. The annual meeting of the board shall be held in the month of March in each year at the time and place determined by the council. At least two weeks' notice of the annual meeting shall be given.

Section 37. Regular general meetings of the board shall be held quarterly at the time and place designated by the council.

Section 38. Special general meetings of the board may be held at any time when summoned by the president, or requested in writing by any five members of the council, or any ten members of the board. At least one day's notice of such meetings shall be given.

Section 39. The council shall meet from time to time as may be necessary to carry on the business of the board.

Section 40. Notice of all quarterly general meetings, naming the time and place of assembly, shall be given by the secretary. Notice at least ten days prior to the meetings through one newspaper or otherwise, as is thought necessary by the council, shall constitute sufficient notice.

Section 41. At any annual or general meeting at least one member of the council together with nine (9) other members of the board shall be a quorum and, unless otherwise specifically provided, a majority of members present shall be competent to do and perform all acts which are, or shall be, directed to be done at any such meeting.

Section 42. Parliamentary procedure shall be followed at all general and council meetings in accordance with "Rules of Order" by Bourinot. Upon an appeal being made from a decision of the presiding officer, the vote of the majority shall decide.

Section 43. Minutes of the proceedings of all general and council meetings shall be entered in books to be kept for that purpose, by the secretary.

Section 44. The entry of such minutes shall be signed by the person who presides at the meeting at which they are adopted.

Section 45. All books of the board shall be opened at all reasonable hours to any member of the board, free of charge.

Article VII - Voting

Section 46. Every member in good standing represented at any general meeting shall be entitled to one vote provided that the vote of an association, corporation, society, partnership, or an estate member shall in each case be assigned to individuals.

Section 47. Voting at council or general meetings shall normally be by a show of hands or, if requested by the chairman, by a standing vote. A roll call vote or secret ballot shall be taken, if requested by five (5) members, provided such request received approval of a majority of the members assembled.

Section 48. Unless a secret ballot is held, the last vote cast shall be that of the presiding officer, who may refrain from voting except when necessary to decide the question.

Section 49. Motions or amendments shall be carried at any council or general meeting by a majority vote unless otherwise provided in these by-laws.

Article VIII - By-Laws

Section 50. By-Laws may be made, replaced or amended by a majority of the members of the board present at any general meeting, notice of such proposal having been given in writing by one member and seconded by another at a previous general meeting and duly entered as a minute of the board.

Section 51. Such by-laws shall be binding on all members of the board, its officers and all other persons lawfully under its control. They shall come into force and be acted upon only when they have been approved by Industry Canada.

Article IX - Affiliation

Section 52. The board, at the discretion of the council, shall have power to affiliate with any organizations, membership of which may be in the interests of the board.

Article X - Fiscal year

Section 53. The fiscal year of the board shall commence on the first day of January in each year.

Article XI - Auditors

Section 54. An auditor shall be appointed by the members present at the annual meeting and they shall audit the books and the accounts of the board at least once in each year. An audited financial statement shall be presented by the treasurer at each annual meeting and at any other time required by the council.