

BY-LAWS
OF
DESTINATION HALIFAX SOCIETY

1.00 DEFINITIONS

1.01 In these by-laws, unless there be something in the subject or context inconsistent therewith:

- (a) "Society" means Destination Halifax;
 - (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 are 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 duly given;
 - (d) "Director" means an individual who is elected, appointed or designated as a director of the Society in accordance with these by-laws;
 - (e) "Member" means Individuals, businesses, governmental agencies, and other organizations who hold a direct financial and business interest in advancing the visitor economy in Halifax Regional Municipality and who, in the opinion of the Board of Directors, are suitable for membership shall be admitted to membership in the Society. Members are deemed to be members of the organization with all of the rights and entitlements as outlined in section 2.00
- "Affiliate" means individuals, corporations and organizations who hold an interest in the advancement of the visitor economy within Halifax Regional Municipality and Nova Scotia, but who do not qualify for or hold membership. For additional clarity, affiliates have no rights or entitlements in the organization whatsoever.
- (g) "Executive Committee" means the executive committee of the Society as constituted pursuant to Article 7.05;
 - (h) "HRM" means the Halifax Regional Municipality.

2.00 MEMBERSHIP

2.01 The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance with these by-laws, and none others, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.

2.02 For the purposes of registration, the number of members of the Society is unlimited.

2.03 Every member of the Society shall be entitled to attend and vote at any meeting of the Society, and to hold any office in accordance with the privileges afforded the category of membership held by the member.

2.04 Membership in the Society shall not be transferable.

2.05 Individuals, businesses, governmental agencies, and other organizations who hold a direct financial and business interest in advancing the visitor economy in Halifax Regional Municipality and who, in the opinion of the Board of Directors, are suitable for membership shall be admitted to membership in the Society.

2.06 No formal admission to membership shall be required and the entry by the Secretary in the Register of Members of the name and address of any organization or individual shall constitute an admission to membership in the Society.

2.07 Membership in the Society shall cease upon the death of an individual member or if, by notice in writing to the Society, an individual or organization resigns membership or ceases to qualify for membership in accordance with these by-laws.

2.08 The Board of Directors may, from time to time, establish annual dues to be paid to the Society by each category of member. Membership in the Society may be terminated by the Board of Directors for non-payment of annual membership dues, non-performance of promised services or where the member has discredited the Society through unethical or unprofessional practices or conduct.

3.00 MEETINGS OF MEMBERS

3.01 (a) The ordinary or annual general meeting of the Society shall be held within five months after the end of each fiscal year of the Society;

(b) An extraordinary general meeting of the Society may be called by the Chair 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.

3.02 Seven days notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing, either a) through the post in a prepaid letter addressed to each member at his/her last known address or b) via electronic mail addressed to each member at his/her last listed address. Any notice shall be deemed to have been given on the third business day following the date of mailing and in proving such service it shall be sufficient to provide that the envelope containing the notice was properly addressed and placed in the post office. In the case of email, a notification of receipt shall be attached to each message as a means of confirmation. The non receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

3.03 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:

- (i) Minutes of the preceding general meeting;
- (ii) Consideration of the annual report of the directors;
- (iii) Consideration of the financial statements, including the balance sheet and operating statement and the report of the auditors thereon;
- (iv) Election of Directors for the ensuing year;
- (v) Appointment of Auditors.

The directors of the Society shall appoint a Nominating Committee which shall propose persons for election to the Board of Directors of the Society. The report of the Nominating Committee shall identify whether a nominee is a representative under Bylaw 5.05 or Bylaw 5.06.

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.

3.04 No business shall be transacted at any meeting of the Society unless twenty members are present in person or by proxy at the commencement of such business. Solicitation of proxies is not permitted and no person present at a meeting may vote for more than one member.

3.05 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. In any other case, it shall stand adjourned to the same day, in the next week, at the same time and place. If at such adjourned meeting a quorum of members is not present, it shall be adjourned sine die.

3.06 (a) The Chair of the Society shall preside as Chair at every general meeting of the Society;

(b) If there is no Chair or if at any meeting, he or she is not present at the time of holding the same, the Vice Chairman shall preside as Chairman;

(c) If there is no Chair or Vice-Chair or if at any meeting neither the Chair nor the Vice-Chair is present at the opening of the same, the members present shall choose someone of their number to be Chair.

3.07 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from 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.

4.00 VOTES OF MEMBERS

4.01 Every member organization in good standing of the Society shall have one vote.

4.02 At any general meeting, a resolution put to the meeting shall be decided by a show of hands unless, either before or on the declaration of the result of the show of hands, a poll is demanded by at least three members.

4.03 When a resolution is decided by a show of hands, a declaration by the Chair that a resolution has been carried, carried by a particular majority, lost or not carried by a particular majority and an entry to that effect in the book of the proceedings of the Society shall be conclusive evidence of the fact, without proof of the number or proportion of the votes recorded in favour or against such resolution.

4.04 In the case of an equality of votes, the Chair shall have the casting vote.

4.05 If a poll is demanded, it shall be taken in such manner at such time and place as the Chair of the meeting directs. The result of the poll shall be deemed to be a resolution of the meeting at which the poll was demanded.

5.00 DIRECTORS / MEETINGS OF DIRECTORS

5.01 Unless otherwise determined by general meeting, the number of directors shall be not less than 12 and not more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.

5.02 Directors shall be elected by the members at each ordinary or annual general meeting of the Society. For the purposes of Bylaws 5.05 and 5.06, votes for Directors shall be conducted separately as a class.

5.03 The following shall each be entitled to be represented on the Board of Directors as long as the organization they represent is providing money for the operation of the Society in an amount no less than that which existed at the time of the organization's incorporation. Any changes to the financial contributions, by way of reduced investment will call for review by a committee comprised of members of the Board, in the elected categories, and may result but not be limited to:

- a) no change to status
 - b) modification to voting status
 - c) reduction to number of allocated seats on the Board
 - d) elimination of entitlement for representation on the Board
- (i) The Mayor of Halifax Regional Municipality or his or her designate;
 - (ii) "An individual appointed by the Council of the Halifax Regional Municipality"
 - (iii) The Chief Administrative Officer of the Halifax Regional Municipality, or his or her designate;
 - (iv) The President of the Hotel Association of Nova Scotia, or his or her designate;
 - (v) "The Chief Executive Officer of the Nova Scotia Tourism Agency or his or her designate"

5.04 Two (2) positions on the Board of Directors shall be elected from members who provide accommodation services outside the current districts 7 and 8 of the Halifax Regional Municipality. One position is reserved for a facility that has between 20 and 99 rooms and one position is reserved for a facility that has 20+ rooms.

5.05 "Up to eight (8) positions on the Board of Directors shall be elected from members involved in the Tourism industry in HRM who do not qualify under Bylaw 5.05"

5.06 Every elected director shall hold office for a two (2) year term.

- Every designated director shall hold office for a one (1) year term with confirmation of reappointment or alternate designate occurring on an annual basis;
- Retiring elected and designated directors are eligible for re-election or re-appointment as the case may be.

5.07 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 shall be filled from among the members of the Society for the unexpired portion of the term by the remaining directors.

5.08 The members 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.

5.09 Meetings of the 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. Seven days written notice of all other meetings, specifying the time and place thereof, shall be given to each director in writing, either a) through the post in a prepaid letter addressed to each member at her/her last known address or b) via electronic mail addressed to each member at his/her last listed address. Any notice shall be deemed to have been given on the third business day following the date of mailing and in proving such service it shall be sufficient to provide that the envelope containing the notice was properly addressed and placed in the post office. In the case of email, a notification of receipt shall be attached to each message as a means of confirmation. The non receipt of any notice by any director shall not invalidate the proceedings at any meeting of the directors.

5.10 No business shall be transacted at any meeting of the directors unless at least one-half in number of the directors are present at the commencement of such business.

5.11 The Chair or, in his absence, the Vice-Chair or, in the absence of both of them, any director appointed from among those directors present shall preside as Chair at meetings of the directors.

5.12 Each director shall have one vote. The Chair shall be entitled to vote as a director and, in the case of an equality of votes, he or she shall have a casting vote in addition to the vote to which he is entitled as a director.

5.13 The Board shall exercise the powers of the Society except:

- a) those that by law or those by-laws that are required to be exercised by resolution of the members;
- b) those powers within the exclusive domain of the Executive Committee as set out in subparagraphs.

5.14 The Board shall, in consultation with the Executive Committee, determine the priorities, goals and objectives of the Society.

5.15 A member of the Board of Directors who is absent from three consecutive, regularly scheduled meetings, without due cause, shall be advised in writing by the Chair and informed that failure to attend the next regular meeting will result in their being removed as a member of the Board of Directors.

5.16 Any member of the Board of Directors who fails to attend at least 50% of the regularly scheduled meetings during their term shall be ineligible for re-election.

5.17 The President & CEO of the organization shall serve as a member of the Board of Directors in an ex officio, non voting capacity.

6.00 POWERS OF DIRECTORS

6.01 The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do 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 power to engage a managing director and other staff and to determine duties and responsibilities and remuneration for the staff. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

6.02 The Powers of the Board shall include the power and authority

- a) to establish committees and project teams of the Society and to appoint or remove members of committees and project teams or delegate authority for appointing or removing members of committees and project teams; and
- b) to delegate any, but not all, of the powers of the Society to committees, project teams, officers or employees of the Society as it sees fit.

6.03 Directors are held to the representation of the interests of all people served by the Society and are bound to respect the confidentiality of materials designated as confidential.

7.00 OFFICERS

7.01 The officers of the Society shall be a Chair, a Vice-Chair, a Treasurer and a Secretary.

7.02 The directors shall elect one of their number to be the Chair of the Society. The Chairman shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him or her by the directors from time to time.

7.03 The directors shall elect from their number a Vice Chair. The Vice Chair shall, at the request of the directors and subject to its directions, perform the duties of the Chair during the absence, illness or incapacity of the Chair, or during such period as the chair may request him or her to do so.

7.04 The directors shall appoint from their number a Treasurer and a Secretary. If the directors think fit, the offices of secretary and treasurer may be combined.

7.05 The Executive Committee shall be comprised of the Chair, Vice Chair, Treasurer, Secretary and CEO as exofficio.

7.06 Elected members of the Executive Committee shall hold office for a period of up to two (2) years. Retiring members can be considered eligible for reelection to office at the time of retirement.

7.07 The Executive Committee shall:

- a) hire a salaried chief executive and operating officer who will be called the CEO;
- b) deal with all employment issues, including salary, employment reviews and firing, with respect to the CEO;
- c) between Board meetings, exercise all powers of the Board subject to paragraph 5.14;
- d) develop and recommend long range planning objectives to the Board;
- e) make recommendations to the Board respecting budgetary priorities and all policy matters;
- f) ensure implementation of resolutions from all general meetings of the Society;
- g) coordinate the direction and activities of the Committees and project teams

7.08 The Executive Committee shall not:

- a) fill vacancies on the Board or on the Executive Committee;
- b) amend or repeal any resolution of the Board

8.00 FISCAL YEAR / AUDITS OF ACCOUNTS

8.01 The fiscal year of the Society shall be the period January 1 in any year to December 31 of that same year.

8.02 An auditor shall be appointed annually by the members of the Society at the ordinary or annual general meeting.

8.03 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 such report, he shall state whether, in his 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 particulars of its liabilities and assets and a statement of its income and 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.

9.00 REPEAL AND AMENDMENT OF BY-LAWS

9.01 These by-laws may be repealed or amended by a special resolution of the members of the Society in the manner prescribed by law.

10.00 MISCELLANEOUS

10.01 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.

10.02 The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.

10.03 The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the directors.

the meetings of the Society and of the directors shall be the responsibility of the Secretary.

10.05 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.

10.06 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or the Vice-Chair and the Secretary or otherwise as prescribed by resolution of the directors.

10.07 The borrowing powers of the Society shall be exercised by special resolution of the members.