

**ARTICLES OF ASSOCIATION OF
SPRING GARDEN AREA BUSINESS ASSOCIATION LIMITED
INTERPRETATION**

1. In these Articles, unless there is something in the subject or context inconsistent with a definition,
 - (a) **“Act”** means the Companies Act. R.S., c. 81, s. 1,
 - (b) **“Association”** means the Spring Garden Area Business Association Limited;
 - (c) **“City”** means Halifax Regional Municipality as defined in the Halifax Regional Municipality Charter. 2008, c. 39, s. 1;
 - (d) **“Director”** means a Member for the time being of the board of directors of the Association;
 - (e) **“District”** means the Association District as defined in Schedule A to these Articles;
 - (f) **“Member”** means a person who is an owner of commercial property and the occupants of commercial property within the District for the purposes of the Assessment Act. R.S., c. 23, s. 1. Directors of the Association are also Members;
 - (g) **“in writing”** means written or printed, or partly written or partly printed;
2. Words importing the singular number include the plural number and vice versa.
3. Words importing the masculine gender only include all genders.
4. Words importing persons include corporations.

MEMBERS

5. The subscribers to the memorandum of association and such other persons deemed to be Members in accordance with these Articles, and none others, shall be Members of the Association and shall be entered in the register of Members accordingly.
6. Every Member shall be deemed to have agreed to abide by the provisions of the Association’s Memorandum of Association, these Articles and rules of the Association from time to time in effect.
7. The privileges of a Member are non-transferable.

BORROWING POWERS

8. The Directors on behalf of the Association may from time to time:
 - (a) Raise or borrow money for the purposes of the Association or any of them;

- (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, and in particular by the execution and delivery of mortgages of the Association's real or personal property, or by the issue of bonds or 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, both present and future;

Provided that the power to execute mortgages of the Association's real or personal property and the power to issue bonds or debentures or debenture stock secured by mortgage or otherwise shall not be exercised by the Directors except with the sanction of a Special Resolution of the Association previously passed in general meeting;

- (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;
 - (d) Pledge debentures as security for loans.
9. Bonds, debentures, debenture stock and other securities may be made assignable, free from any equities between the Association and the person to whom the same may be issued.
 10. Any bonds, debentures, and other securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, attending and voting at general meetings of the Association, appointment of Directors, and otherwise.

MEETINGS

11. There shall be held a general meeting of the Members of the Association at least once during each fiscal year and not more than fifteen months after the holding of the last preceding general meeting.
12. All other meetings of Members of the Association shall be called special general meetings. The Directors may, whenever they think fit, convene a special general meeting and they shall, on the requisition of not less than 15 Members of the Association having at the date of the deposit of the requisition a right to vote at general meetings of the Association, convene a special general meeting of the Association to be held at such time and place as may be determined by the Directors.
13. The requisition must state the objects of the meeting required, and must be signed by the Members making the same and shall be deposited at the registered office of the Association.
14. If the Directors do not proceed to cause a meeting to be held within twenty-one days from the date of the requisition being so deposited, the requisitionists may themselves convene the meeting, but any meeting so convened shall not be held after three months from the date of such deposit.
15. Any meeting convened under the foregoing Articles by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by Directors.
16. At least twenty-one clear days' notice of every general or special meeting, specifying the place, day and hour of the meeting, and, in case of special business, the general nature of such business, shall

be given to the Members entitled to be present at such meeting, either by advertisement or by notice sent by post or otherwise served as hereinafter provided: and, with the consent in writing of all the Members, entitled to vote at such meeting, a meeting may be convened by a shorter notice and in any manner they think fit, or if all the Members are present at a meeting, notice thereof may be waived.

17. The accidental omission to give any such notice to any of the Members or the non-receipt of any such notice by any of the Members shall not invalidate any resolution passed at any such meeting.

PROCEEDINGS AT GENERAL MEETING OF THE ASSOCIATION

18. The business of an ordinary general meeting shall be:

- (a) to receive and consider
 - i. the financial statements of the Association and the report of the auditors thereon;
 - ii. the report of the Directors;
 - iii. the report of the Executive Director;
- (b) to elect Directors in the place of those retiring; and
- (c) to transact any other business which under these Articles ought to be transacted at an ordinary general meeting.

19. Fifteen Members personally present and entitled to vote shall be a quorum for a general meeting.

20. No business shall be transacted at any general meeting unless the requisite quorum is present at the commencement of the business of the meeting.

21. A corporate Member of the Association that has a duly authorized agent or representative present at any such meeting shall for the purpose of this Article be deemed to be personally present at such meeting.

22. All of the business which the Association may transact at an annual general meeting or special meeting may be transacted by resolution in writing and signed by every Member who is entitled to vote and is as valid as if it were transacted at a meeting of the Members satisfying all the requirements of the Act respecting meetings of the Members. A copy of every such resolution shall be kept with the minutes of proceedings of Members.

23. The Chair shall be entitled to take the chair at every general meeting or, if there is no Chair, or if the Chair is not present within fifteen 15 minutes after the time appointed for holding the meeting, the Vice-Chair shall be entitled to take the chair. If the Vice-Chair is not present, the Members present entitled to vote at the meeting shall choose another Director as Chair and if no Director is present or if all the Directors present decline to take the chair, then such Members shall choose one of their number to be Chair.

24. If within half an hour from the time appointed for a general meeting a quorum is not present, the meeting, if it was convened pursuant to a requisition of Members, shall be dissolved; if it was

convened in any other way, it shall stand adjourned to the same day, in the next week, at the same time and place. If at the adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting, the Members present shall be a quorum and may hold the meeting.

25. The Chair shall conduct the meeting in an orderly manner, rule on the precedence of, and procedure on, motions and other procedural matters, and exercise discretion with respect to such procedural matters with fairness and good faith toward all those entitled to take part. Without limiting the foregoing, the Chair may (a) restrict attendance at any time to Members of record and their proxies and other persons in attendance at the invitation of the Chair, (b) restrict use of audio or video recording devices at the meeting, and (c) impose reasonable limits on the amount of time taken up at the meeting on discussion in general or on remarks by any one Member. Should any person in attendance become unruly or obstruct the meeting proceedings, the Chair shall have the power to have such person removed from the meeting.
26. Subject to the Act, 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 the Chair, a Member or a proxyholder; and unless a poll is so demanded, a declaration by the Chair that the 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 Association's book of proceedings shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.
27. When a poll is demanded, it shall be taken in such manner and at such time and place as the Chair directs, and either at once or after an interval or adjournment or otherwise. The result of the poll shall be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. When any dispute occurs over the admission or rejection of a vote, it shall be resolved by the Chair and such determination made in good faith shall be final and conclusive.
28. When there is an equality of votes, either a show or hands or a poll, the Chair shall have a casting vote in addition to any vote or votes that the Chair has as a Member.
29. The Chair of a general meeting may with the consent of the meeting adjourn the 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 that was adjourned.
30. Any poll demanded on the election of a Chair or on a question of adjournment shall be taken forthwith without adjournment.
31. The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

VOTES OF MEMBERS

32. Subject to the Act and to any provisions attached to any class of Membership concerning voting rights

- (a) on a show of hands every Member present in person, every duly authorized representative of a corporate Member, and, if not prevented from voting by the Act, every proxyholder, shall have one vote; and
- (b) on a poll every Member present in person, every duly authorized representative of a corporate Member, and every proxyholder, shall have one vote,

whether or not such representative or proxyholder is a Member.

- 33. Members entitled to vote shall be determined by the Register of Members maintained by the Association as of 5 p.m. local time on the date immediately preceding the date of the meeting.
- 34. Votes may be cast either personally or by proxy or, in the case of a corporate Member by a representative duly authorized under the Act.
- 35. A proxy shall be in writing and executed in the manner provided in the Act. A proxy or other authority of a corporate Member does not require its seal.
- 36. A representative of a corporate Member in attendance at any general meeting is deemed to be duly authorized under the Act and the Association shall have no duty to enquire as to the authority of any person representing that they are the duly authorized representative of a corporate Member.
- 37. A proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority shall be deposited at the Office of the Association or at such other place as the Directors may direct. The Directors may, by resolution, fix a time not exceeding 48 hours excluding Saturdays and holidays preceding any meeting or adjourned meeting before which time proxies to be used at that meeting must be deposited with the Association at its Office. Notice of the requirement for depositing proxies shall be given in the notice calling the meeting. The chairman of the meeting shall determine all questions as to validity of proxies and other instruments of authority.
- 38. A vote given in accordance with the terms of a proxy shall be valid notwithstanding the previous death of the principal, or the revocation of the proxy in respect of which the vote is given, provided no intimation in writing of the death, revocation or transfer is received at the Office of the Association before the meeting or by the chairman of the meeting before the vote is given.
- 39. Every form of proxy shall comply with the Act and its regulations and subject thereto may be in the following form:
 I, _____ of _____ being a Member of the Spring Garden Area Business Association Limited hereby appoint _____ of _____ (or failing him/her _____ of _____) as my proxyholder to attend and to vote for me and on my behalf at the ordinary/special general meeting of the Association, to be held on the ____ day of _____ and at any adjournment thereof, or at any meeting of the Association which may be held prior to [insert specified date or event].

Dated this _____ day of _____.

Member

Any resolution passed by the Directors, notice of which has been given to the Members in the manner in which notices are hereinafter directed to be given and which is, within one month after it has been passed, ratified and confirmed in writing by Members entitled on a poll to three-fifths of the votes, shall be as valid and effectual as a resolution of a general meeting. This Article shall not apply to a resolution for winding up the Association or to a resolution dealing with any matter that by statute or these Articles ought to be dealt with by a special resolution or other method prescribed by statute.

DIRECTORS AND BOARD COMPOSITION

40. Unless otherwise determined by resolution of Members, the number of Directors shall be not less than eight or more than twelve and shall be drawn from the Membership and the City as follows:
- (a) At least six (6) and not more than eight (8) Directors shall be Members or representatives of Members;
 - (b) At least one (1) and not more than two (2) Directors must reside in the District; and
 - (c) At least one (1) and not more than two (2) Directors at large, who must reside in the City.
41. Notwithstanding anything herein contained the Directors of the Association on the date of the adoption of these Articles shall continue to be the Directors of the Association until their successors are appointed or they otherwise cease to be Directors in accordance with these Articles.
42. The Directors may be paid their reasonable expenses incurred in attending meetings of Directors and otherwise in the execution of their duties as Directors.
43. The continuing Directors may act notwithstanding any vacancy in their body, but if their number falls below the minimum permitted, the Directors shall not act, except in emergencies or for the purpose of filling vacancies, so long as their number is below the minimum.
44. The office of a Director shall be considered vacated if the Director:
- (a) becomes bankrupt or makes an assignment for the benefit of creditors;
 - (b) is, subject to an order under the Adult Capacity and Decision-making Act; or
 - (c) by notice in writing to the Association, resigns the office of Director.

ELECTION OF DIRECTORS

45. The Members may elect the Directors permitted by these Articles and may determine or alter their qualification. The Members may, by special resolution or in any other manner permitted by statute, remove any Director before the expiration of such Director's period of office and may, if desired, appoint a replacement to hold office during such time only as the Director so removed would have held office.

46. Directors shall serve a term of two (2) years from the date of their election. Directors shall take office immediately following the close of the annual meeting at which they are elected. Subject to Article 44, no Director shall serve more than two (2) consecutive two-year terms for a total of four (4) years.
47. A Director who becomes an officer of the Association may serve one additional two (2) year term on the board of Directors as an officer of the Association.
48. The Directors may appoint a person to fill a vacancy on the Board of Directors. The term of the appointment is for the unexpired term of the vacancy being filled. Fulfilling an incomplete term is not considered part of the term limit set out in Article 43. At the next annual general meeting, the person appointed to the Board pursuant to this Article may be nominated to commence their own term.
49. At the dissolution of an ordinary general meeting at which Directors are not eligible for election in accordance with these Articles, the ineligible Directors shall retire from office at the conclusion of the meeting and be succeeded by the Directors elected at such meeting.
50. If at any ordinary general meeting at which an election of Directors ought to take place no such election takes place, or if no ordinary general meeting is held in any year or period of years, notwithstanding these Articles, the retiring Directors shall continue in office until their successors are elected.

NOMINATING COMMITTEE

51. The Directors shall appoint a Nominating Committee to assist the Board by preparing a slate of nominees for recommendation to the Members to be elected to Director positions that become vacant at the next annual meeting of the Association, who must be eligible for election pursuant to these Articles.
52. The Directors may approve terms of reference for the Nominating Committee.

EXECUTIVE DIRECTOR

53. The Directors shall appoint an Executive Director for the Association, who shall serve as the chief executive officer of the Association.
54. The Directors shall enter into a contract of employment with the Executive Director to fix the term of employment, remuneration and other terms and conditions of employment. The Directors may extend, renew, or vary the terms of the contract in its absolute discretion.
55. The Directors may from time to time entrust to and confer upon the Executive Director such of the powers exercisable under these Articles by the Directors as they think fit, and may confer such powers for such time, and to be exercised for such objects and purposes and upon such terms and conditions, and with such restrictions as they think expedient; and they may confer such powers either collaterally with, or to the exclusion of, and in substitution for, all or any of the powers of

the Directors in that behalf; and may from time to time revoke, withdraw, alter or vary all or any of such powers.

OFFICERS

56. The officers of the Association are appointed by the Directors from amongst the Directors as follows:

- (a) the Chair, who presides at all meetings of the Directors;
- (b) a Vice-Chair;
- (c) a Secretary;
- (d) a Treasurer, and
- (e) at the discretion of the Directors, one or more other officers as may be deemed necessary or desirable to assist with carrying on the business of the Association.

A Member cannot hold more than one executive position at the same time, except the role of Secretary and Treasurer may be combined. Any officer may be removed from office at any time by simple majority vote of the remainder of the Directors.

PROCEEDINGS OF DIRECTORS

57. The Directors may meet together for the dispatch of business, adjourn and otherwise regulate their meetings and proceedings, as they think fit, and may determine the quorum necessary for the transaction of business. Until otherwise determined, one Director shall constitute a quorum and may hold a meeting.

58. If all Directors of the Association entitled to attend a meeting either generally or specifically consent, a Director may participate in a meeting of Directors or of a committee of Directors by means of such telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at that meeting for purposes of these Articles.

59. Unless otherwise provided:

- (a) A meeting of Directors may be held at the close of every ordinary general meeting of the Association without notice;
- (b) Notice of every other Directors' meeting may be given as permitted by these Articles to each Director at least 48 hours before the time fixed for the meeting; and
- (c) A meeting of Directors may be held without formal notice if all the Directors are present or if those absent have signified their assent to such meeting or their consent to the business transacted at such meeting.

60. The Chair or any Director may at any time, and the Secretary, upon the request of the Chair or any Director, shall summon a meeting of the Directors to be held at the Office of the Association or at such other location within the District set by the notice.

61. Questions arising at any meeting of Directors shall be decided by a majority of votes. When there is an equality of votes the Chair of the meeting shall have a second or casting vote.
62. At any meeting of Directors the Chair shall receive and count the vote of any Director not present in person at such meeting on any question or matter arising at such meeting whenever such absent Director has indicated by telegram, letter or other writing lodged with the Chair of such meeting the manner in which the absent Director desires to vote on such question or matter and such question or matter has been specifically mentioned in the notice calling the meeting as a question or matter to be discussed or decided thereat. In respect of any such question or matter so mentioned in such notice any Director may give to any other Director a proxy authorizing such other Director to vote for such first named Director at such meeting, and the Chair of such meeting, after such proxy has been so lodged, shall receive and count any vote given in pursuance thereof notwithstanding the absence of the Director giving such proxy.
63. If no Chair is elected, or if at any meeting of Directors the Chair is not present within five minutes after the time appointed for holding the meeting, or declines to take the chair, the vice-Chair shall preside. If no person described above is present at such time and willing to take the chair, the Directors present shall choose someone of their number to chair the meeting.
64. A meeting of the Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions for the time being vested in or exercisable by the Directors generally.
65. The Directors shall adopt and keep current written policies to govern the work of the Directors, the Executive Director and board committees. Policies shall address:
 - (a) The terms of reference for all committees,
 - (b) The delegation of authority to the Executive Director,
 - (c) Desired skills and attributes for Directors and committee Members,
 - (d) The strategic priorities for the Association, and
 - (e) Such other matters as the Directors determine appropriate to be included in its policies.

The Association's policies shall be available to any Member upon reasonable request.

66. The Directors may delegate any of their powers to standing or ad hoc committees consisting of such number of Directors, Members or persons from the community as they think fit. Before the Directors appoint committee Members, the Directors shall approve terms of reference for the committee, which shall include rules for the composition of the committee, the scope of delegated authority, and any policies applicable to the work of the committee.
67. The meetings and proceedings of any committee of Directors shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Directors insofar as they are applicable and are not superseded by any regulations made by the Directors.
68. All acts done at any meeting of the Directors or of a committee of Directors or by any person acting as a Director shall, notwithstanding that it is afterwards discovered that there was some defect in

the appointment of the Director or person so acting, or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be a Director.

69. A resolution in writing and signed by every Director who would be entitled to vote on the resolution at a meeting is as valid as if it were passed by such Directors at a meeting.
70. If any one or more of the Directors is called upon to perform extra services or to make any special exertions in going or residing abroad or otherwise for any of the purposes of the Association or the business thereof, the Association may remunerate the Director or Directors so doing, either by a fixed sum or otherwise. Such remuneration shall be determined by the Directors and may be either in addition to or in substitution for remuneration otherwise authorized by these Articles.

REGISTERS

71. The Directors shall cause to be kept at the Association's registered office, physically or by means of electronic technology, in accordance with the provisions of the Act, a Register of the Members, a register of the holders of bonds, debentures and other securities of the Association and a register of its Directors. Branch registers of the Members and of the holders of bonds, debentures and other securities may be kept elsewhere, either within or without the Province of Nova Scotia, in accordance with the Act. The transfer books and Register may be closed during such time or times as the Directors think fit, not exceeding in the whole thirty days in each year, by giving notice by advertisement in some newspaper circulating in the district in which the Office of the Association is situate.

MINUTES

72. The Directors shall cause minutes to be entered in books designated for the purpose:
- (a) of all appointments of officers;
 - (b) of the names of Directors present at each meeting of Directors and of any committees of Directors;
 - (c) of all orders made by the Directors and committees of Directors; and
 - (d) of all resolutions and proceedings of meetings of Members and of Directors.

Any such minutes of any meeting of Directors or of any committee of Directors or of Members, if purporting to be signed by the Chair of such meeting or by the Chair of the next succeeding meeting, shall be receivable as prima facie evidence of the matters stated in such minutes. The Directors shall cause the books containing the minutes of proceedings of any general meeting of the Association to be kept at the Association's Office or at such other place or places as designated by the Directors.

POWERS OF DIRECTORS

73. The management of the business of the Association is vested in the Directors who, in addition to the powers and authorities by these Articles 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 Association and are not hereby or by statute expressly directed or required to be exercised or done by the Members, but subject nevertheless to the provisions of any statute, the Memorandum or these Articles. No modification of the Memorandum or these Articles shall invalidate any prior act of the Directors that would have been valid if such modification had not been made.
74. Without restricting the generality of the terms of any of these Articles and without prejudice to the powers conferred thereby, the Directors may:
- (a) take such steps as they think fit to carry out any agreement or contract made by or on behalf of the Association;
 - (b) pay costs, charges and expenses preliminary and incidental to the promotion, formation, establishment, and registration of the Association;
 - (c) purchase or otherwise acquire for the Association any property, rights or privileges that the Association is authorized to acquire, at such price and generally on such terms and conditions as they think fit;
 - (d) pay for any property, rights or privileges acquired by, or services rendered to the Association either wholly or partially in cash or in bonds, debentures or other securities of the Association;
 - (e) subject to the Act, secure the fulfilment of any contracts or engagements entered into by the Association by mortgaging or charging all or any of the property of the Association and its unpaid capital for the time being, or in such other manner as they think fit;
 - (f) appoint, remove or suspend at their discretion such experts, managers, secretaries, treasurers, officers, clerks, agents and servants for permanent, temporary or special services, as they from time to time think fit, and determine their powers and duties and fix their salaries or emoluments and require security in such instances and to such amounts as they think fit;
 - (g) appoint any person or persons to accept and hold in trust for the Association any property belonging to the Association, or in which it is interested, execute and do all such deeds and things as may be required in relation to such trust, and provide for the remuneration of such trustee or trustees;
 - (h) institute, conduct, defend, compound or abandon any legal proceedings by and against the Association, its Directors or its officers or otherwise concerning the affairs of the Association, and also compound and allow time for payment or satisfaction of any debts due and of any claims or demands by or against the Association;
 - (i) refer any claims or demands by or against the Association to arbitration and observe and perform the awards;

- (j) make and give receipts, releases and other discharges for amounts payable to the Association and for claims and demands of the Association;
- (k) determine who may exercise the borrowing powers of the Association and sign on the Association's behalf bonds, debentures or other securities, bills, notes, receipts, acceptances, assignments, transfers, hypothecations, pledges, endorsements, cheques, drafts, releases, contracts, agreements and all other instruments and documents;
- (l) provide for the management of the affairs of the Association abroad in such manner as they think fit, and in particular appoint any person to be the attorney or agent of the Association with such powers (including power to sub-delegate) and upon such terms as may be thought fit;
- (m) invest and deal with any funds of the Association in such securities and in such manner as they think fit; and vary or realize such investments;
- (n) subject to the Act, execute in the name and on behalf of the Association in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Association such mortgages of the Association's property, present and future, as they think fit;
- (o) set aside out of the revenue of the Association such amounts as they think proper as a reserve fund to meet contingencies or provide for depreciation, repairing, improving and maintaining any of the property of the Association and such other purposes as the Directors may in their absolute discretion think in the interests of the Association; and invest such amounts in such investments as they think fit, and deal with and vary such investments, and dispose of all or any part of them for the benefit of the Association, and divide the reserve fund into such special funds as they think fit, with full power to employ the assets constituting the reserve fund in the business of the Association without being bound to keep them separate from the other assets;
- (p) make, vary and repeal rules respecting the business of the Association, its officers and employees, the Members of the Association or any section or class of them;
- (q) enter into all such negotiations and contracts, rescind and vary all such contracts, and execute and do all such acts, deeds and things in the name and on behalf of the Association as they consider expedient for or in relation to any of the matters aforesaid or otherwise for the purposes of the Association;
- (r) provide for the management of the affairs of the Association in such manner as they think fit.

LEGAL COUNSEL

75. The Association may employ or retain lawyers who may, at the request of the Directors, the Chair, or the Executive Director, attend meetings of the Directors or Members, whether or not the lawyer is a Member or a Director of the Association. A lawyer who is also a Director may not render legal services to the Association.

THE SEAL

76. The Directors shall arrange for the safe custody of the common seal of the Association (the "Seal"). The Seal may be affixed to any instrument in the presence of and contemporaneously with the attesting signature of (i) any Director or officer acting within such person's authority or (ii) any person under the authority of a resolution of the Directors or a committee thereof. For the purpose of certifying documents or proceedings the Seal may be affixed by any Director or the President, a vice-president, the Secretary, an assistant secretary or any other officer of the Association without the authorization of a resolution of the Directors.
77. The Association may have facsimiles of the Seal which may be used interchangeably with the Seal.
78. The Association may have for use at any place outside the Province of Nova Scotia, as to all matters to which the corporate existence and capacity of the Association extends, an official seal that is a facsimile of the Seal of the Association with the addition on its face of the name of the place where it is to be used; and the Association may by writing under its Seal authorize any person to affix such official seal at such place to any document to which the Association is a party.

ACCOUNTS

79. The Directors shall cause proper books of account to be kept of the amounts received and expended by the Association, the matters in respect of which such receipts and expenditures take place, all sales and purchases of goods by the Association, and the assets, credits and liabilities of the Association.
80. The books of account shall be kept at the head office of the Association or at such other place or places as the Directors may direct.
81. The Directors shall from time to time determine whether and to what extent and at what times and places and under what conditions the accounts and books of the Association or any of them shall be open to inspection of the Members, and no Member shall have any right to inspect any account or book or document of the Association except as conferred by statute or authorized by the Directors or a resolution of the Members.
82. At the ordinary general meeting in every year the Directors shall lay before the Association such financial statements and reports in connection therewith as may be required by the Act or other applicable statute or regulation thereunder and shall distribute copies thereof at such times and to such persons as may be required by statute or regulation.

AUDITORS AND AUDIT

83. Except in respect of a financial year for which the Association is exempt from audit requirements in the Act, the Association shall at each ordinary general meeting appoint an auditor or auditors to hold office until the next ordinary general meeting. If at any general meeting at which the appointment of an auditor or auditors is to take place and no such appointment takes place, or if no ordinary general meeting is held in any year or period of years, the Directors shall appoint an auditor or auditors to hold office until the next ordinary general meeting.

84. The remuneration of the auditors shall be fixed by the Directors pursuant to authorization given by the Members, except that the remuneration of an auditor appointed to fill a casual vacancy may be fixed by the Directors.
85. The auditors shall conduct such audit as may be required by the Act and their report, if any, shall be dealt with by the Association as required by the Act.

EXECUTION OF DOCUMENTS AND INSTRUMENTS

86. Deeds, transfers, assignments, contracts, obligations, certificates and other instruments and documents of any description whatsoever shall be effectively authorized by and signed on behalf of the Association if signed by the Executive Director or any Director or officer acting within such person's authority, whether under seal or otherwise as such signatories may see fit. In addition, the board of Directors or the Members may from time to time by resolution direct the manner in which and the person or persons by whom any particular document or instrument or class of documents or instruments may or shall be signed. Any articles, notice, resolution, requisition, statement or other document or instrument required or permitted to be executed by more than one person may be executed in several documents or instruments of like form each of which is executed by one or more of such persons, and such documents or instruments, when duly executed by all persons required or permitted, as the case may be, to do so, shall be deemed to constitute one document for all relevant purposes. The secretary or any other officer or any Director may sign certificates and similar instruments on the Association's behalf with respect to any factual matters relating to the Association's business and affairs, including certificates verifying copies of the constating documents, resolutions and minutes of meetings of the Association.

INDEMNITY

87. Every Director or officer, former Director or officer, or person who acts or acted at the Association's request as a Director or officer of a body corporate, partnership or other association of which the Association is or was a Member, partner, Member or creditor, and his heirs and legal representatives, in the absence of any dishonesty on such person's part, shall be indemnified by the Association against, and it shall be the duty of the Directors out of the funds of the Association to pay all costs, losses and expenses, including an amount paid to settle an action or claim or satisfy a judgement, that such Director, officer or person may incur or become liable to pay in respect of any claim made against him or civil, criminal or administrative active or proceeding to which such Director, officer or person is made a party by reason of being or having been a Director or officer of the Association or such body corporate, partnership or other association, whether the Association is a claimant or party to such action or proceeding or otherwise; and the amount for which such indemnity is proved shall immediately attach as a lien on the property of the Association and have priority as against the Members over all claims.
88. No Director or officer, former Director or officer, or person who acts or acted at the Association's request as a Director or officer of a body corporate, partnership or other association of which the Association is or was a Member, partner, Member or creditor, in the absence of any dishonesty on such person's part, shall be liable for the acts, receipts, neglects or defaults of any other Director, officer or such person, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Association through the insufficiency of deficiency of title to any property acquired for or on behalf of the Association, or through the insufficiency or deficiency

of any security in or upon which any of the moneys of the Association are invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any moneys, securities or effects of the Association shall be deposited, or for any loss occasioned by error of judgement or oversight, whether gross or otherwise, on the part of such person, or for any loss, damage or misfortune whatsoever which shall happen in the execution of the duties of such person's office or in relation thereto.

NOTICES

89. A notice may be served by the Association upon any Member, either personally or by sending it through the post in a prepaid envelope or wrapper, addressed to such Member at its registered address, or by electronic mail to an electronic mail address last provided by such Member to the Association.
90. Members who have no registered place of address, shall not be entitled to receive any notice.
91. Any notice required to be given by the Association to the Members, or any of them, and not expressly provided for by these Articles, shall be sufficiently given if given by advertisement.
92. Any notice given by advertisement shall be advertised one in a paper published in the District, or if no paper published there, then in any newspaper published in the City.
93. Any notice sent by post shall be deemed to be served on the day following that upon which the letter, envelope or wrapper containing the same is posted, and in proving such service, it shall be sufficient to prove that the letter, envelope or wrapper containing the notice was properly addressed and put into the post office with the postage prepaid thereon. Any notice served personally or by electronic mail shall be deemed to be served on the day served. A certificate in writing signed by the Executive Director, Secretary or other official of the Association that the letter, envelope or wrapped containing the notice was so addressed and served shall be conclusive evidence thereof.
94. The foregoing provisions of this clause shall not apply to a notice of a meeting of the Directors.
95. The signature to any notice to be given by the Association may be written or printed.
96. Where a given number of days' notice or notice extending over any other period is required to be given, the day of service shall unless it is otherwise provided, be counted in such number of days or other period.

WINDING UP

97. The Board of Directors may meet to approve or disapprove a petition to terminate the Association. This petition shall require approval of $\frac{2}{3}$ of the Board of Directors plus at least fifty-one percent of the persons assessed for real property tax of commercial property within the District and whose total commercial property assessment within the District is at least fifty-one percent of the total commercial property assessment of all persons within the District.

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 Council of the City the

Association's recommendation and request the Association and its related local area rates within the District be terminated.

98. If the proposal for termination pursuant to Article 97 is approved by the Council of the City, the winding-up proceedings of the Association shall be governed by the *Companies Winding-Up Act*, R.S. c. 81, s. 1.

REMINDERS

99. The Directors shall comply with the following provisions of the Act:

- (a) Keep a current register of Members (Section 42).
- (b) Keep a current register of Directors, officers and managers, send to the Registrar a copy thereof and notice of all changes therein (Section 98).
- (c) Call a general meeting every year within the proper time (Section 83). Meetings must be held not later than 15 months after the preceding general meeting.
- (d) Send to the Registrar copies of all special resolutions (Section 88).
- (e) Send to the Registrar notice of the address of the Association's registered Office and of all changes in such address (Section 79).
- (f) Keep proper minutes of all Members' meetings and Directors' meetings in the Association's minute book kept at the Association's registered Office (Sections 89 and 90).

SCHEDULE A

The boundaries of the District of the Association are:

Beginning at the point of intersection of the northern official street line of Sackville Street with the eastern official street line of Brunswick Street;

Thence in a westerly direction following the northern official street line of Sackville Street to the point of intersection with the prolongation northerly of the western official street line of South Park Street;

Thence in a southerly direction following the western official street line of South Park Street to the point of intersection with the prolongation westerly of the southern official street line of Clyde Street;

Thence in an easterly direction following the southern official street line of Clyde Street and the prolongation thereof to the point of intersection with the eastern official street line of Queen Street;

Thence northerly following the eastern, official street line of Queen Street to the point of intersection with the southern official street line of Spring Garden Road;

Thence easterly following the southern official street line of Spring Garden Road to the point of intersection with prolongation southerly of the eastern official street line of Brunswick Street;

Thence in a northerly direction following the eastern official street line of Brunswick Street to the point of beginning.