

COMPANIES ACT
COMPANY LIMITED BY GUARANTEE
ARTICLES OF ASSOCIATION
OF
ATLANTIC PROVINCES LIBRARY ASSOCIATION

June 14, 1989

1. In these Articles unless there be something in the subject or context inconsistent therewith:-

"The Act" means the Companies Act as amended.

"The Association" means the above named Association.

"The Office" means the registered office for the time being of the Association.

"The Register" means the register of members to be kept pursuant to Section 39 of the Act.

"The Registrar" means the Registrar of Joint Stock Companies for the time being.

"Month" means calendar month.

"In Writing" and "Written" mean and include words printed, lithographed, represented or reproduced in any mode in a visible form.

"These Presents" includes these articles of association and any modification or alteration thereof for the time being in force.

"The Executive", "The Directors" or "The Board" means the directors for the time being of the Association.

"Secretary" includes any person appointed to perform the duties of Secretary temporarily.

"Special Resolution" has the meaning assigned by Section 75 of the Act.

Words importing the singular number only, include the plural number and vice versa.

Words importing the masculine gender only, include the feminine gender.

Words importing persons include corporations.

2. The regulations contained in Table "A" in the first schedule to the Act shall not apply to the Association.

MEMBERS

3. The members of the Association will consist of the subscribers of the Memorandum of Association and of individuals or institutions who are interested in promoting the objects of the Association and who have paid a membership fee as provided for in Article 8.

4. The Executive may by majority suspend or expel a member for cause.

5. There are the following classes of membership:

(a) Personal members;

(b) Honorary life members;

(c) Life members (personal members may enroll for life upon payment of the required fees);

(d) Institutional members (libraries, corporations and other interested institutions or organizations).

6. All personal, honorary life and life members shall have the following rights:

(a) The right to vote;

(b) The right to hold office;

(c) The right to receive the official membership publications of the Association;

(d) Any other rights as the Association may establish.

7. All institutional members shall have the following rights:

(a) The right to vote;

(b) The right to receive the official membership publications of the Association;

(c) Any other rights as the Association may establish.

8. Membership fees shall be set by a majority vote of the Association at its annual meeting and shall be reported annually to all members. Fees will remain in force until revised at a subsequent meeting.

9. Individuals may enroll as personal members on payment of the appropriate fee and will remain members as long as such fees are paid in accordance with motions passed at the general meeting. Institutions may enroll as institutional members on payment of the appropriate fee and will remain members as long as such fees are paid in accordance with motions passed at the general meeting. Individuals may enroll as life members on payment of the appropriate fee in accordance with motions passed at a general meeting and will remain members thereafter.

10. The Executive may bestow honorary life membership on individuals at its discretion. Individuals so recognized remain members thereafter.

11. The privileges of a life member shall not be transferable during his/her life, and shall cease at his/her death.

12. A member may resign from the Association at any time by submitting notice in writing to the President of the Association, thereby losing all privileges of membership, but shall not be entitled to any rebate of membership fees.

13. For the purposes of registration, the number of members of the Association is to be taken to be unlimited.

BORROWING POWERS

14. The Executive on behalf of the Association and with the sanction of a motion from a general meeting, 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, 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 and (where confirmation is necessary) confirmed 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.

15. 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.

16. Any bonds, debentures, debenture stock, and other securities may be issued at a discount, premium, or otherwise, and with any special privileges as to redemption, surrender, drawings, allotment of shares, attending and voting at general meetings of the Association, appointment of Directors, and otherwise.

MEETINGS

17. There shall be held a general meeting of the members of the Association at least once in every calendar year, at such time and place as may be determined by the Executive and not more than 15 months after the preceding general meeting.

18. The general meetings referred to in Article 17 shall be called ordinary general meetings, and all other meetings of the Association shall be called special general meetings.

19. The Executive may, whenever it thinks fit, convene a special general meeting and they shall, on the requisition of 10 members, forthwith proceed to convene a special general meeting of the Association to be held at such time and place as may be determined by the Executive.

20. 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, and may consist of several documents in like form each signed by one or more of the requisitionists.

21. If the Executive does 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.

22. If at any such meeting a resolution requiring confirmation at another meeting is passed, the Executive shall forthwith convene a further special general meeting for the purpose of considering such resolution; and if thought fit, of confirming it as a special resolution; and if the Executive does not convene the meeting within seven days from the date of the passing of the first resolution, the requisitionists may themselves convene the meeting.

23. Any meeting convened under Articles 19, 21 and 22 by the requisitionists shall be convened in the same manner as nearly as possible as that in which meetings are to be convened by the Executive.

24. One (1) month's notice at the least of every general 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.

25. Where it is proposed to pass a special resolution, the two meetings may be convened by one and the same notice, and it shall be no objection to such notice that it only convenes the second meeting contingently upon the resolution being passed by the required majority at the first meeting.

26. 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 MEETINGS

27. The business of an ordinary general meeting shall be to receive and consider the profit and loss account, the balance sheet and the reports of the officers and of the auditors, to elect Executive and other officers in the place of those retiring and to transact any other business which under these articles ought to be transacted at an ordinary general meeting. Members shall be notified of the agenda at least one month prior to the date of the general meeting. The minutes of the general meeting shall be published and distributed in a format approved by the Executive. The Executive may require members to pay a registration fee upon their attendance at a general meeting.

28. A quorum shall consist of 10 percent of members represented in person or by proxy including at least two members personally present. Provided that a Corporation which is a member of the Association and which has duly appointed a representative under the provisions of the Act who is personally present at the meeting, shall for the purposes of this clause be considered as if personally present thereat. (Act Section 74).

29. If within half an hour from the time appointed for the meeting a quorum is not present, the meeting, if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned, to the same day, in the next week, at the same time, and place, and if at such adjourned meeting a quorum is not present, those members entitled to vote as aforesaid who are present shall be a quorum, and may transact the business for which the meeting was called.

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

31. The President shall be entitled to take the chair at every general meeting, or if at any meeting he or she shall not be present within fifteen minutes after the time appointed for holding such meeting, the President-Elect, or failing him or her the Past-President, shall be entitled to take the chair and if neither the President nor the President-Elect, nor the Past-President, shall be present within fifteen minutes after the time appointed for holding the meeting, the members present entitled to vote at said meeting shall choose another Executive or officer as President and if no Executive or officer is present or if all the Executive or officers present decline to take the chair then the members present entitled to vote shall choose one of their number to take the claim.

32. Every question submitted to a meeting shall be decided, in the first instance, by a show of hands, and in the case of an equality of votes, the President shall both on a show of hands and on a poll, have a casting vote.

33. At any general meeting a resolution put to the meeting shall be decided by a show of hands, unless a poll is (before or on the declaration of the result of a show of hands) demanded by the President and unless a poll is so demanded a declaration by the President that a resolution has been carried, or carried by a particular majority, or lost, or not carried by a particular majority, and an entry to that effect in the book of minutes of the Association shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

34. If a poll is demanded under Article 33, it shall be taken in such manner, at such time and place as the President of the meeting directs, and either at once, or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn. In case of any dispute as to the admission or rejection of a vote, the President shall determine the same, and such determination made in good faith, shall be final and conclusive.

35. The President of a general meeting may, with the consent of the meeting, adjourn the same 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.

36. Any poll demanded on the election of a President of a meeting or any question of adjournment, shall be taken at the meeting, and without adjournment.

37. 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.

38. Meetings of the Association shall be conducted according to *Robert's Rules of Order, Revised*.

VOTES OF MEMBERS

39. On a show of hands every member present in person shall have one vote, and upon a poll every member present in person or by proxy shall have one vote. Where an institution being a member is present by a proxy who is not a member or by a representative duly authorized under the Act, such proxy or representative shall be entitled to vote for such institution either on a show of hands or at a poll.

40. Votes may be given either personally or by proxy or in the case of an institution by a representative duly authorized under the Act.

41. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his or her attorney duly authorized in writing, or, if such appointer is an institution, under its

common seal or the hand of its attorney. No person shall be appointed a proxy who is not a member of the Association and qualified to vote, save that an institution being a member of the Association may appoint as its proxy any person, whether such person is a member of the Association or not.

42. A member of unsound mind, in respect of whom an order has been made by any Court having jurisdiction in lunacy, may vote by his or her guardian or other person in the nature of a guardian appointed by that Court and any such guardian or other person may vote by proxy.

43. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of the power or authority shall be deposited at the office of the Association not less than forty-eight hours before the person named in such instrument purports to vote in respect thereof, but no instrument appointing a proxy shall be valid after the expiration of twelve months from the date of its execution.

44. A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death of the principal, or revocation of the proxy, or transfer of the share in respect of which the vote is given, provided no intimation in writing of the death, revocation, or transfer shall have been received before the meeting, at the office of the Association or by the President of the meeting before the vote is given.

45. Every instrument of proxy, whether for a specified meeting or otherwise shall, as nearly as circumstances will admit, be in the form or to the effect following; or in such other form as the Executive may from time to time determine:

I of in the County of being a member of Atlantic Provinces Library Association, hereby appoint of (or failing him or her of or failing him or her of) as my proxy to vote for me and on my behalf at the ordinary general (or special general as the case may be) 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 within months from the date thereof.

As witness my hand this day of 19.

Witness Member

46. (1) A resolution, including a special resolution, in writing and signed by every member who would be entitled to vote on the resolution at a meeting is as valid as if it were passed by such members at a meeting and satisfied all the requirements of the Act respecting meetings of the members.

(2) A copy of every resolution referred to in subsection (1) shall be kept with the minutes of proceedings of members.

DIRECTORS

47. Unless otherwise determined by general meeting, the number of Directors shall be equal to the number of officers provided for in Article 72.

48. Each of the officers elected to form the Executive as provided in Article 72 shall by virtue of such election be a Director of the Association and shall hold office during the term for which he or she was elected or until his or her successor is elected in accordance with the Articles.

49. The Executive shall be paid out of the funds of the Association by way of remuneration for their service such sums, if any, as the Association in general meeting may determine and such remuneration shall be divided among them in such proportions and manner as the Executive may determine; the Executive may also be paid their reasonable travelling and hotel and other expenses incurred in consequence of their attendance at board meetings and otherwise in the execution of their duties as Executive.

50. The continuing Executive may act notwithstanding any vacancy in their body; but if the number fall below six the Executive shall not, except in emergencies or for the purpose of filling up vacancies, act so long as the number is below the minimum.

51. The office of a Director shall *ipso facto* be vacated -

(a) If he or she becomes bankrupt or makes an authorized assignment or suspends payment, or compounds with his or her creditors, or

(b) If he or she is found lunatic or becomes of unsound mind, or

(c) If by notice in writing to the Association he or she resigns his or her office, or

(d) If he or she is removed by resolution of the Association as provided in Article 54 hereof.

52. If in any year during which an election of officers ought to take place pursuant to Article 73 (1), no such election takes place, the retiring Directors shall continue in office until their successors are elected and a postal ballot for that purpose may on notice be held at any time.

53. The Association in general meeting may from time to time determine or alter the qualifications of the officers.

54. The Association may, by special resolution, remove any Director before the expiration of his or her period of office and appoint another person who may be qualified or become qualified in his or her stead; and the person so appointed shall hold office during such time only as the Director in whose place he or she is appointed would have held the same if he or she had not been removed.

PROCEEDINGS OF EXECUTIVE

55. The Executive 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, but until otherwise determined two Directors shall constitute a quorum.

56. Meetings of the Executive may be held either within or without the Province of Nova Scotia and the Directors may from time to time make arrangements relating to the time and place of holding Executive meetings, the notices to be given thereof and what meetings may be held without notice. Unless otherwise provided by such arrangements:

(a) A meeting of the Executive may be held at the close of every ordinary general meeting of the Association without notice;

(b) A notice of every other Executive meeting shall be delivered or mailed or telegraphed or telephoned or communicated using electronic mail to each Director two days (exclusive of the day on which the notice is delivered or mailed or telegraphed or telephoned but inclusive of the day for which notice is given) before the meeting is to take place;

(c) A meeting of the Executive 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 thereat.

57. The President may call at any time, and shall call upon the request of any two Directors, a meeting of the Executive.

58. Questions arising at any meeting of the Executive shall be decided by a majority of votes, and in case of an equality of votes the President shall have a second or casting vote.

59. The President shall preside at meetings of the Executive. If at any meeting of the Executive he or she is not present within five minutes after the time appointed for holding the same, a Vice-President of the Association shall preside and if neither the President nor Vice-President be present at any meeting within the time aforesaid, the Directors present shall choose some one of their number to preside at such meeting.

60. A meeting of the Executive for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the statutes in that behalf or of the regulations of the Association for the time being vested in or exercisable by the Executive generally.

61. The Association shall establish the following categories of committees and groups:

(a) Standing Committees are those committees established by the Association to deal with the continual and long-range needs of the Association;

(b) Executive Committees are those committees composed primarily of members of the Executive to carry out ongoing work of the Executive of the Association, on behalf of the membership;

(c) Special Committees are special-task, short-term committees which may be established by the general membership or the APLA Executive by passage of an appropriate motion. This motion includes specific terms of reference which give, *inter alia*, a specific time period for the completion of the assigned task; and

(d) Interest Groups are groups of members bound together by a common interest in a particular area of expertise. The Executive may establish or dissolve such Interest Groups as recommended by the Committee on Aims and Objectives. The purpose of the Interest Group is to provide a forum for information exchange within a limited area of interest and to make recommendations as appropriate to the Association on matters of wider interest relating to the area of expertise.

62. The meetings and proceedings of any committee consisting of two or more members shall be governed by the provisions contained in these Articles for regulating the meetings and proceedings of the Executive so far as the same are applicable thereto.

63. All acts done at any meeting of the Executive or of a committee of the Executive, or by any person acting as a Director shall, notwithstanding that it shall afterwards be discovered that there was some defect in the appointment of such Executive or persons acting as aforesaid, 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.

64. (1) A resolution in writing and signed by every member of the Executive who would be entitled to vote on the resolution at a meeting is as valid as if it were passed by the Executive at a meeting.

(2) A copy of every resolution referred to in subsection (1) shall be kept with the minutes of proceedings of the Executive or committee thereof, as the case may be.

REGISTERS

65. The Executive shall cause a proper register of the members of the Association to be kept in accordance with the provisions of the Act. (Act Section 39)

66. The Executive may cause to be kept in any place outside of Nova Scotia a branch register of members in accordance with the provisions of the Act. (Act Section 42)

67. The Executive shall also cause to be kept a proper register, containing the names and address and occupations of its Directors or managers in accordance with the provisions of the Act. (Act Section 84)

68. The Executive shall cause a proper register of the holders of debentures to be kept at the registered office of the Association in accordance with the provisions of the Act. (Act Section 97)

69. The Executive may cause to be kept in any place outside of Nova Scotia a branch register of the holders of debentures in accordance with the provisions of the Act. (Act Section 97)

MINUTES

70. The Executive shall cause minutes to be duly entered in books for the purpose of recording:-

- (a) all appointments of officers;
- (b) the names of the Executive present at each meeting of the Executive and of any committees of the Executive;
- (c) orders made by the Executive and committees of the Executive;
- (d) all resolutions and proceedings of meetings of the members and meetings of the Executive.

Any such minutes of any meeting of the Executive or of any committee, or of the Association if purporting to be signed by the President of such meeting or by the President of the next succeeding meeting, shall be receivable as *prima facie* evidence of the matters stated in such minutes.

71. The minutes of every general meeting shall be published and distributed in a format approved by the Executive.

OFFICERS OF THE ASSOCIATION

72. The officers of the Association shall be:

- (a) The President;
- (b) The First Vice-President who shall also be designated President-Elect;
- (c) The Treasurer residing in the Province of Nova Scotia;
- (d) A Vice-President from each of the Atlantic Provinces with principal responsibilities to assure the Association is fully aware of the needs and issues in librarianship in their respective Provinces;
- (e) A Vice-President with principal responsibilities of recruitment or retention of members; and
- (f) The immediate Past-President.

73. (1) All of the officers referred to in Article 73 shall be elected normally by a postal ballot of the Association conducted by the Election Committee. All personal members elected to hold office must be in good standing at the time they take office.

(2) No member of the Committee on Nominations and Elections established pursuant to the Standing Orders is available for nomination or election as an officer.

74. All officers shall serve until adjournment of the meeting at which their successors are declared elected.

75. The President-Elect shall serve the first year after election as First Vice-President, the second year as President and the third year as Past-President.

76. (1) The Treasurer shall normally serve for three years. No member shall hold the office of Treasurer for more than three years.

(2) Election as Treasurer shall constitute appointment as Recognized Agent for the purposes of the Corporations Registration Act of Nova Scotia.

77. The Provincial Vice-Presidents shall serve for two years, two being elected in each year.

78. The Vice-President for membership shall serve for two years.

79. The Secretary shall be appointed by the President for a one year term. The Secretary shall keep the minutes of members and Directors meetings and shall perform such other duties as may be assigned to him or her by the Executive.

80. The President, the Secretary and the Treasurer shall report to the Association at the annual meeting. The President shall report to the Association quarterly in the *APLA Bulletin*.

POWERS OF THE EXECUTIVE

81. The management of the business of the Association shall be vested in the Executive, who, in addition to the powers and authorities by these articles or otherwise expressly conferred upon it, 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 Association in general meeting, but subject nevertheless to the provisions of the statutes in that behalf, and of these articles and to any regulations from time to time made by the Association in general meeting; provided that no regulation so made shall invalidate any prior act of the Executive, which would have been valid if such regulation had not been made.

82. Without restricting the generality of the terms of Article 81 and without prejudice to the general powers conferred thereby, and the other powers conferred by these articles, it is hereby expressly declared that the Executive shall have the following powers, that is to say power from time to time:-

- (a) To take such steps as it thinks fit to carry into effect any agreement or contract made by or on behalf of the Association;
- (b) To pay the costs, charges and expenses, preliminary and incidental to the promotion, formation, establishment, and registration of the Association;
- (c) To purchase, or otherwise acquire, for the Association any property, rights or privileges which the Association is authorized to acquire, and at such price and generally on such terms and conditions as it thinks fit;
- (d) At its discretion to pay for any property, rights, or privileges acquired by, or services rendered to the Association, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Association, and any such shares may be issued either as fully paid up, or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures, or other securities may be either specifically charged upon all or any part of the property of the Association and its uncalled capital, or not so charged;
- (e) To secure the fulfillment of any contracts or engagements entered into by the Association, by mortgage or charge of all or any of the property of the Association and its unpaid capital for the time being, or in such other manner as it may think fit;
- (f) To appoint, and at its discretion remove or suspend, such experts, managers, secretaries, treasurers, officers, clerks, agents and servants for permanent, temporary or special services, as it from time to time thinks fit, and to determine its powers and duties, and fix its salaries or emoluments, and to require security in such instances and to such amounts as it thinks fit;
- (g) To appoint any person or persons (whether incorporated or not) to accept and hold in trust for the Association any property belonging to the Association, or in which it is interested, and for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust, and to provide for the remuneration of any such trustee or trustees.
- (h) To institute, conduct, defend, compound, or abandon any legal proceedings by or against the Association, or its officers, or otherwise concerning the affairs of the Association, and also to compound and allow time for payment or satisfaction of any debts due, and of any claims or demands by or against the Association;
- (i) To refer any claims or demands by or against the Association to arbitration, and observe and perform the awards;
- (j) To make and give receipts, releases and other discharges for money payable to the Association and for claims and demands of the Association;
- (k) To determine who shall be entitled to 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, hypothecation, pledges, endorsements, cheques, drafts, releases, contracts, agreements and all other instruments and documents;

(l) To provide for the management of the affairs of the Association abroad in such manner as it thinks fit, and in particular to appoint any persons to be the attorneys or agents of the Association with such powers (including power to sub-delegate) and upon such terms as may be thought fit;

(m) To invest and deal with any of the moneys of the Association not immediately required for the purposes thereof upon such securities and in such manner as it thinks fit, and from time to time to vary or realize such investments;

(n) From time to time to make, vary and repeal standing orders for the regulation of the business of the Association, or of its officers and servants, or the members of the Association, or any section or class thereof;

(o) To enter into all such negotiations and contracts, and 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 may consider expedient for or in relation to any of the matters aforesaid; or otherwise for the purposes of the Association;

(p) To provide for the management of the affairs of the Association in such manner as it shall think fit;

(q) To fill all vacancies in office pro tem. Persons so appointed shall serve until the next ordinary general meeting of the Association.

83. The Executive shall publish at regular intervals a list of current committees and interest groups which are established by the Executive to carry out the work of the Association.

STANDING ORDERS

84. The Association may authorize, by ordinary resolution, standing orders of the Association relative to any matter of procedure or organization of the Association not otherwise dealt with or inconsistent with its Memorandum of Association, these Articles or the Act. Standing orders shall remain in force until expressly amended or repealed. Every motion or resolution to implement a standing order shall be expressly designated as such.

85. The standing orders of the Association shall be consecutively numbered and copies of those in force from time to time shall be available to all members.

AMENDMENTS

86. Subject to the Act, the Association may by special resolution, alter or add to its articles; and any alteration or addition so made shall be as valid as if originally contained in the articles, and be subject in like manner to alteration by special resolution.

87. A resolution passed by the Association shall be deemed to be special whenever it has been passed by a majority of not less than three-fourths (three fourths) of such members of the Association entitled to vote as are present in person or by proxy at any general meeting of which

notice specifying the intention to propose the resolution as a special resolution has been duly given, and such resolution has been confirmed by a majority of such members entitled to vote as are present in person or by proxy at a subsequent general meeting, of which notice has been duly given, and held at an interval of not less than fourteen days, nor more than one month, from the date of the first meeting.

SOLICITORS

88. The Association may employ or retain a solicitor or solicitors, and such solicitors may, at the request of the Executive, or on instructions of the President, attend meetings of the Executive, or the members, whether or not he or she, himself or herself, is a member or officer of the Association. If a solicitor is also an officer he or she may nevertheless charge for services rendered to the Association as a solicitor.

THE SEAL

89. The Executive shall procure a seal for the Association and shall provide for its safe custody. The Seal of the Association shall not be affixed to any instrument, except by the authority of a resolution of the Board or of a committee thereof and in the presence of at least one Executive or the Secretary or such other person as the Executive appoint for the purpose; and that one Executive or Secretary or other person as aforesaid shall sign every instrument to which the seal of the Association is so affixed in their presence. For purposes of certification of documents or proceedings the Secretary or any executive or officer appointed by the Board may affix the seal of the Association.

ACCOUNTS

90. The Executive shall cause proper books of account to be kept of the sum of money received and expended by the Association, and the matters in respect of which such receipts and expenditures take place, and of all sales and purchases of goods by the Association, and of the assets and credits and liabilities of the Association.

91. The books of account shall be kept at the registered office of the Association or such other place or places as the Executive thinks fit.

92. The Executive shall from time to time, determine whether, and to what extent the accounts and books of the Association, or any of them, shall be open to the inspection of the members, and no member shall have any right of inspecting any account or book or document of the Association except as conferred by statute, or authorized by the Executive, or by a resolution of the Association in general meeting.

93. At every ordinary general meeting in every year the Treasurer, on behalf of the Executive, shall lay before the Association a profit and loss account, and a balance sheet, as set forth in the Act, containing a summary of the property and liabilities of the Association, made up to the date fixed by the Association as the end of its fiscal year.

94. Every such balance sheet shall be accompanied by a report of the Executive as to the state and condition of the Association.

95. A copy of every balance sheet (including every document required by law to be annexed thereto) which is to be laid before the Association in general meeting together with a copy of the auditor's report shall not less than seven days before the date of the meeting be sent to all persons entitled to receive notices of the general meetings of the Association.

AUDIT

96. Auditors shall be appointed and their duties regulated in accordance with the Act.

97. At every annual meeting, the Association shall elect one of its members, who is not an officer or Executive of the Association, to examine and report on the completeness and accuracy of the financial records of the Association for the coming year. This report shall be made to the next annual meeting before approval of the financial statement for that year. Every account of the Executive, when audited and approved by a general meeting, shall be conclusive, except as regards an error discovered therein within three months next after the approval thereof. Whenever any such error is discovered within the period, the account shall forthwith be corrected, and thenceforth shall be conclusive.

NOTICES

98. 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 his or her registered place of address.

99. Members who have no registered place of address, shall not be entitled to receive any notice.

100. 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.

101. Any notice given by advertisement shall be advertised twice in a paper published in the place where the registered office of the Association is situated, or if no paper be published there, then in any newspaper published in the City of Halifax, Nova Scotia.

102. 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. A certificate in writing signed by any manager, secretary or other official of the Association that the letter, envelope or wrapper containing the notice was so addressed and posted shall be conclusive evidence thereof. The foregoing provisions of this clause shall not apply to a notice of a meeting of the Executive.

103. Any notice or document so advertised or sent by post to, or left at the registered address or any member, in pursuance of these articles, shall, notwithstanding such member be then

deceased, and whether or not the Association have notice of his or her decease, be deemed to have been served on the member and such service shall for all purposes of these articles be deemed a sufficient service of such notice or document on his or her heirs, executors or administrators.

104. The signature to any notice to be given by the Association may be written or printed.

105. 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.

INDEMNITY

106. Every Director, officer, secretary, and other officer or servant of the Association 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 which any Director, officer, secretary or other officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him or her as such officer or servant, or in any way in the discharge of his or her duties, (including travelling expenses to the limits established by general meeting from time to time) 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 other claims.

107. No Director or other officer of the Association shall be liable for acts, receipts, neglects or defaults of any other Director or officer or for joining in any receipt or other act for conformity, or for any loss or expense happening to the Association through the insufficiency or deficiency of title to any property acquired by order of the Directors 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 shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any money, securities or effects shall be deposited, or for any loss occasioned by error of judgment or oversight on his or her part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his or her office or in relation thereto unless the same happen through his or her own dishonesty.

WINDING UP

108. The Association shall be wound up voluntarily whenever a resolution is passed by the votes of three-fourths of the members present at a general meeting of which due notice has been given requiring the Association to be wound up voluntarily.

109. In the event of the winding up or dissolution of the Association, the Executive and/or the Trustees charged with the winding up or dissolution shall, after paying all debts and liabilities of the Association, distribute the remaining assets to such non-profit organizations in Canada as the Executive or Trustees shall in absolute discretion decide.

FISCAL YEAR

110. The fiscal year of the Association shall be April 1 to March 31 of every year. The fiscal year shall govern all business and activities of the Association except as otherwise provided by these Articles.

REMINDERS

111. The Executive shall comply with the following provisions of the Act:-

- (1) Keep a Register of members. (Act Section 39)
- (2) Keep a Register of the holders of debentures. (Act Section 97)
- (3) Call an annual meeting every year within the proper time.
- (4) Send to the Registrar printed copies of special resolutions. (Act Section 76)
- (5) Keep a Register of Directors and officers and send to the Registrar a copy thereof and notify him or her of any change among its Directors or officers. (Act Section 84)
- (6) File with the Registrar notice of situation of its Registered Office or of any change thereof. (Act Section 66)
- (7) Keep at the Registered Office proper minutes of all general meetings and Directors' Meetings in books kept for this purpose. (Act Section 77)
- (8) Obtain certificate under the Corporations Registration Act on commencing business.
- (9) File notice of the Registered Agent with the Registrar under provisions of the Corporations Registration Act.
- (10) Keep the Register of Directors up to date.