

**BY-LAWS
OF
EXHIBITIONS ASSOCIATION OF NOVA SCOTIA**

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BE IT ENACTED as a by-law of the Association as follows:

SECTION ONE INTERPRETATION

Definitions – In this by-law and all other by-laws of the Exhibitions Association of Nova Scotia, unless the context otherwise requires:

“Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act;

“Act” means the Societies Act, an Act to provide for the incorporation of non-profit societies;

“By-law” means this by-law and any other by-laws of the Corporation as amended and which are, from time to time, in force and effect;

“Board” means the board of directors of the Exhibitions Association of Nova Scotia and **“director”** means a member of the board;

“Association” means Exhibitions Association of Nova Scotia;

“Special resolution” means a resolution passed by not less than three-fourths of such members entitled to vote as are present at a general meeting of which seven days’ notice specifying the intention to propose the resolution as a special resolution has been duly given;

“Ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

“Meeting of members” includes an annual meeting of members and a special meeting of members.

Words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

SECTION TWO
TRANSACTIONS OF THE AFFAIRS OF THE ASSOCIATION

2.01 Seal

The seal of EANS, if any, shall be in the form determined by the Board.

2.02 Financial Year

Until otherwise ordered by the board, the fiscal year of the Association shall be the period from November 1 to October 31 in any year.

2.03 Execution of documents

Contracts, deeds, bills of exchange and other instruments may be executed on behalf of the Association by the president or vice-president and the corporate secretary, or otherwise as prescribed by resolution of the board of directors. Any person authorized to sign an instrument on behalf of the Association may affix the corporate seal thereto.

2.04 Banking arrangements

The banking business of the Association shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the board may from time to time prescribe or authorize.

2.05 Annual financial report

The directors shall annually present to the members a written report on the financial position of the Association. The report shall be in the form of: (a) a balance sheet showing its assets, liabilities and equity; and (b) a statement of its income and expenditure in the preceding fiscal year.

A copy of the financial report shall be signed by two directors, and if an auditor is appointed, by the auditor.

A signed copy of the financial report shall be filed with the Registrar within fourteen (14) days after each annual meeting.

2.06 Member inspection of annual financial statements, minutes and records

The members may inspect the annual financial statements and minutes of membership and directors' meetings at the registered office of the Association with one (1) weeks' notice. All other books and records of the Association may be inspected by any member at any reasonable time within two (2) days prior to the annual general meeting at the registered office of the Association.

2.07 Borrowing money

The Association may only borrow money as approved by a special resolution of the members.

2.08 Agents and attorneys

The board shall have power from time to time to appoint agents or attorneys for the Association in or out of Nova Scotia.

SECTION THREE

MEMBERS

3.01 Membership Rights and Responsibilities

The Association is ultimately accountable to the members of the Association.

3.02 Membership in the Association shall consist of:

- (a) The thirteen (13) Nova Scotia Exhibitions and eight (8) Fairs
- (b) Every organizational member of the Association as described above shall be entitled to have its representative attend any meeting of the Association and to vote at any meeting of the Association, but there shall be no proxy voting.
- (c) Each shall have one vote

The following shall be admitted to membership in the Association:

- (a) Nova Scotia Exhibitions and Fairs which uphold the objects of the Association and contribute to the support in an amount to be determined at the Annual General Meeting;

3.03 Transfer of Membership

Membership in the Association shall not be transferable.

3.04 Repeal or Amendment

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

3.05 Funds

No funds of the Association shall be paid to or be available for the personal benefit of any member.

SECTION FOUR MEETING OF MEMBERS

4.01 Annual General Meeting

The annual general meeting of the members shall be held within three months after every fiscal year end.

At each annual meeting of the Association, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- (a) Minutes of the preceding annual general meeting;
- (b) Consideration of the annual report of the directors;
- (c) Consideration of the financial statement, including balance sheet and operating statement and the report of the auditors thereon;
- (d) Election of directors for the ensuing year;
- (e) Appointment of the Auditors (if applicable);
- (f) All other business transacted at an annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at a special meeting of the Association.

4.02 General or Special Meeting

A general or special meeting of the members may be held any time and shall be called:

- (a) if requested by the President; or
- (b) if requested by a majority of the directors; or
- (c) if requested in writing by 51% of the members of the Association

4.03 Place of Meeting

Meetings of members shall be held at the office of the Association or elsewhere in the province of Nova Scotia in which the office is situate.

4.04 Quorum

- (a) No business shall be transacted at an ordinary or annual general meeting of the Association unless a quorum of members is present to open the meeting.
- (b) A quorum for the transaction of business at any meeting of members entitled to vote shall be 50% + 1 of the membership in the Association.
- (c) If a meeting is convened and quorum is not present within one-half hour from the time appointed for the meeting, it shall be adjourned to such time and place as a majority of members present shall decide.
- (d) Notice of the new meeting shall be given and at the adjourned meeting the members present shall constitute quorum only for the purpose of winding up the Association.
- (e) If a meeting is convened at the request of the members as per 4.02 and quorum is not present within one-half hour from the time appointed for the meeting, it shall be dissolved.

(f) Where there is an equality of votes the motion shall be lost.

The President may, with the consent of the meeting, adjourn any meeting. No business shall be transacted at the subsequent meeting other than the business left unfinished at the adjourned meeting unless notice of such new business is given to the members.

4.05 Notice of meetings

Notice to members is required for general or special meetings. The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members seven (7) days prior to the meeting,
- (c) be given to the members thirty (30) days prior to an annual general meeting
- (d) be given to the members by newsletters, newspapers, television, radio, email, telephone, fax and/or other electronic means,
- (e) specify the intention to propose a special resolution, and
- (f) the non-receipt of notice by any member shall not invalidate the proceedings.

4.06 Right to vote

At any meeting of members, the representative of the member organizations shall be entitled to vote, who at the time of the meeting is recognized as a member of the Association.

Every member shall have one vote and no more and there shall not be proxy voting.

4.07 Chairperson, secretary and scrutineers

The President, or in their absence, a vice-president who is a director of the Association shall be the chairperson of any meeting of members; if no such officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be chairperson. If the secretary of the Association is absent, the chairperson shall appoint some person, who does not need to be a member, to act as secretary of the meeting. If desired, one or more scrutineers, who do not need to be members, may be appointed by a resolution of the chairperson with the consent of the meeting.

At any meeting, unless a poll is demanded by at least three members, a declaration by the President that a resolution has been carried and an entry to that effect in the book of proceedings of the Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

4.08 Persons entitled to be present

The only persons entitled to attend a meeting of members shall be those entitled to vote thereat, the public accountants of the Association and others who, although not entitled to vote, are entitled or required to be present. Any other person may be admitted only on the invitation of the chairperson of the meeting or with the consent of the meeting.

4.09 Proxies

There shall not be proxy voting.

4.10 Votes to govern

At any meeting a declaration by the chair that a resolution has been carried is sufficient unless a poll is demanded by at least three (3) members. If a poll is demanded it shall be held by show of hands or by secret ballot as the chair may decide.

4.11 No casting vote

In case of an equality of votes at any meeting of members either upon show of hands or upon a poll, the chairperson of the meeting shall not be entitled to an additional or casting vote. Where there is an equality of votes the motion shall be lost.

4.12 Adjournment

The chairperson at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and place to place.

SECTION FIVE NOTICES

5.01 Method of giving notices

The notice must:

- (a) specify the date, place and time of the meeting,
- (b) be given to the members seven (7) days prior to the meeting,
- (c) be given to the members thirty (30) days prior to an annual general meeting
- (d) be given to the members by newsletters, newspapers, television, radio, email, telephone, fax and/or other electronic means,
- (e) specify the intention to propose a special resolution, and
- (f) the non-receipt of notice by any member shall not invalidate the proceedings.

5.02 Computation of time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

5.03 Omissions and errors

The accidental omission to give any notice to any member, director, officer or public accountant or the non-receipt of any notice by any member, director, officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

5.04 Waiver of notice

Any member, director, officer or public accountant may waive any notice required to be given to them under the articles or the by-laws of the Association, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

**SECTION SIX
DIRECTORS****6.01 Number of directors and quorum**

The affairs of the Association shall be managed by its board of directors. Until changed in accordance with the Societies Act, the board shall consist of a minimum of 5 and a maximum of 13 Exhibition organizational representative members.

The subscribers to the Memorandum of Association of the Association shall be the first directors of the Society.

Quorum shall consist of 51% of the directors. No business shall be conducted at any meeting of the Board of Directors unless a quorum is present to open the meeting and, upon request, before any vote.

6.02 Qualification

Any Exhibition organizational representative member of the Association shall be eligible to be elected a director of the Association and a Director of the Association shall be an approved representative member.

No person shall be qualified as a director unless such person is an individual, is mentally competent, is eighteen or more years of age, has the capacity under law to contract and does not have the status of bankrupt.

6.03 Management of the Association

The management of the Association is the responsibility of the directors. In particular, the directors may engage a General Manager/Executive Director, and determine their duties, responsibilities and remuneration.

6.04 Election and term

The directors shall be elected to hold office for a term of three (3 years) by the members at the annual meeting of members. Directors will be eligible for election for two (2) consecutive terms and then will be eligible once again after an absence of one (1) year from board membership.

At an ordinary or annual general meeting of the Association and at every succeeding ordinary or annual general meeting when directors are due to retire from office, they shall hold office until dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.

6.05 Vacation of office

The office of a director shall be vacated upon the occurrence of any of the following events: (a) if a receiving order is made against them or if they make an assignment under the Bankruptcy Act; (b) if an order is made declaring them to be a mentally incompetent person or incapable of managing their affairs; (c) on death; or (d) if by notice in writing to the secretary of the Association they resign their office.

6.06 Removal of directors

The members may, by resolution passed at a special meeting of members called for the purpose, remove any director before the expiration of their term of office and may, by majority vote, elect any person in their stead for the remainder of their term.

6.07 Vacancies

Vacancies on the board may be filled for the remainder of its term of office either by the members at a special meeting of members called for the purpose or by the board if the remaining directors constitute a quorum.

6.08 Calling of meetings

Meetings of the board shall be held from time to time at the call of the board or the president or any two directors. Notice of the time and place of every meeting so called shall be given to each director not less than 48 hours (excluding Saturdays, Sundays and bank holidays) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or of those absent waive notice or otherwise signify their consent to such meeting being held.

6.09 First meeting of new board

Provided a quorum of directors be present, a meeting of directors may be held at the close of every annual general meeting without notice for the purpose of electing officers.

6.10 Regular meetings

For all other board meetings, notice is required and must:

- (a) Specify the date, place and time of the meeting
- (b) Be given to the directors seven (7) days prior to the meeting
- (c) Be given to the directors by newsletters, radio, public bulletin boards, email, telephone, fax and/or electronic means
- (d) The non-receipt of notice by any director shall not invalidate the proceedings
- (e) Notice can be waived for board meetings with the unanimous approval of the Board.

The Board of Directors shall meet no less than four times each year.

6.11 Place of meeting

Meetings of the board shall be held at the office of the Association or elsewhere in Nova Scotia.

6.12 Chairperson

The president, or in their absence, a vice-president who is a director shall be chairperson of any meeting of directors; and, if no such officer be present, the directors present shall choose one of their number to be chairman.

6.13 Votes to govern

At all meetings of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chairperson of the meeting shall not be entitled to a second or casting vote.

No business shall be transacted at any meeting of the Board of Directors unless at least a majority of the directors are present at the commencement of such business.

At directors' meetings, where there is an equality of votes the motion shall be lost.

6.14 Meetings by telephone or other electronic means

Where all the directors have consented thereto, any director may participate in a meeting of the directors or of a committee by means of conference telephone, other communications equipment, telephonic, an electronic or other communication facility by means of which all persons participating in the meeting can communicate adequately with each other during the meeting. A director participating in a meeting pursuant to this paragraph shall be deemed to be present in person at that meeting.

6.15 Declaration of interest

It shall be the duty of every director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Association to declare such interest to the extent, in the manner and at the time required refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

6.16 Conflict of interest

Directors who have, or could reasonably be seen to have a conflict of interest have a duty to declare this interest. The declaration should be made to the members (a) upon nomination, and (b) if serving as a director, when the possibility of a conflict is realized.

A conflict of interest does not prevent a person from serving as a director provided that they withdraw from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.

6.17 Remuneration

The directors shall receive no compensation, either directly or indirectly, for acting as such and shall not receive, either directly or indirectly, any profit from their office.

The Association shall not make loans, guarantee loans or advance funds to any director.

The directors shall be paid their travelling and out-of-pocket expenses properly incurred by them in attending meetings of the board or of the members. No confirmation by the members of any such payment shall be required.

SECTION SEVEN OFFICERS

7.01 Election of officers

The officers shall be elected by the directors and shall be a president, vice-president, treasurer and corporate secretary. The offices of treasurer and corporate secretary may be combined.

Officers of the Corporation will be elected for two (2) year terms and eligible for election for two (2) consecutive terms as an Officer for a total of four (4) years if they continue to be the approved representative member of the organizational Exhibition member.

7.02 President

The President shall be responsible for the effectiveness of the board and shall perform other duties as assigned by members or the directors.

7.03 Vice-President

During the absence or disability of the president, their duties shall be performed and his powers exercised by the vice-president. A vice-president shall have such other powers and duties as the board or the president may prescribe.

7.04 Secretary

The secretary shall attend and be the secretary of all meetings of members and directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat; they shall give or cause to be given, as and when instructed, all notices to members and directors; they shall be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Association and of all books, papers, records, documents and other instruments belonging to the Association except when some other officer or agent has been appointed for that purpose; file the annual requirements with the office of the Registrar; and they shall perform such other duties as the board or the president may prescribe.

The secretary shall ensure the filing of the annual requirements with the office of the Registrar, and with the Registrar (a) within fourteen (14) days of their election or appointment, a list of directors with their addresses, occupations and dates of appointment or election; and (b) a copy of every special resolution within fourteen (14) days after the resolution is passed.

The Directors may also appoint a Recording Secretary who is responsible for taking minutes of all board and members' meetings, and who need not be a director.

7.05 Treasurer

The Treasurer shall have responsibility for the custody of all financial books and records of the Association, and carry out all other duties as assigned by the Board.

7.06 Variation of duties

From time to time the board may vary, add to or limit the powers and duties of any officer.

SECTION EIGHT PROTECTION OF DIRECTORS AND OFFICERS

8.01 Limitation of liability

No director or officer will be liable for any loss, cost, damage, expense or other misfortune incurred or suffered by the Association, unless it results through their failure, when exercising the powers and discharges of their office, to act honestly and in good with a view to the best interests of the Association, or to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

8.02 Indemnity

The Association will indemnify a director or officer of the Association, a former director or officer of the Association, or another individual who acts or acted at the Association's request as a director or officer, or an individual acting in a similar capacity, of another entity, and their heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, reasonably incurred by him or her in respect of any civil, criminal, administrative, investigative or other proceeding in which he or she is involved because of his or her association with the Association or other entity if:

- (a) they acted honestly and in good faith with a view to the best interests of the Association or, as the case may be, to the best interests of the other entity for which they acted as a director or officer or in a similar capacity at the Association's request; and

- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, they had reasonable grounds for believing that their conduct was lawful.

The right to indemnity in this Section 8.02 will include the right to the advance of moneys from the Association for the costs, charges and expenses of a proceeding referred to in section 8.02 (a) above, which moneys must be repaid if the individual to whom they were advanced has not fulfilled the conditions as set out in section 8.02 (a) above. Nothing in this by-law will limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

SECTION NINE FINANCE

9.01 Public Record

The financial statements filed with Registry of Joint Stock Companies will be made available to the public.

SECTION TEN

10.01 Repeal and amendment

The members may repeal, amend or add to these by-laws by a special resolution. No by-law or amendment to by-laws shall take effect until the Registrar approves of it.

MADE by the board the _____ day of _____ 2021.

Director and Chair

Director and Secretary

CONFIRMED by the members in accordance with the Societies Act (Special Resolution Certificate) the _____ day of _____.

Director and Secretary