

DOWNTOWN HALIFAX BUSINESS COMMISSION

(A Society which has been incorporated pursuant to the provisions of Section 5, of the *Societies Act*, R.S.N.S. 1989, C.435)

BY-LAWS – JUNE 1, 1996
REVISED September 26, 2003
REVISED March 29, 2006
REVISED JUNE 12, 2008
REVISED JUNE 24, 2015
REVISED JUNE XX, 2016

In these By-Laws

- (a) “City” means the Halifax Regional Municipality.
- (b) “Chief Administrative Officer” means the Chief Administrative Officer for the Halifax Regional Municipality.
- (c) “Councillor” means a member of the Halifax Regional Municipal Council.
- (d) “Commission” means the Downtown Halifax Business Commission.
- (e) “District” means the Downtown Halifax Business Commission District.

ARTICLE I – NAME & PURPOSE

Section 1.1 Name

The name of the Commission shall be Downtown Halifax Business Commission.

Section 1.2 Purpose

The Commission shall be so organized and shall be so operated as a business association to promote economic development, support the common business interests, improve business conditions and create a positive image in the Central Business District and appurtenant areas of Halifax, Nova Scotia. It is a fundamental principal of the Commission that all recommended local area rates be placed on commercial realty assessment in the Central Business District and appurtenant areas are private sector contributions to the promotion, marketing and improvement projects within the Central Business District and appurtenant areas and that the recommended area rate has been agreed to by the Board of Directors of the Commission and may be amended ~~or eliminated~~ pursuant to the provisions contained with Article ~~XII~~ III, **Section 3.5** herein.

Section 1.3 District

The boundaries for the Central Business District and appurtenant areas, as are referred to above, are more specifically defined in Schedule “A” which is attached to and which forms a part of these By-Laws.

ARTICLE II – BUSINESS OFFICE AND LOCATION

Section 2.1

The business office of the Commission shall be located within the District upon or in premises as may be directed from time to time by the Board of Directors.

ARTICLE III – MEMBERSHIP

Section 3.1 Membership

Each of the persons or entities who is a non resident tenant in or an owner of a real property within the District as defined herein shall be eligible for membership in the Downtown Halifax Business Commission.

Section 3.2 Assessment of Members

Subject to Section 3.1, no formal admission to membership in the Commission shall be required and the entry by the Secretary in the Register of the Members of name and address of any organization or individual shall constitute an admission to membership in the Commission. All of those eligible for Membership in the Commission shall be assessed a local area rate upon which commercial realty taxes shall be payable to the Halifax Regional Municipality. This shall be in addition to any other assessed rate upon which commercial realty taxes shall be payable to the Halifax Regional Municipality.

Section 3.3 Voting

Each Member, (hereinafter: “Members”) and Director in good standing shall have one vote at all General Meetings of the Commission and at the Annual General Meeting thereof. Good standing shall be defined as not being in arrears with respect to the payment of any local area rate upon commercial realty and/or any dues.

Section 3.4 Dues and Levies

Dues and levies shall be determined by the Board of Directors in consultation with the Halifax Regional Municipality. The Annual Budget of the Commission shall include a reserve for assessment appeals.

Section 3.5 Termination/Cessation of Membership

- (1) Any Member so recorded by the Secretary of the Commission who (which) sells or otherwise disposes of his (its) real property within the District as defined herein or who (which) cease to be a non resident tenant in a real property within the District shall cease to be eligible for Membership in the Commission and shall be removed from its Membership Roll by the Secretary.

ARTICLE IV – MEETINGS OF MEMBERS

Section 4.1 Annual General Meeting

The Annual General Meeting of the Members of the Commission shall be held at such time and place and upon such date as shall be set out by the Board of Directors. Notice of the Annual General Meeting shall be given to the Members not less than fourteen (14) days prior to the date thereof.

Section 4.1.1 Election of Directors

An election of Members to serve on the Board of Directors shall be held during the Annual General Meeting in the manner more particularly set forth in Article VII hereof. Members of the Board of Directors shall continue to hold office until their successors (or their successor, as the case may be) are elected. Prior to the election of Members to the Board of Directors, the Commission shall cause to be constituted a Nominating Committee which shall submit a slate of names to be considered by the Members for election to the Board of Directors.

Section 4.2 Annual Report

A complete operational report and audited financial statement of the preceding year shall be distributed to all of the Members attending the Annual General Meeting.

Section 4.3 Special Meetings

Special Meetings of the Members may be called by the Board of Directors. Only business within the purpose or purposes described in the notice for a Special Meeting of the Members may be conducted at the Meeting to which the notice applies.

Section 4.4 Quorum

A minimum of ten (10) assessed members shall constitute a voting quorum for the Annual General Meeting or for any Special Meeting.

Section 4.5 Proxies

A vote at the Annual General Meeting may be cast in person by any Member or by proxy. Proxies shall be duly executed in writing, shall be valid only for the Annual General Meeting for which they are executed and must be filed with the Secretary before the commencement of the Annual General Meeting.

Any proxy shall be void if it is not dated, or if the signature appearing thereon has not been witnessed by another person who shall also sign and print his full name and provide his full address, or if it has not been filed with the Secretary prior to the commencement of the Annual General Meeting. For the purposes for the constitution of the Quorum, proxies consistent with the provisions hereinbefore set forth shall be included.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 General Powers

The business of the Commission shall be managed by its Board of Directors except as might otherwise be provided for in the provisions of any governing Statute(s) or by its Memorandum of Association or By-Laws. The duties and powers of the Board of Directors shall include but shall not be limited to:

- nomination and election to the Executive Committee;
- recommendation(s) to the Members on the amendment of these By-Laws;
- hiring of staff including the appointment of the Executive Director and the establishment of applicable rates of remuneration and employment benefits;
- recommendation to the Halifax Regional Municipality on the establishment of local area rates for the District;
- appointment to the Nominating Committee.

Section 5.2 Composition

The Board of Directors shall consist of not less than eight (8) and not more than sixteen (16) people.

Section 5.2.1 Term

A person's term on the Board of Directors shall be for no more than two (2) years. Members of the Board of Directors who are not Officers shall be entitled to serve no more than two (2) consecutive terms for a total of four (4) years prior to resignation or retirement. Not fewer than one-third of the Members of the Board of Directors and not greater than one-half of the Members of the Board of Directors shall have terms expiring one business day subsequent of the Annual General Meeting.

Section 5.2.2 Election of Board of Directors

Members of the Board of Directors shall be elected by Members of the Commission pursuant to the provisions of Articles IV and VII. Members shall ordinarily be elected to the Board of Directors at the Annual General Meeting of the Commission. Elections shall be by simple plurality of the votes cast by the Members entitled to vote in the Election at the Annual General Meeting at which a quorum of the Members is present.

Section 5.3 Automatic Membership on Board of Directors

The following people are automatically Members of the Board of Directors of the Commission:

- (a) the immediate past chairperson of the Commission;
- (b) the Chief Administrative Officer of the Halifax Regional Municipality or his designate;

Section 5.4 Vacancies

Vacancies on the Board of Directors may be filled by a majority vote of the remaining Directors. Any such election shall be for the unexpired term of the vacancy being filled.

Section 5.5 Meetings of the Board of Directors

The Members of the Board of Directors shall meet as often as necessary to properly conduct the affairs of the Commission provided that notice thereof is directed to each Member of the Board of Directors.

Section 5.6 Order of Business

All meetings of the Board of Directors and the Executive Committee shall be conducted as follows:

- (a) Minutes of the preceding Meeting of the Board of Directors;
- (b) Business arising out of those Minutes;
- (c) Reports of Committees;
- (d) Communications and Unfinished Business;
- (e) Financial Reports;
- (f) Elections;
- (g) New Business and items to be added to future agenda.

Section 5.7 Quorums for Meetings of Board of Directors

One third (1/3) of the Members of the Board of Directors shall constitute a quorum except that three quarters (3/4) thereof shall constitute a quorum for the purposes of approving the Annual Budget and Annual Business Plan of the Commission. Any resolution in writing, signed by all the Directors or approved in electronic form and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of the Directors.

Section 5.8 Notice

Notice of any Meeting of the Members of the Board of Directors shall be effective if delivered in writing, by telephone, or in person and if given no less than twenty-four (24) hours prior to the commencement of such Meeting.

Section 5.9 Removal of Directors

The Members of the Commission may, by special resolution, remove any Director prior to the expiration of his term of office and appoint another person in his stead. The person appointed shall hold his office as Director only for such time as the Director in whose place he has been appointed would have held his office should he not have been removed therefrom.

Section 5.10 Remuneration of Directors

No person shall earn any remuneration or other benefit by virtue only of his office as a Director of the Commission.

ARTICLE VI – OFFICERS

Section 6.1 Appointment of Officers

The Officers of the Commission shall be the Chairperson who shall preside at all Meetings of the Board of Directors and Executive Committee, a Vice-Chairperson, Secretary/Treasurer, and in the discretion of the Members of the Board of Directors, one or more other Officers and/or Assistant Officers as may be deemed necessary or advisable to assist with carrying on the business and/or undertakings of the Commission. All Officers and/or Assistant Officers shall be elected from amongst the Members of the Board of Directors on a simple majority vote for periods of ordinarily not less than two (2) years. The Board of Directors shall have the authority to extend the term of office for any Officer and/or Assistant Officer for not more than two (2) years in each of the aforementioned positions. Any two (2) or more Offices may be held by the same person. Any Officer and/or Assistant Officer may be removed from his or her Office at any time with or without cause, by simple majority vote of the remainder of the Members of the Board of Directors. The Executive Director of the Commission shall be an *ex officio* member of the Board of Directors, the Executive Committee and every Committee associated therewith but shall not vote upon the transaction of any business.

ARTICLE VII – ELECTION PROCEDURE

Section 7.1 Nominations

The Chairperson of the Commission shall appoint a Nominating Committee of at least three (3) Members who shall nominate Members for election to the Board of Directors at the Annual General Meeting. Additional nominations of Members to the Board of Directors may be made from the floor of the Annual General Meeting provided that they are both proposed and seconded by two different Members, both of whom are in good standing.

Section 7.2 Election Procedure

The procedure for the conduct of any Election(s) at the Annual General Meeting shall be as prescribed by the Board of Directors from time to time.

ARTICLE VIII – COMMITTEES

Section 8.1 Executive Committee

The Chairperson, Vice-Chairperson, Secretary/Treasurer, Member at Large(s) and Past Chair shall constitute the Executive Committee, which Committee shall exercise all of the powers of the Board of Directors consistent with these By-Laws and the Memorandum of Association of the Commission, with the exception of those powers which are expressly reserved to the exclusive authority of the Board of Directors.

Section 8.2 Other Committees

The Board of Directors may create as many other Committees or Project Teams as it deems necessary. Each Committee and/or Project Team shall have the authority to take such action as is delegated to it by the Board of Directors with the exception of such actions as are in conflict with the By-Laws or the Memorandum of Association of the Commission or of the set policies of the Commission as they may be from time to time.

ARTICLE IX – AMENDMENTS

The By-Laws may only be amended by a Special Resolution of the Members provided that notice of any proposed amendments(s) be given to the Members at least ten (10) days prior to the Meeting at which such amendment(s) is (are) scheduled to be considered.

ARTICLE X – BORROWING

The Board of Directors on behalf of the Commission may from time to time:

- a. raise or borrow money for the purposes of the Commission;
- 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, with the sanction of a special resolution and in particular, by the execution and delivery of mortgages of the Commission's real and personal property, or by the issue of bonds, debentures or debenture stock of the Commission secured by mortgage or otherwise or charged upon all or any part of the property of the Commission;
- 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; and
- d. pledge debentures as security for loans with the sanction of a special resolution.

ARTICLE XI – GENERAL PROVISIONS

Section 11.1 Corporate Seal

The corporate seal of the Commission, subject to alteration by Members of the Board of Directors shall be in the form of a circle and shall bear the name of the Commission and the year of its incorporation and shall be affixed to any document or written instrument when so authorized by the Board of Directors.

Section 11.2 Fiscal Year

The Fiscal Year of the Commission shall commence April 1st and conclude March 31st of each following year unless otherwise provided by the Board of Directors.

Section 11.3 Annual Budget and Business Plan

Prior to the beginning of each Fiscal Year, the Board of Directors shall approve the Annual Budget and Annual Business Plan of the Commission for the up-coming year prior to their submission to the Members. Each year the Commission shall submit to Council through the Chief Administrative Officer, its proposed Operational Budget, together with an estimate of the local area rate required to raise the funds necessary to implement the provisions of the Operating Budget as proposed.

Section 11.4 Annual Report

Following the conclusion of each Fiscal Year, the Board of Directors shall approve and present to the Members and the City an Annual Report of the Commission's activities and expenditures for the past year.

Section 11.5 Signing Officers

The Signing Officers of the Commission shall be the Chairperson thereof, the Executive Director and any one of the Directors of the Executive Committee.

Section 11.6 Minutes

The Commission shall cause to be kept and maintained the Minutes of any meeting of its Members or Directors at which any of its business is transacted.

Section 11.7 Inspection of Minutes and other Records of the Commission

Any Member of the Commission or his duly authorized representative may review the Minutes of any meeting of the Members of the Commission or its Board of Directors or any of its books and/or financial records at the Commission's offices as they may be from time-to-time between the hours of 9:00 a.m. and 5:00 p.m. on any day from Monday to Friday (statutory holidays excluded) upon twenty-four (24) hours written notice.

Section 11.8 First Directors

The Subscribers to the Commission's Memorandum of Association shall be its First Directors and they shall have all of the powers of the Directors as are set out herein.

Section 11.9 List of Directors

The Commission shall file with the Registrar with its annual statement a list of its Directors, with their addresses, occupations and dates of appointment or election, and shall within fourteen (14) days of a change of Directors notify the Registrar of the changes.

Section 11.10 Filing of Special Resolutions

The Commission shall file with the Registrar a copy of every special resolution within fourteen (14) days after such resolution is passed.

ARTICLE XII – TERMINATION

~~At any time, the Board of Directors may meet to approve a request to terminate the Commission and surrender its Certificate of Incorporation. Notice of intent in that regards shall be directed by the Board of Directors to every person assessed a local area rate for business occupancy and/or commercial realty and shall be binding upon the Board of Directors if agreed to by at least~~

- ~~(i) fifty-one (51%) percent of the persons assessed for business occupancy tax within the District and whose total business occupancy assessment within the District does at least fifty-one (51%) percent of the total business occupancy assessment of all persons within the District;~~

and

- ~~(ii) fifty-one (51%) percent of the persons assessed for real property tax with respect to commercial property within the District and whose total commercial property assessment within the District is at least fifty-one (51%) percent of the total commercial property assessment of all persons within the District.~~

~~If such proposal for termination of the Commission is approved by the majority of its Members as set out in this Article, the Board of Directors shall promptly submit to the Halifax Regional Municipal Council the Commission's recommendation and request that the Commission and its related local area rates within the District be terminated.~~

Appendix A

DOWNTOWN HALIFAX BUSINESS COMMISSION DISTRICT

