

**BY-LAWS OF
HALIFAX SHIPPING ASSOCIATION**

BY-LAW ONE

NAME AND OFFICE

Article 1. –NAME-

**The name of the association shall be
THE HALIFAX SHIPPING ASSOCIATION**

Hereinafter in these By-Laws referred to as the “Association”.

Article 2. – SITUATION OF HEAD OFFICE-

- a) The Head Office of the Association shall be located at the City of Halifax, in the County of Halifax, Province of Nova Scotia.

BY-LAW TWO

MEMBERSHIP

Article 1. -

Membership in the Association shall be limited to Corporations, Partnerships and Sole proprietorships operating the following businesses in the Metropolitan Halifax area:

- a) Stevedoring Companies
- b) Shipping Terminal Operators;
- c) Ships Agents
- d) Owners and/or Operators of Commercial Vessels
- e) Owners Operators of commercial cargo handling facilities;
- f) Marine Surveyors;
- g) Ship Builders and ship repairers;
- h) Authorities and/or Commissions involved in the Marine Shipping Trade at the Port of Halifax hereinafter in the By-Laws referred to as the “Members”
- i) And from time to time the Association may consider application and accept or reject Members to the Association other than those from categories as set out about where after due consideration, it is deemed to be in the best interest of the Association to do so.

Article 2. -

Henceforth, admission to the Association shall be subject to the prior approval of the majority of voting members at a regular Membership meeting.

Article 3. -

Each member of the Association shall be entitled to designate in writing an individual together with an alternate individual to represent itself in respect o its membership in the Association.

Article 4. -

Each member shall have one vote in all the deliberations of the members of the Association subject to the provisions of this By-Law.

Article 5. -

In the event there are two or more affiliated members, one vote only may be cast by one of the members so affiliated. The word "affiliated" shall, for the foregoing purposes, mean companies controlled, directly or indirectly, by the same person or company and shall include any member which exercises such control.

A Company shall be deemed to be controlled by another person or Company or by two or more Companies if shares of the first mentioned Company carrying fifty percent (50%) or more of the votes for the election of Director are held by or for the benefit of such other person or Company or Companies and the votes carried by such shares are sufficient, if exercised, to elect a majority at the Board of Directors of the first mentioned Company.

All prospective member of the Association shall be obliged to indicated in writing to the Secretary of the Association , prior to admission to members, full particulars of affiliation with all members, and shall, while they continues to be members, be obliged to advise the Secretary in writing of any modifications in such affiliation. The Secretary shall have the right at any time to request and require a member to confirm and/or reconfirm particulars of affiliation as aforesaid.

Article 6. -

The Board of Directors may suspend or expel any member from Membership for non-observance of the By-Laws or any regulations made by the Association for non-payment of dues or assessments. The Board of Directors shall give seven (7) days' notice in advance of any meeting at which time consideration will be given by the Board of directors to such disciplinary actions.

Any member so effected by such disciplinary action shall be entitled to appeal the decision of the Board of Directors to the members at the next general meeting which may be done by notifying the Association by registered mail of the intention to appeal within fifteen (15) days of the decision of the Board of Directors to take this disciplinary action.

Article 7. -

Any member ceasing to remain within the definition which entitles them to Membership pursuant to these By-Laws shall immediately cease to be a member of the Association.

BY-LAW THREE

MEETINGS

Article 1. -

The Annual General Meeting of the members of the Association shall be held in Halifax at a place and date prior to April 30th of each year to be designated by the Chairman and fourteen (14) days prior notice of the meeting shall be given to each member.

Article 2. -

a) Special General Meeting of the members of the Association may be called at any time by the Chairman or Vice-Chairman of the Board of Directors of the Association or upon the written request of at least three (3) members of the Association. The written request must state the objects of the meeting being sought and must be signed by the members requesting the meeting. Upon receipt of such notice, the Chairman shall give notice of the special meeting within (10) days of the receipt of the notice.

b) Upon it appearing to the Chairman or in his absence the vice-Chairman, that the subject matter of the Special Meeting is of an urgent nature, the Special Meeting may be convened by the Chairman, or in his absence the Vice-chairman, upon giving notice to the members of at least seventy-two (72) hours.

Article 3. -

A quorum shall consist of a minimum of five (5) members being present and entitled to vote at any annual or special General meeting of the members.

Article 4. -

The Chairman of the Board of Directors, or in his absence the vice-Chairman, shall preside at all meetings of members. In the event that the Chairman and the Vice-Chairman are absent, the members present may choose someone of their own numbers to be Chairman.

BY-LAW FOUR

BOARD OF DIRECTORS

Article 1. -

For the purpose of the organization of the Association, the board of Directors shall consist of a minimum of five (5) Directors of whom a majority shall constitute a quorum.

Article 2. -

Each Director shall be elected at an Annual General Meeting by members for a one (1) year term.

Article 3. -

Nominations for the Board of Directors shall take place at a Regular General Meeting at least 30 days preceding the Annual General Meeting.

Article 4. -

All members must be members in good standing of the Association.

Article 5. -

In the event of a vacancy occurring on the Board of Directors, the directors then in office, provided there is a quorum, shall have the power to elect as a Director any other member to serve on the Board of Directors until the next annual General Meeting.

Article 6. -

The Board of Directors may meet from time to time as they see fit to conduct such business as may be necessary. Three (3) days' notice of a Directors' meeting shall be sent in writing to each director of such meetings expect in case of an emergency. In which case a meeting may be called by giving verbal notice of not less than twenty-four (24) hours.

Article 7.-

The Board of Directors may establish such standing special committees having such duties as the Board from time to time determine.

BY-LAW FIVE

OFFICERS

Article 1.-

The Board of Directors shall at their Annual General Meeting each year elect a Chairman of the Board who shall preside at all meetings of the Board; and a Vice Chairman who will assist the Chairman in his duties and preside at meetings of the Board in the absence of the Chairman; and a Secretary/Treasurer.

Article 2.-

The Chairman of the Board shall preside over meeting siof the Board of Directors and shall have such powers and duties as the Board of Directors may determine from time to time.

BY-LAW SIX

FINANCES

Article 1.-

Membership dues and all other charges of the Association to its members shall be determined from time to time by majority vote at a regular General Meeting of the Association.

Article 2.-

The financial period of the Association shall end on the 31st day of December in each year commencing the year 1987.

BY-LAW SEVEN

RULES AND REGULATIONS

Article 1.-

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Association as they deem necessary.

Article 2.-

The rules and regulations as set forth by the Board of Directors shall remain in force only until the next Annual General meeting of the Associations at which time they shall be confirmed by a majority vote of the Membership, failing which they shall cease to have force and effect.

BY-LAW EIGHT

ENACTMENT, REPEAL AND AMENDMENT OF BY-LAWS

Article 1.-

The By-Laws of the Association may be amended or repealed by majority vote of the members at the Annual General Meeting.

Notice of motion to amend or repeal any By-Law at the Annual General Meeting shall be given to the members at least 30 days prior to the meeting.

MEMORANDUM OF ASSOCIATION

OF

HALIFAX SHIPPING ASSOCIATION

1. The name of the Society shall be HALIFAX SHIPPING ASSOCIATION
2. The objects of the Society are:
 - (a) To amalgamate and associate, as members thereof, stevedoring contractors, terminal operators, ship owners or charters, and shipping agents and such other person, firms and corporations, as are from time to time interested in the shipping trade at the Port of Halifax;
 - (b) To consider all questions affecting the interest of the shipping trade at the Port of Halifax or other trades connected therewith, and the interest of the members of the Society, and to take such action as the Society deems advisable to develop and protect the said trades and interests;
 - (c) To organize, establish, regulate and dissolve committees or sections of the Society, but any such committee or section shall not be deemed to be a separate Society;
 - (d) To make and amend by-laws, rules and regulations for the governing of the Society and the carrying out of its objects, including by-laws for the admission, obligations, suspension, expulsion or retirement of members, for the imposition of dues, assessments, contributions and penalties, and for the arbitration of disputes between them which shall be binding upon all members of the Society and on all its officers, servants and others lawfully under its control;

- (e) To possess all other rights, powers or privileges which are usual or necessary or incidental or conducive to achieve its objects;
- (f) To acquire by way of grant, gift, purchase, bequest, devise, or otherwise real and personal property and to use and apply such property to the realization of the objects of the Society;
- (g) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objectives of the Society.

Provided that nothing contained herein shall permit the Society to carry on any trade, industry, or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects.

Provided , further that if for any reason the operations of the Society are terminate or are wound up , or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities any property whatsoever, the same shall be paid to some other charitable orgazitoan in Canada, having objects similar to those of the Society.

- 3. The activates of the Society are to be carried in Nova Scotia
- 4. The Registered office of the Society is at:

_____, Halifax, Nova Scotia.