

COPY

MEMORANDUM OF ASSOCIATION  
OF  
BADDECK AND AREA BUSINESS TOURIST ASSOCIATION

1. The Name of the Society is Baddeck and Area Business Tourist Association.

2. The objects of the Society are:

- include in*
- (a) To organize and promote a community focused business association.
  - (b) To promote and enhance the community of Baddeck and its businesses as an important tourist destination center.
  - (c) 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.
  - (d) 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 objects of the Society.

PROVIDED that nothing herein contained 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 terminated 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 organization in Canada, having objects similar to those of the Society.

3. The activities of the Society are to be carried on in Baddeck, Victoria County, Nova Scotia.

4. The registered office of the Society is at Gisele's Motel, Shore Road, Baddeck, Victoria County, Nova Scotia.

We the several persons whose names, addresses, and occupations are subscribed, desire to be formed in to a Society, in the pursuance of this Memorandum of Association.

Dated at Baddeck this 28<sup>th</sup> day of May  
A.D., 1991.

<u>NAMES</u>	<u>ADDRESS</u>	<u>OCCUPATIONS</u>
<u>Warren T. Janes</u>	<u>P.O. 593</u> Baddeck, N.S.	<u>Businessperson</u>
<u>Peggy L. Anderson</u>	<u>P.O. Box 180</u> Baddeck, N.S.	<u>Businessperson</u>
<u>Charles Weaver</u>	<u>P.O. Box 420</u> Baddeck, N.S.	<u>Businessperson</u>
<u>Helen Sievers</u>	<u>Box 132</u> Baddeck, N.S.	<u>Businessperson</u>
<u>Henry Fuller</u>	<u>Box 247</u> Baddeck, N.S.	<u>Businessperson</u>

Witness to the above signatures:

Leslie MacIntyre

of the Village of Baddeck in the  
County of Victoria,  
Province of Nova Scotia

Solicitor (occupation)

LESLIE MacINTYRE  
A BARRISTER OF THE SUPREME  
COURT OF NOVA SCOTIA

**BY-LAWS  
OF  
BADDECK AND AREA BUSINESS TOURIST ASSOCIATION**

1. In these by-laws unless there be something in the subject or context inconsistent therewith
  - (a) "Society" means Baddeck and Area Business Tourist Association.
  - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specified the intention to purpose the resolution as a special resolution has been duly given.

**MEMBERSHIP**

2. The subscribers to the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Register of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society: any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting.
7. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization or individual shall constitute an admission to membership in the Society.

8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he resigns his membership, or if he ceases to qualify for membership in accordance with these by-laws.

FISCAL YEAR

9. The fiscal year of the Society shall be the period from January 1st in any year to April 30th in the year next following.

Dec 31

June

MEETINGS

10. (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.

(b) An extraordinary general meeting of the Society may be called by the Chairman or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of the Society.

11. Three days' notice of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post in providing such service it shall be sufficient to prove that the envelope containing was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting.

12. At each ordinary or annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

Minutes of preceding general meeting;  
Consideration of the annual report of the directors;  
Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;  
Election of directors for the ensuing year;  
Appointment of Auditors.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.

14. If within one-half hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such time adjourned meeting a quorum of the members is not present, it shall be adjourned sine die.

15. (a) The Chairman of the Society shall preside as Chairman at every general meeting of the Society;

(b) If there is no Chairman or if at any meeting he is not present at the time of holding the same, the Vice-Chairman shall preside as Chairman;

(c) If there is no Chairman or Vice Chairman or if at any meeting neither the Chairman nor the Vice-Chairman is present at the holding of the same, the members present shall choose someone of their number to be Chairman.

16. The Chairman shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he shall have a casting vote.

17. The Chairman may, with the consent of the meeting, adjourn any meeting from the 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, unless notice of such new business is given to the members.

18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairman that a resolution has been carried and an entry to that effect in the book of proceedings of the Society 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.

19. If a poll is deemed in manner aforesaid, the same shall be such manner as the Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

## VOTES OF MEMBERS

20. Every member shall have one vote and no more.

## DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
22. Any member of the Society shall be eligible to be elected a director of the Society.
23. Directors shall be elected by the members at each ordinary or annual general meeting of the Society.
24. The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.
25. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office but shall hold office until dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
26. In the event that a director resigns his office or ceases to be a member in the Society, whereupon, his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
27. The Society, may by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not been removed.
28. Meetings of the Board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.

29. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors are present at the commencement of such business.

30. The Chairman or, in his absence, the Vice-Chairman or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairman at meetings of the Board.

31. The Chairman shall be entitled to vote as a director and, in the case of an equality of votes, he shall have casting vote in addition to the vote to which he is entitled as a director.

#### POWERS OF DIRECTORS

32. The management of the activities of the Society shall be vested in the directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and do all such acts and things as may be exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage a co-ordinator and to determine his duties and responsibilities and his remuneration. The Directors may appoint as executive committee, consisting of the officers and such other persons as the directors decide.

#### OFFICERS

33. The officers of the Society shall be a Chairman, a Vice-Chairman, a treasurer and a secretary. The officers of treasury and secretary may be combined.

34. The members shall elect one of their number to be the Chairman of the Society. The Chairman shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time.

35. The members may also elect from their number a Vice-Chairman. The Vice-Chairman shall, at the request of the members and subject to its directions, perform the duties of the Chairman, during the absence, illness or incapacity of the Chairman, or during such period of the Chairman may request him to do so.

36. (a) There shall be a secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him by the members. The members shall appoint the secretary and may also appoint a treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of the secretary and treasurer.

(D) The directors may appoint a temporary substitute for the secretary who shall, for the purpose of these by-laws, be deemed to be the secretary.

#### AUDIT OF ACCOUNTS

37. The auditor of the Society shall be appointed annually by the members of the Society at the ordinary or annual general meeting and, on failure of the members to appoint an auditor, the directors may do so.

38. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether, in his opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the Society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting in each year, as required by law.

39. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

#### MISCELLANEOUS

40. The Society 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 within fourteen days of a change of directors, notify the Registrar of the change.

41. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after resolution is passed.

42. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.

43. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.



44. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.

45. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairman or Vice-Chairman and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.

46. The borrowing powers of the Society may be exercised by special resolution of the members.

We the several persons whose names, addresses, and occupations are subscribed, desire to be formed in to a Society, in the pursuance of this Memorandum of Association.

Dated at Baddeck this 28<sup>th</sup> day of May  
A.D., 1991.

<u>NAMES</u>	<u>ADDRESS</u>	<u>OCCUPATIONS</u>
<u>Warren T. Janes</u>	<u>P.O. 593</u> Baddeck, N.S.	<u>Businessman</u> Businessperson
<u>Peggy L. Anderson</u>	<u>P.O. Box 100</u> Baddeck, N.S.	<u>Businesswoman</u> Businessperson
<u>Charles Weaver</u>	<u>P.O. Box 420</u> Baddeck, N.S.	<u>Businessman</u> Businessperson
<u>Helen Sievers</u>	<u>Box 132</u> Baddeck, N.S.	<u>Businesswoman</u> Businessperson
<u>Henry Fuller</u>	<u>Box 247</u> Baddeck, N.S.	<u>Businessman</u> Businessperson

Witness to the above signatures:

Leslie MacIntyre

of the Village of Baddeck in the  
County of Victoria,  
Province of Nova Scotia

Solicitor (occupation)

**LESLIE MacINTYRE**  
A BARRISTER OF THE SUPREME  
COURT OF NOVA SCOTIA

## **Appendix "B"**

### **List of Committees**

#### **Wharf Committee**

Set up under the auspices of BABTA to negotiate the divestiture of the Baddeck Wharf with the federal government. This action was undertaken on behalf of and with support from the community as a whole. In the spring of 1999 the deed to wharf was transferred to BABTA, and the committee agreed to oversee operation of the facility on an interim (2 year) basis.

#### **Membership Committee**

As in other member based organizations this committee recruits both new and repeat members and generates membership lists and reports.

#### **Doers & Dreamers**

Named after the influential annual tourism guide for Nova Scotia this committee coordinates a significant coop marketing effort with various levels of government and Tourism Cape Breton. The end result is a cohesive marketing image for our destination.

#### **Marketing**

This committee deals with various other marketing issues such as production of promotional materials, maps and other opportunities.

#### **Cruise Ships**

This group focuses on the current and potential cruise ship business that use or could use the port of Baddeck. They also help organize traditional welcoming entertainment and VIP receptions. The committee also attends trade shows promoting our port as a destination for cruise ships.

#### **Visitor Information Center**

An important committee that looks after the Visitor Information Center we own located on the main intersection of Baddeck. This structure carries separate liability insurance. This group also oversees the marketing of add spaces inside the center.

#### **Signage**

This group looks after the ongoing issue of appropriate off-site signage legislation administered by the province of Nova Scotia.

#### **Information Binders**

This groups managers a successful project started a few years ago, which places tourism information binders in the various businesses throughout the community.



Special Meeting: BABTA Membership Thursday, Dec. 6<sup>th</sup>, 2008  
Bell Museum, 12 noon, for the purpose of discussing:

**An Extraordinary Resolution to change the By-laws of the Society as follows:**

**In the Societies Act:**

Articles # 2, 3 and 5 presently reads: the Royal Bank. **Change to: *East Coast Credit Union*** to reflect the recent change in our financial institution.

**In the Memorandum of Association:**

To the first four objects of the Society

**Add:**

*e) To promote economic development of community businesses.*

**In the By-Laws:**

**MEMBERSHIP:**

# 6. Presently reads: The following shall be admitted to membership in the Society: any individual over the age of 18 years residing in Nova Scotia who upholds the objects of the Society and contributes to the support of the Society an amount determined annually at the General Meeting.

**Add - a) *Members who are presently or who have been members will stay at the current membership rate.***

**b) *New members in postal codes B0E 1B0, B0C 1H0, B1X 1B1, B0E 3M0, and B2C 1A3 will stay at the same rate.***

**c) *New members from outside the above postal codes will pay a rate as recommended by the executive committee.***

**d) *Membership is open to any person or business which agrees with and subscribes to BABTA's objects of Society.***

**FISCAL YEAR:**

# 9. Presently reads: The fiscal year of the Society shall be the period from Jan. 1st in any year to Dec 31<sup>st</sup> in the same year. **Change to: from *Dec 1<sup>st</sup> in any year to Nov 30<sup>th</sup> in the next year.***

**MEETINGS:**

# 11. Presently reads. . .notice shall be given in writing and by sending it through the post in a prepaid letter addressed to each member at his last known address. **Add...*or by e-mail.***

# 13. Presently reads: No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members. **Change to: *such quorum shall consist of 10 members.***

**DIRECTORS:**

# 29. Presently reads: No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the Directors is present at the commencement of such business. **Add: *The Board of Directors also includes all chairpersons of various Society committees.***

Executive Meeting at Gisele's Solarium

Date: September 6, 2007

Attending: Richard Roberts, Peggy MacAskill, Glen MacDonald, Susan DiFiore  
Gordon Hedding, Jim Morrow

Regrets: Verne MacIntyre

Minutes:

Richard called the meeting to order at 10:00AM. Gordon Hedding and Jim Morrow are attending to discuss the proposed bylaws revisions:

**Societies Act section: Change "Royal Bank" to "Credit Union"**

self-explanatory

**Who can be a member:**

Existing bylaws do not restrict membership to geographic area of their business: it's been thought to have changed, but the change was never applied to our bylaws so what is in writing now stands. Existing membership requirement is 18 years or older, anyone who supports the purpose of the society.

Discussion: one reason to limit to Baddeck area would be to prevent the Casino from joining, thus drawing business away from our area. It can be argued that the more day trips we have available, the more likely it is that visitors will stay longer in Baddeck area. Casino, for example, would round out a trip to Sydney/Louisbourg and make it a full day trip encouraging visitors to return to Baddeck as their base.

**Fiscal Year Change**

Existing fiscal year is January to December, making annual meeting in January a tight deadline for year-end reports. Suggested revision is to change fiscal year to end in November, following end of season for the VIC. Annual meeting in January would stay as is.

**Add "or Email" to notification methods**

Self-explanatory

**Quorum**

10 will be the quorum for general meetings, one third of board will be a quorum for board meetings. It should be noted that committee chairs are part of the board of directors in addition to the executive.

**Other Points:**

Suggestion made to widen the scope of the society's purpose to community economic development in addition to tourism development.