

**By-Laws**

of the

**Halifax LGBT Business Association**

**2012**

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## **Article 1: Definitions**

### **1.0 Definitions**

1.1 In these By-Laws, the words and phrases listed below shall have the following meaning unless there is something in the subject or context inconsistent therewith:

- a) “Act” means the Societies Act (Nova Scotia), as amended from time to time;
- b) “AGM” or “Annual General Meeting” means the Annual General Meeting of the Halifax LGBT Business Association;
- c) “Association” means the Halifax LGBT Business Association;
- d) “Auditor” or “Accountant” means the auditor or external accountant of the Association;
- e) “Board” means the Board of Directors of the Association;
- f) “Board Member” means a member of the Board of Directors;
- g) “Chair”, when capitalized, means the chair of the Association and of the Board of Directors;
- h) “EGM” or “Extraordinary General Meeting” means an extraordinary general meeting of the Association;
- i) “Executive” means the executive officers of the Association and of the Board of Directors;
- j) “Fiscal Year” means April 1 of one calendar year to March 31 of the next calendar year;
- k) “Fiscal Year End” means March 31, the last day of the Fiscal Year;
- l) “LGBT” means lesbian, gay, bisexual, and transgendered;
- m) “Member”, when capitalized, means a member of the Association;
- n) “Normally”, unless otherwise stated, means, when disputed, what is determined by a majority vote of the Board of Directors;
- o) “Registrar” means the Registrar of Joint Stock Companies appointed under the Nova Scotia Societies Act;
- p) “Special Resolution” means a resolution of the Association or of the Board of Directors that requires support, respectively, of not less than 75% of the Members or Board Members entitled to vote who are present in person to pass;
- q) “Standing Committee” means a standing committee of the Board of Directors;
- r) “Written” and “In Writing” mean and include words printed, e-mailed, lithographed, represented, or reproduced in any mode in visual form.

## **Article 2: Usage**

### **2.0 Usage within these By-Laws**

2.1 These By-Laws are divided into articles, clauses, and subclauses (e.g., *Article 11: Board of Directors*; *Clause 11.11.0: Ad Hoc Committees*; *Subclause 11.11.2: Ad hoc Committees* can be created at any meeting of the Board . Subclauses can, on occasion, be further subdivided (e.g., 11.8.3.1 and 11.8.3.2 of *Article 11, Clause 11*).

- 2.2 In these By-Laws, unless the context otherwise requires, the singular shall include the plural.
- 2.3 The word “or” is used inclusively to mean both “and” and “or” unless it is preceded by the word “either.”
- 2.4 To reduce the possibility of confusion, the Oxford comma (i.e., a comma before the “and” in a list) is used throughout these By-Laws.
- 2.5 The date in the document footer refers to the date at which these By-Laws were adopted or most recently amended.

### **Article 3: Rules of Order**

#### **3.0 Rules of Order**

- 3.1 Any rules of order not provided for in these By-Laws shall be those set forth in the most recent edition of *Robert’s Rules of Order*.

### **Article 4: Name and Nature of the Society**

#### **4.0 Name and Nature of the Society**

- 4.1 The name of the Society shall be the Halifax LGBT Business Association.
- 4.2 The Society shall hereafter be referred to as “the Association.”
- 4.3 The Association shall be a non-profit society.
- 4.4 The Association will not offer support for any candidate for public office.
- 4.5 No funds of the Association shall be paid to or be available for the personal benefit of any Member, although Members may be reimbursed for approved expenses.

### **Article 5: Purpose of the Association**

#### **5.0 The Purpose of the Association:**

- 5.1 The Halifax LGBT Business Association is a member-driven networking and community development organization whose goal is to promote the rich diversity of Halifax LGBT business, cultural, and service communities [but see Clause 8.6].
- 5.2 More specifically, and without restricting to these alone, the purpose of the Association is:
  - a) to promote and protect the interests of businesses owned by, operated by, or friendly to the LGBT communities of Halifax;
  - b) to promote trade and commerce with businesses owned by, operated by, or friendly to the LGBT communities of Halifax;
  - c) to provide business information and statistics that may be of interest to business people in the LGBT communities of Halifax;
  - d) to influence government on behalf of LGBT businesses in a positive, visible, and consistent manner; and;
  - e) such other complimentary purposes as are consistent with the above.

### **Article 6: Non-Discrimination**

6.0 **Non-Discrimination**

- 6.1 As an organization formed to elicit the best in all people, the Association is pledged to offer opportunities to all individuals without regard to any personal or physical quality or characteristics that may be the basis of discrimination.

## **Article 7: Powers and Responsibilities of the Association**

7.0 **Powers and Responsibilities of the Association**

- 7.1 Without being restricted to the following, the Association shall have the power to:
- a) receive the annual report of the Chair on behalf of the Board of Directors;
  - a) receive and accept the financial report of the Auditor for the previous year;
  - b) consider and approve the budget for the current year;
  - c) set the annual dues for Members;
  - d) elect members to the Board of Directors;
  - e) remove a Board Member before the expiration of the period of office and, if it wishes, appoint another person in his or her stead; and,
  - f) select the auditor for the accounts of the Association.
- 7.2 These powers shall be exercised at the Annual General Meeting or at an Extraordinary General Meeting of the Association.

## **Article 8: Membership in the Association**

8.0 **Membership of the Halifax LGBT Business Association**

- 8.1 Members of the Halifax LGBT Business Association shall include individuals who both subscribe to the objectives of the Association and who have paid the annual dues prescribed.
- 8.2.1 Members of the Association shall have their names entered in the Register of Members.
- 8.2.2 The Register of Members shall be maintained by the Secretary of the Board.
- 8.3 For the purposes of registration, the number of Members of the Association is unlimited.
- 8.4.1 Members of the Association shall be entitled to:
- a) attend meetings of the Association;
  - b) serve on Association committees; and,
  - c) stand for election as a member of the Board of Directors.
- 8.4.2 Individuals who have been members of the Association for at least two weeks are eligible to vote at meetings of the Association.
- 8.5 Membership in the Association is not transferable.
- 8.6 Although the Association's primary district of responsibility is Halifax, individuals from other areas of Nova Scotia, Atlantic Canada, and beyond who subscribe to the purpose of the organization are welcomed as members.

## **Article 9: Executive Officers of the Association**

9.0 **Executive Officers**

- 9.1 The Executive Officers of the Board shall also serve as the Executive Officers of the Association [see: 11.5.0, 11.6.0, and 11.7.0].

## **Article 10: Meetings of the Association**

### **10.1.0 Announcements of Association Meetings**

- 10.1.1 A notice of meeting, specifying the place, day, and hour of the meeting and the nature of the business to be discussed at the meeting of the Association shall be given to Members.
- 10.1.2 Documents for discussion or approval, including but not restricted to financial reports, will be distributed with the notice of meeting.
- 10.1.3 Notice shall be given in writing [see: Article 1, 1.1(r)] to each Member at least 10 working days before the meeting, provided that the omission, through error, to notify any Member or the non-receipt of the notice of meeting by a Member shall not invalidate the proceedings of the meeting.

### **10.2.0 Quorum for Association Meetings**

- 10.2.1 A quorum for any meeting of the Association, with the exception of the AGM [see: 10.2.2], shall consist of a minimum of eight Members.
- 10.2.2 For the AGM, the Members present shall be deemed to constitute a quorum.
- 10.2.3 No business shall be transacted at any meeting of the Association unless a quorum of Members is present at the commencement of such business, although information may be presented for discussion.
- 10.2.4.1 In the event that a quorum is not present within thirty minutes of the time at which the meeting was called, the meeting stands adjourned to the same day and time in the next week, with the same agenda and, whenever possible, in the same place.
- 10.2.4.2 At such a rescheduled meeting, the Members present shall be deemed to constitute a quorum and may transact the business for which the meeting was called.

### **10.3.0 Procedures for Association Meetings**

- 10.3.1.1 The Chair shall preside at meetings of the Association.
- 10.3.1.2 In the absence of the Chair, the Vice-Chair shall preside.
- 10.3.1.3 In the absence of both Chair and Vice-Chair, the Members present shall choose one of their number to serve as chair for the meeting.
- 10.3.2.1 Although every Member shall have one vote, the person chairing the meeting shall vote only to break a tie.
- 10.3.2.2 All motions shall be carried by a majority vote of Members, with the exception of a special resolution that a Board Member be removed from office which shall require support of at least 75% of the Members entitled to vote who are present in person.
- 10.2.3 There shall be no proxy voting.
- 10.3.4 In the event that a meeting is adjourned, no business shall be transacted when the meeting is reconvened other than the business left unfinished at the meeting from which the adjournment took place unless notice of such new business is given to Members.

### **10.4.0 Types of Association Meetings**

- 10.4.1 There are two types of Association meetings, an Annual General Meeting and an Extraordinary General Meeting [meetings of the Board of Directors are considered in Article 11, Clause 8].

### **10.5.0 The Annual General Meeting (AGM)**

- 10.5.1 The Annual General Meeting of the Association shall be held within three months of the end of the fiscal year of the Association and shall preferably be held in June.
- 10.5.2 At each AGM, without being restricted to the following, the following items of business shall be dealt with and shall be deemed to be ordinary business:
- a) minutes of the preceding general meeting;
  - b) the annual report of the Chair, on behalf of the Board of Directors;
  - c) consideration of the financial statements, including balance sheet, operating statement, and the report of the auditors;
  - d) the budget for the current year;
  - e) the annual dues for Members of the Association;
  - f) selection of auditors for the current year; and,
  - g) report of the Nominating Committee of the Board of Directors with respect to the election of Board Members.

**10.6.0 Extraordinary General Meeting (EGM)**

- 10.6.1 An Extraordinary General Meeting of the Association may be called at any time by:
- a) the Chair; or,
  - b) by a written request submitted to the Secretary of at least three Board Members; or,
  - c) by a written request submitted to the Secretary of 10 Members of the Association.

## **Article 11: Board of Directors**

**11.1.0 Powers and Functions of the Board**

- 11.1.1 The Board of Directors shall manage and govern the activities of the Association and, in addition to the powers and authorities contained in these By-Laws 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 that are not required to be exercised or done by the Association in a general meeting.
- 11.1.2 Without limiting the generality of the foregoing, the Board shall have the power and duty to:
- a) establish the policies of the Association;
  - b) have general control of the financial affairs of the Association and to take such steps as it considers necessary to assure funds for the purposes of the Association, through fundraising, gifts, grants, endorsements, donations, and other public and private sources;
  - c) elect such standing and ad hoc committees as the Board may deem advisable to promote the efficient working and operation of the Association [see: 8.4.1 (b)];
  - d) determine the signing officers for the bank and investment accounts of the Association;
  - e) affiliate with any other organization in which membership may be deemed to be in the interests of the Association;
  - f) propose to the AGM the annual dues for membership in the Association; and,
  - g) elect Honorary Board Members.

**11.2.0 Eligibility for Board Membership**

11.2.1 Any Member of the Association shall be eligible to be elected as a Board Member of the Association [see: 8.4 (c)].

### **11.3.0 Composition of the Board of Directors**

11.3.1 The Board shall normally consist of eight Members elected at the AGM.

### **11.4.0 Terms of Board Members**

11.4.1 The term of Board Members shall be two years and shall begin immediately after the adjournment of the meeting at which he or she is elected.

11.4.2.1 A Board Member whose term has expired is eligible for re-election for two further terms.

11.4.2.2 A Board member who has served three terms in succession is eligible to serve again as a member of the Board once two years have elapsed.

11.4.2.3 In exceptional circumstances, the Association may agree to allow a Member to stand for more than three successive terms.

11.4.3 A Board Member may resign at any time by giving written notice to the Chair.

11.4.4 The Board may, following a Board Member's resignation, elect a successor to serve until the next AGM.

11.4.5.1 Failure of a Board Member to attend two consecutive Board meetings without notification and reasonable excuse may be deemed a resignation.

11.4.5.2 Such a determination shall be made by the Executive Committee.

11.4.6 The Association may, by special resolution of the Board or the Association supported by not less than 75% of the Members entitled to vote who are present in person, remove any Board Member before the expiration of the period of office and elect another person in her or his stead.

### **11.5.0 Executive Officers of the Board**

11.5.1 The Executive Officers of the Board shall include the:

- a) Chair;
- b) Vice-Chair;
- c) Treasurer; and,
- d) Secretary.

### **11.6.0 Election and Terms of Executive Officers**

11.6.1 The Executive Officers of the Board shall be elected at the first meeting of the Board following the AGM.

11.6.2 Executive Officers shall be elected for a one year term.

11.6.3 Executive Officers shall not normally serve more than four consecutive terms in their respective positions.

### **11.7.0 Responsibilities and Duties of Executive Officers**

11.7.1 The Chair shall give leadership to the Board and have general supervision of the activities of the Association.

11.7.2 Without limiting the activities of the Chair, she or he will:

- a) preside at meetings of the Association, the Board, and the Executive Committee;
- b) be a signatory of all bank accounts and investments;



- c) see that all resolutions of the Board are carried into effect; and,
  - d) report to each meeting of the Board on activities of the Executive Committee.
- 11.7.3 The Vice-Chair shall perform the duties of the Chair during the absence, illness, or incapacity of the Chair or during such period as the Chair may request the Vice-Chair to do so, and shall:
  - a) chair the Nominating Committee;
  - b) be a signatory of all bank accounts and investments; and,
  - c) assist the Chair in the conduct of Association business.
- 11.7.4 The Secretary shall:
  - a) prior to the preparation of each meeting's agenda, inform the Chair of matters pending from the minutes of previous meetings;
  - b) ensure that proper records and minutes of all meetings of the Association, the Board, and the Executive Committee are kept;
  - c) maintain the Registry of Members [see: 8.2.2];
  - d) file the auditor's report with the Registrar within 14 days of the AGM; and,
  - e) distribute the minutes to Board Members within five business days of the completion of a meeting.
- 11.7.5 The Treasurer shall:
  - a) provide a detailed financial report at each regular meeting of the Board;
  - b) participate in the preparation of the annual budget;
  - c) propose the name of the auditor to the AGM for approval;
  - d) present the audited financial statements for the previous fiscal year at the AGM; and,
  - e) be a signatory of all bank accounts and investments.

#### **11.8.0 Meetings of the Board**

- 11.8.1 The Board shall meet at least six times each calendar year.
- 11.8.2 A Board meeting may be called at any time by the Chair.
- 11.8.3.1 A Board meeting may also be called by the Secretary upon the written request of three Board Members.
- 11.8.3.2 Such a meeting shall be called within two weeks of the receipt by the Secretary of the written request.
- 11.8.4.1 Notice of all meetings, including the agenda and specifying the time and place, shall be given in writing to each Board Member at least five business days before the meeting.
- 11.8.4.2 Non-receipt of such notice by any Board Member shall not invalidate the proceedings at any meeting of the Board.
- 11.8.5.1 A quorum for any meeting of the Board shall be a majority of the Board Members.
- 11.8.5.2 No business shall be transacted at any meeting of the Board unless a quorum is present at the commencement of such business, although information may be present for discussion.
- 11.8.5.3 In event that a quorum is not present within thirty minutes of the time at which the meeting was called, the meeting stands adjourned to the same day and time in the next week, with the same agenda and, whenever possible, in the same place.
- 11.8.5.4 At such a rescheduled meeting, the Members present shall be deemed to constitute a quorum and may transact the business for which the meeting was called.

- 11.8.6 All motions shall be carried by a majority vote of the Board Members, with exception of a resolution that a Board Member be removed from office or that the Association borrow money [see also: 11.4.6 and 13, 1.1 respectively].
- 11.8.7 In the absence of the Chair and the Vice-Chair, the Board Members may elect one of their number to serve as chair for the meeting.
- 11.8.8 Although every Board Member shall have one vote, the person chairing the meeting shall vote only to break a tie.

#### **11.9.0 Committees of the Board**

- 11.9.1 Among the powers of the Board is that of creating committees, both standing and ad hoc [see: 8.4.1 (b) and 11.1.2 (c)].
- 11.9.2 The quorum of all Board committees shall be a majority of the voting members on the committee.

#### **11.10.0 Standing Committees of the Board**

- 11.10.1 Among the standing committees of the Board of Directors shall be the:
- a) Executive Committee;
  - b) Communications Committee;
  - c) Events Committee; and,
  - d) Nominating Committee.
- 11.10.2 Other standing committees may be elected by the Board from time to time.
- 11.10.3 Unless otherwise stated in these By-Laws:
- a) the chair of all board committees shall be appointed by the Chair; and,
  - b) Members of the Association who are not Board Members may be elected to serve on a standing committee [see: 8.4.1 (b)].
- 11.10.4 Members of Standing Committees shall serve one year terms and are eligible for re-election at the end of their terms.

#### **11.11.0 Ad Hoc Committees**

- 11.11.1 Ad hoc committees shall be nominated and elected by the Board for a specific purpose and shall cease to exist either when the purpose for which they were created has been met or at the discretion of the Board [see: 8.4.1 (b)].
- 11.11.2 Ad hoc committees can be created at any meeting of the Board.

#### **11.12.0 The Executive Committee**

- 11.12.1 The Chair, Vice-Chair, Secretary, and Treasurer shall constitute the Executive Committee of the Board.
- 11.12.2 The Executive Committee shall meet whenever the Chair deems necessary or at the request of any two members of the Committee.
- 11.12.3 The Executive Committee shall deal with affairs of the Association between regular meetings of the Board and shall perform such duties as may be assigned to it by the Board from time to time.
- 11.12.4.1 A majority of the members of the Executive Committee shall constitute a quorum.
- 11.12.4.2 In the event that one or more positions of the Executive Officers be unfilled, a quorum shall consist of a majority of those in office.

11.12.5 Although every member shall have one vote, the Chair shall vote only in the event of a tie.

11.12.6 The Executive Committee shall, at the next meeting of the Board, make a report of the proceedings of Executive Committee meetings.

#### **11.13.0 The Communications Committee**

11.13.1 The Communications Committee shall consist of three individuals elected by the Board.

11.13.2 A Board Member shall serve as the chair of the Communications Committee and shall be named by the Chair of the Board.

11.13.3 The Communications Committee is responsible for:

- a) the dissemination of information about the Association and its activities to Members and the media;
- b) branding and marketing the Association; and,
- c) social media.

11.13.4 The chair of the Communications Committee shall report regularly to the Board with respect to the activities of the Committee.

#### **11.14.0 The Events Committee**

11.14.1 The Events Committee shall normally consist of three individuals elected by the Board, at least one of whom shall normally be a member of the Board.

11.14.2 The chair of the Events Committee shall be named by the Chair of the Board.

11.14.3 The Events Committee is responsible for:

- a) selecting an annual programme of educational and social events for the Association;
- b) presenting this programme to the Board for its approval;
- c) providing information about upcoming event to the Communication Committee; and,
- d) organizing the events.

11.14.4 The chair of the Events Committee shall report regularly to the Board with respect to the activities of the Committee.

#### **11.15.0 The Finance Committee**

11.15.1 The Finance Committee shall normally consist of three individuals, including

- a) the Treasurer, *ex officio*;
- b) one other Board Member; and,
- c) a third person who may be a Board Member.

11.15.2 The Treasurer shall chair the Finance Committee;

11.15.3 The committee, from time to time, may request other Members to participate in committee discussions, but those individuals shall not vote on matters before the committee.

11.15.4 Without being limited in its duties, the committee shall:

- a) oversee the financial management of the Society; and,
- b) assist the Treasurer in the preparation of the annual budget.

#### **11.16.0 The Nominating Committee**

11.16.1 The Nominating Committee shall normally consist of three Board Members, including:

- a) the Vice-Chair *ex officio*; and,
- b) two members elected by the Board.

11.16.2 The Vice-Chair shall serve as chair of the Nominating Committee.

11.16.3 The Nominating Committee shall make nominations to:

- a) the AGM for vacant Board positions; and.
- b) the Board both for each Executive position on the Board and for members of all standing committees.

#### **11.17.0 Honorary Board Members**

11.17.1 The Board may appoint Honorary Board Members.

11.17.2 Honorary Board Members shall be those who have made a special contribution to the Association.

11.17.3 Although former members of the Board may be elected as an Honorary Board Member, no individual shall be so designated until at least one calendar year has passed since he or she has left the Board.

11.17.4 Honorary Board Members shall not be obligated to attend Board meetings and shall not have voting privileges but shall be invited to participate in Board meetings and in activities as the Board deems advisable.

11.17.5 Honorary Board Members may assist with activities the Board deems appropriate and may serve on Board Committees other than the Executive Committee.

### **Article 12: Fiscal Year**

#### **12.1.0 Fiscal Year**

12.1.1 The Fiscal Year of the Association shall be April 1 of one calendar year to March 31 of the next calendar year.

12.1.2 Fiscal Year End shall be the last day of March.

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### **Article 13: Borrowing Powers**

#### **13.1.0 Borrowing Powers**

13.1.1 The borrowing powers of the Association may be exercised by a resolution of the Board of Directors supported by at least 60% of the Board Members present.

### **Article 14: Signing Powers**

#### **14.1.0 Signing Powers**

14.1.1 Bank and investment transactions as well as other instruments and documents may be executed on behalf of the Association:

- a) by any two of the Chair, Vice-Chair, Treasurer, and another Board Member determined by the Board; or,
- b) as prescribed by resolution of the Board.

14.1.2 The Board of Directors may require the bonding of any person who has the authority to sign cheques, deposits, contracts, deeds, and other instruments.

### **Article 15: Audit of Accounts**

**15.1.0 Audit of Accounts**

- 15.1.1 The accountants, appointed as auditors by the Association at the AGM, shall inspect and review the financial accounts of the Association.
- 15.1.2 The auditors should prepare and sign a statement in the form of a balance sheet annually showing general particulars of the Association's liabilities and assets and a statement of the Association's income and expenditures in the preceding year.
- 15.1.3 The auditor's statement shall be presented at the Association's AGM and filed with the Registrar within 14 days after such Annual General Meeting.

**Article 16: Dissolution of the Association**

**16.1.0 Dissolution of the Association**

- 16.1.1 In the event of dissolution or winding up of the Association, all of the Association's assets, after payment of liabilities, shall be distributed to a charity or charities registered with Revenue Canada which have goals compatible with those of the Association [see: Article 5].
- 16.1.2 The decision about what charitable organization or organizations should receive any remaining property shall be made by the Members, having received the recommendation of the Board of Directors.

**Article 17: Amendments to the By-Laws**

**17.1.0 Amendments to the By-Laws**

- 17.1.1 The Association may enact, alter, amend, or repeal these By-Laws as it may from time to time deem necessary to ensure their consistency with the Societies Act or to ensure the best conduct and management of the Association's activities and affairs.
- 17.1.2 Such changes shall be made at a meeting of the Association called for that purpose, although this need not be the only item on the agenda of the meeting.
- 17.1.3.1 Ten days notice in writing, specifying the place, day, and hour of the meeting shall be given to Members.
- 17.1.3.2 A copy of both the current and proposed By-Laws shall be distributed with the notice of meeting.
- 17.1.4 A motion to change the By-Laws shall pass by not less than 75% of all Members entitled to vote as are present in person.

**Article 18: The Seal**

**18.0 The Seal**

- 18.1 The Seal of the Association, an impression whereof is stamped in the margin hereof, shall be the corporate seal of Halifax LGBT Business Association.
- 18.2 The Seal shall be in the custody of, and may be used by, the Secretary or any other person from time to time designated and authorized by the Board of Directors.

**Article 19: Inspection of Books and Records**

**19.0 Inspection of Books and Records**

- 19.1 The books and records of the Association may be inspected by any Member at any reasonable time by applying in writing to the Secretary.