

“Appendix A”

BY-LAWS

OF

HALIFAX BRIDGE WORLD

1. In these by-laws unless there be something in the subject or context inconsistent therewith:
 - (a) "Society" means Halifax Bridge World.
 - (b) “general meeting” means a meeting of the members of the Society, and includes both the annual or an extraordinary meeting.
 - (c) “meetings” means both meetings of the members of the Society and meetings of the directors of the Society;
 - (d) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
 - (e) "Special Resolution" means a resolution passed by not less than three-fourths of the members that are present in person, at a general meeting of which notice specifying the intention to propose 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 with these by-laws, and none other, shall be members of the Society.
3. The number of members of the Society is unlimited.
4. The following shall be admitted to membership in the Society:
 - (a) any persons who participate in the activities of the Society, AND
 - (b) who pay an annual membership fee in such amount set by the Board of Directors from time to time

No formal admission to membership shall be required and the entry in the Register of Members of the name and address of any individual shall constitute an admission to membership in the Society.

5. Membership in the Society shall not be transferable.
6. Dues or fees payable by members, if any, shall be set from time to time by a resolution of the Board of Directors, under such terms and conditions as the Board of Directors sees fit. Membership fees shall be due by September 30th in each fiscal year.
7. The Board of Directors shall appoint one of its members to be responsible for maintaining the Register of Members and for collecting annual membership fees. The Register of Members shall be updated at least annually not less than two (2) weeks prior to the annual general meeting in each year.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he or she resigns his or her membership, or if he or she 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 July 1 in any year to June 30 in the next year following.

GENERAL MEETINGS/VOTING PRIVILEGES

10. General Meetings:
 - (a) The annual general meeting of the Society shall be held within four months after the end of each fiscal year of the Society;
 - (b) An extraordinary general meeting of the Society may be called by the Chairperson 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. Every member of the Society shall be entitled to attend any general meeting of the Society, whether annual or extraordinary and shall have one vote at such meeting.
12. There shall be no proxy voting.

13. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he or she shall have a casting vote.
14. At least seven 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, by facsimile, by email, by sending it through the post in a prepaid letter addressed to each member at his or her last known address, by public advertisement or by posting it on the Society's website. The non-receipt of any notice by any member shall not invalidate the proceedings at any general meeting. No error or omission in giving notice of any general meeting to the members of the Society shall invalidate such meeting or make void the proceedings taken thereat.
15. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - (a) minutes of the last annual general meeting;
 - (b) consideration of the annual report of the directors;
 - (c) consideration of the financial statements;
 - (d) election of directors;
 - (e) election of officers;
 - (f) appointment of a certified independent accountant.

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 an extraordinary general meeting of the Society.

16. No business shall be transacted at any general meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of fifteen (15) members.
17. 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 case, it shall stand adjourned to such time and place as a majority of members then present shall direct and if at such adjourned meeting a quorum of members is not present, it shall be adjourned without further fixing another date.
18. Meeting Chairperson:
 - (a) The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;
 - (b) If there is no Chairperson of the Society or if at any meeting he or she is not present at the time of holding the same, the Vice-Chairperson of the Society shall preside as Chairperson;

- (c) If there is no Chairperson or Vice-Chairperson of the Society or if at any meeting neither the Chairperson nor the Vice-Chairperson is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
19. The Chairperson may, with the consent of the members present, adjourn any meeting from 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.
20. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chairperson 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.

DIRECTORS

21. Unless otherwise determined by a general meeting, the number of directors shall not be less than seven (7) or more than nine (9).
22. Any member of the Society shall be eligible to be elected a director of the Society.
23. Directors shall be elected for two (2) year terms. Notwithstanding, commencing fiscal 2009, a majority of the directors shall be elected for one (1) year terms and the remaining shall be elected for two (2) year terms. Thereafter, directors shall be elected for two (2) year terms.
24. In the event that a director resigns his or her office or ceases to be a member in the Society, whereupon his or her office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by appointment by the Board of Directors.
25. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his or her stead. The person so appointed shall hold office during such time only as the director in whose place he or she is appointed would have held office if he or she had not been removed.
26. No compensation shall be paid to any member of the Board in his or her capacity as a Board member.

MEETINGS OF DIRECTORS

27. Meetings of the Board of Directors shall be held not less than once in each quarter and shall be called by the Secretary. A meeting of directors may be held at the close of every annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally, in writing or by e-mail

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.

28. 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.
29. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, is signed by all the members of the Board. The signed consent, or a signed copy, shall be placed in the minute book. Such a consent shall have the same force and effect as a unanimous vote at a meeting.
30. The Chairperson or, in his or her absence, the Vice-Chairperson or, in the absence of both of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board.
31. The Chairperson shall be entitled to vote as a director, and in the case of an equality of votes, he or she shall have a casting vote.

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 Manager and other employees and to determine their duties, responsibilities, and remuneration.
33. The directors may appoint an Executive Committee, consisting of the officers, the Manager and such other persons as the directors decide. The Executive Committee, to the extent authorized by the Board of Directors, shall have and may exercise all of the authority of the Board in the management of the business and affairs of the Society. However, the Executive Committee shall not have the authority of the Board to:
 - (a) amend the memorandum of association;
 - (b) amend, alter, or repeal these Bylaws or adopt new bylaws;
 - (c) fill vacancies in or remove members of the Board of Directors or of any committee appointed by the Board of Directors;
 - (d) elect or remove officers or members of any such committee;
 - (e) amend or repeal any resolution of the Board which by its terms provides that it shall not be so amended or repealed;

The Executive Committee shall report to the Board of Directors at each meeting of the Board.

34. The Board of Directors shall appoint a Nominating Committee. The Board shall appoint one of its members to chair this committee.
35. The Board of Directors shall appoint a Discipline Committee. The Board shall appoint one of its members to chair this committee.
36. The Board of Directors may establish such other committees as it deems necessary, shall prescribe their duties, and appoint a Chairperson for each committee. The directors may appoint individuals to committees who are not members of the Society. The committees may appoint sub-committees and delegate such duties to them as deemed necessary. All such committees shall report to the Board of Directors and any committee member may be removed by resolution of the Board of Directors.

OFFICERS

37. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a treasurer, a secretary and past-Chairperson.
38. The nominees for the offices of Chairperson, Vice-Chairperson, Treasurer, and Secretary shall be presented by the chairperson of the Nominating Committee at the Annual General Meeting and shall be elected by a majority vote of the membership.
39. Officers shall be elected for two (2) year terms.
40. The Vice-Chairperson shall perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson, or during such period that the Chairperson may request he or she to do so. The Vice-Chairperson shall have such other powers and duties as the directors or Chairperson may determine.
41. 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. The Secretary shall have custody of the corporate seal of the Society and shall perform such other duties as may be assigned to him or her by the directors.
42. The Treasurer shall be responsible for presenting financial reports to the Board of Directors and to the members of the Society as required from time to time. The Treasurer shall carry out such other duties as the directors may assign.
43. The same person may hold the offices of Secretary and Treasurer.

ACCOUNTS

44. The Society shall appoint an independent certified accountant to prepare the financial statements of the Society for each year. If the members of the Society fail to do so in any fiscal year, the directors may make this appointment.
45. At the annual general meeting in each year, the Society shall make a written report to the members as to the financial position of the Society. A copy of the financials from the preceding year shall be filed with the Registrar within fourteen days after the annual meeting in each year, if and as required by law.

DISCIPLINE

46. The Discipline Committee shall have the power to expel or suspend any member from the Society whose conduct has been deemed, by both the Manager and the Chairperson to be detrimental to the Society, or who wilfully commits a breach of the by-laws or policy and procedures of the Society.
47. If the Manager deems a situation to be of such urgency that there is insufficient time to refer the matter to the Discipline Committee, he or she shall have the power to suspend any member, without consultation or approval of any other person. The Manager shall consult with the Discipline Committee as soon as it is practicable for a final determination of the matter. It is expected that the power conferred by this paragraph will be invoked only in rare and exceptional circumstances.
48. A member who has been expelled or suspended may appeal such decision to the members of the Board of Directors who were not involved in making the original decision to expel or suspend. By a majority vote of these members, the Board of Directors may reinstate the member. During any appeal process, the said member shall stand suspended from participation in all of the Society's activities.

PROTECTION OF DIRECTORS AND OFFICERS

49. Provided that they act in good faith and in accordance with the Societies Act of Nova Scotia, these by-laws and the laws of the Province of Nova Scotia and Canada, all and each of the directors and all and each of the members of any committees of the Society and any employees to which the directors may delegate their powers are exonerated from any losses that may arise through a bona fide application of the funds, properties and assets of the Society, or the prudent exercise of their powers, rights and obligations and duties for the purposes of the Society as set out in the constating documents of the Society and any act or undertaking pertinent thereto.
50. Every director or officer of the Society or former director or officer, and the heirs and legal representatives of such person, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Society from and against:
 - (a) all cost, charges and expenses whatsoever which such person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter or thing whatsoever made, done or committed by him or her, or in the execution of the duties of such person's offices;
 - (b) all other costs, charges and expenses which such person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own willful neglect or default.

GENERAL PROVISIONS

51. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.
52. The Treasurer shall prepare a budget no later than three weeks after the beginning of the fiscal year to which the budget relates. The budget shall be presented for approval to the first meeting of the Board of Directors that occurs after that time.
53. The Society shall file with the Registrar its Annual Statement including 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.
54. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
55. The seal of the Society may be affixed to any document upon resolution of the Board of Directors.
56. 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.
57. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by such officers, directors or staff as the Board may from time to time designate.
58. The borrowing powers of the Society may be exercised by the Board of Directors.
59. All meetings shall be conducted in accordance with Roberts' Rules of Order.

Approved the _____ day of _____, 2008 at the annual meeting of the Society.