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AMENDED AND RESTATED BY-LAWS

DESTINATION HALIFAX SOCIETY

(the "**Society**")

BE IT ENACTED as a By-law of the Society as follows:

ARTICLE 1

INTERPRETATION

1.1 Definitions

In this By-law, unless the context otherwise requires:

(a) "**Act**" means the *Societies Act* (Nova Scotia), as amended from time to time.
(b) "**Affiliate**" means individuals, corporations or organizations that support the advancement of the visitor economy within Halifax Regional Municipality or Nova Scotia but who do not qualify for membership. Affiliates shall not have voting rights or other rights of membership.
(c) "**Board**" means the board of directors of the Society.
(d) "**By-law**" means this by-law and any other by-law of the Society from time to time in force.
(e) "**Director**" means a director of the Society.
(f) "**HRM**" means the Halifax Regional Municipality.
(g) "**Member**" means a member of the Society.
(h) "**Memorandum**" means the Memorandum of Association of the Society, as amended from time to time.
(i) "**Registrar**" means the Registrar of Joint Stock Companies for Nova Scotia.
(j) "**Society**" means Destination Halifax Society.
(k) "**Special Resolution**" means a resolution passed by not less than three-fourths (¾) of the votes cast by Members entitled to vote at a meeting of which notice specifying the intention to propose the resolution has been given.

1.2 Interpretation

In this By-law, unless the context otherwise requires:

(a) words importing the singular include the plural and vice versa;
(b) words importing gender include all genders;
(c) headings are for convenience only and do not affect interpretation; and
(d) any reference to the Act includes the regulations under it and any successor legislation.

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ARTICLE 2

REGISTERED OFFICE, RECORDS AND SEAL

2.1 Registered Office

The registered office of the Society shall be located in Nova Scotia at the address filed with the Registrar.

2.2 Records

The Society shall maintain at its registered office, or at such other place in Nova Scotia as the Board may determine if permitted by law, such records as are required by the Act, including:

(a) the Memorandum and By-laws;
(b) minutes of meetings of Members;
(c) minutes of meetings of Directors;
(d) a register of Members;
(e) a register of Directors and officers; and
(f) financial records of the Society.

2.3 Inspection by Members

Subject to the Act and this By-law, Members may inspect the annual financial statements and minutes of meetings of Members and Directors at the registered office of the Society at reasonable times.

2.4 Seal

The Society may have a corporate seal in a form approved by the Board. The secretary, or such other person as the Board may designate, shall be the custodian of the seal.

ARTICLE 3

MEMBERSHIP

3.1 Membership

The Members of the Society shall be:

(a) the subscribers to the Memorandum; and
(b) such other persons as are admitted to membership in accordance with this By-law.

3.2 Eligibility

Membership in the Society shall be open to individuals, businesses, governmental agencies and other organizations that hold a direct financial or business interest in advancing the visitor economy in the HRM and that meet any additional criteria established by the Board.

Affiliates may be recognized by the Society in accordance with policies adopted by the Board but shall not be Members and shall not have voting rights.

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3.3 Admission of Members

Applications for membership shall be made in such form as the Board may prescribe. The Board may approve or reject any application in its discretion, acting reasonably and in the best interests of the Society.

3.4 Classes of Membership

Unless otherwise determined by Special Resolution of the Members and approved by the Registrar, the Society shall have one class of membership.

3.5 Rights of Members

Each Member in good standing shall be entitled to:

(a) receive notice of meetings of Members;
(b) attend meetings of Members; and
(c) one vote at meetings of Members.

3.6 Dues

The Board may establish annual membership dues and the time for payment of such dues.

3.7 Good Standing

A Member is in good standing if the Member has paid all dues payable by that Member and is not under suspension.

3.8 Cessation of Membership

Membership in the Society ceases when:

(a) the Member resigns in writing;
(b) the Member dies or, if a corporate or organizational Member, ceases to exist;
(c) the Member is expelled in accordance with this By-law;
(d) the Member ceases to meet the eligibility requirements for membership; or
(e) the Member’s membership otherwise terminates in accordance with this By-law.

3.9 Resignation

A Member may resign by delivering written notice to the Society. The resignation is effective when received, or at a later date specified in the notice.

3.10 Discipline or Expulsion

The Board may suspend or expel a Member for:

(a) failure to comply with the Act, the Memorandum, this By-law or any policy of the Society;
(b) conduct that is prejudicial to the Society; or
(c) any other reason that the Board considers reasonable and in the best interests of the Society.

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Before suspending or expelling a Member, the Board shall give the Member at least fourteen (14) days' written notice of the proposed suspension or expulsion and the reasons for it. The Member may make written submissions to the Board before a final decision is made. The Board's decision shall be final.

3.11 Effect of Termination

A person who ceases to be a Member immediately forfeits all rights of membership.

3.12 No Transfer

Membership in the Society is not transferable.

ARTICLE 4

MEETINGS OF MEMBERS

4.1 Annual General Meeting

The Society shall hold an annual general meeting in Nova Scotia within six (6) months after the end of each fiscal year.

4.2 Business at Annual General Meeting

At each annual general meeting, the following business shall be transacted:

(a) reading or approval of the minutes of the previous annual general meeting;
(b) consideration of the annual report of the Directors;
(c) consideration of the annual financial statements of the Society;
(d) appointment of the auditor for the ensuing year; and
(e) election of Directors.

All other business transacted at an annual general meeting shall be deemed special business.

4.3 Special Meetings

A special meeting of Members may be called at any time:

(a) by the Chair of the Board;
(b) by resolution of the Board; or
(c) upon written request to the Board signed by not less than twenty-five per cent (25%) of the Members in good standing.

4.4 Notice of Annual General Meeting

Notice of the annual general meeting shall:

(a) specify the date, time and place of the meeting;
(b) be given to Members at least seven (7) days before the meeting; and
(c) specify the text of any proposed Special Resolution or otherwise clearly describe any special business.

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4.5 Notice of Special Meeting

Notice of a special meeting shall:

(a) specify the date, time and place of the meeting;
(b) be given to Members at least seven (7) days before the meeting; and
(c) specify the business to be transacted, including the text of any proposed Special Resolution.

4.6 Method of Notice

Notice to Members may be given by mail, courier, hand delivery, email, other electronic means, publication in a newsletter, posting on the Society's website, or such other method as the Board may determine, provided the method is reasonably likely to bring the notice to the attention of Members.

4.7 Electronic Meetings

Meetings of Members may be held entirely or partially by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Member participating by such means is deemed to be present at the meeting.

4.8 Quorum

A quorum for a meeting of Members shall be twenty (20) Members in good standing present in person or by proxy, where proxies are permitted. No business shall be transacted unless quorum is present at the opening of the meeting and, upon request, before any vote.

4.9 Chair

The Chair shall chair meetings of Members. In the absence of the Chair, the Vice-Chair shall chair. If neither is present, the Members present shall choose a chair from among themselves.

4.10 Voting

Each Member in good standing shall have one vote. Unless the Act, the Memorandum or this By-law requires a Special Resolution, every question shall be decided by a simple majority of votes cast. In the case of an equality of votes, the person presiding as chair of the meeting shall have a casting vote in addition to the vote to which that person is otherwise entitled.

4.11 Proxies

Members may vote by proxy where proxies are permitted by the Board. The form of proxy and the deadline for its delivery shall be determined by the Board and stated in the notice of meeting. Solicitation of proxies is not permitted. No person present at a meeting may vote for more than one Member. Proxies are valid for one meeting.

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4.12 Adjournment

The Chair may, with the consent of the meeting, adjourn any meeting of Members. No business shall be transacted at the adjourned meeting other than the unfinished business from the original meeting unless fresh notice of the new business is given.

4.13 Procedure

The Chair shall determine the procedure at meetings of Members, subject to the Act, the Memorandum and this By-law.

4.14 Resolution in Writing

A resolution in writing signed by all Members entitled to vote on that resolution shall be as valid as if passed at a meeting of Members, to the extent permitted by law.

ARTICLE 5

DIRECTORS

5.1 Powers

The Board shall manage the activities and affairs of the Society and may exercise all powers of the Society except those that are required by law or by these By-laws to be exercised by the Members in a general meeting. Without limiting the generality of the foregoing, the Board may:

(a) appoint, supervise and determine the duties and remuneration of the officers, employees and agents of the Society;
(b) establish committees or project teams of the Society and appoint or remove Members of such committees or project teams;
(c) delegate such powers of the Society to committees, officers, employees or agents of the Society as the Board considers appropriate, provided that the Board retains overall responsibility for the governance of the Society.

Directors shall act in the best interests of the Society and shall maintain the confidentiality of information designated as confidential.

5.2 Number of Directors

The Board shall consist of not fewer than twelve (12) and not more than fifteen (15) Directors.

5.3 Board Composition – Designated Directors

The following persons or organizations may each designate one representative to serve as a Director:

(a) the Mayor of the HRM, or their designate;
(b) a representative appointed by the Regional Council of HRM;
(c) the Chief Administrative Officer of HRM, or their designate; and
(d) the President of the Hotel Association of Nova Scotia, or their designate.

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Each such designation is conditional upon the relevant organization continuing to provide financial support to the Society at a level determined by the Board from time to time. If the Board determines that there has been a material reduction in financial contribution by any such organization, the Board may review the continued entitlement of that organization to designate a Director.

5.4 Board Composition — Reserved Seats

The Nominating Committee shall use reasonable efforts to identify and nominate candidates such that the Board includes representation from the following categories:

(a) one (1) Member that provides accommodation services outside Districts 7 and 8 of HRM and operates a facility with ninety-nine (99) rooms or fewer; and
(b) up to eight (8) Members involved in the tourism industry within HRM.

The Nominating Committee may also recommend for appointment:

(c) one (1) individual who is not a Member but who possesses skills, experience or expertise relevant to the tourism or visitor economy sector within the HRM.

Where, despite reasonable efforts by the Nominating Committee and the Board, no suitable candidate is available for a reserved category under subsections (a) or (b), the position may remain vacant or be filled by another eligible candidate, having regard to the overall skills and competencies required by the Board.

5.5 Election and Term

A Director designated pursuant to Section 5.3 (a "**Designated Director**") shall take office upon the Society receiving written notice of the designation from the applicable person or organization entitled to make the designation. A Designated Director shall continue to serve as a Director until the Society receives written notice from the applicable person or organization in Section 5.3 designating another individual to serve as its representative.

Directors elected or appointed pursuant to Section 5.4 (Reserved Seats) may be elected or appointed for a term of one (1) or two (2) years, as determined by the Nominating Committee or the Board at the time of nomination. A retiring Director is eligible for re-election or reappointment.

5.6 Vacancies

Where a Director resigns, dies, is removed, ceases to be a Member, or otherwise ceases to hold office, the remaining Directors may appoint a Member to fill the vacancy until the next annual general meeting.

5.7 Removal

The Members may, by Special Resolution, remove any Director before the expiration of that Director's term and may, by ordinary resolution at the same meeting, elect another eligible Member to complete the unexpired term.

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5.8 Attendance

A Director who is absent from three consecutive regularly scheduled meetings without due cause shall receive written notice from the Chair advising that failure to attend the next regularly scheduled meeting may result in removal from the Board. A Director who fails to attend at least fifty percent (50%) of regularly scheduled meetings during their term shall be ineligible for re-election.

5.9 Resignation

A Director may resign by delivering written notice to the Society. The resignation is effective when received, or at a later date specified in the notice.

5.10 Remuneration

Directors shall serve without remuneration as Directors, but may be reimbursed for reasonable expenses incurred in the performance of their duties, unless otherwise approved by the Members.

ARTICLE 6

MEETINGS OF DIRECTORS

6.1 Calling Meetings

Meetings of the Board may be called by the Chair, Vice-Chair, Secretary or any two (2) Directors.

6.2 Regular Meetings

The Board may set the dates, times and places of regular meetings of the Board by resolution.

6.3 Notice

Notice of a meeting of the Board shall:

(a) specify the date, time and place of the meeting; and
(b) be given to each Director at least seven (7) days before the meeting.

6.4 Waiver of Notice

Attendance by a Director at a meeting constitutes waiver of notice unless the Director attends solely to object that the meeting has not been lawfully called.

6.5 Quorum

A quorum for a meeting of the Board shall be a majority of the Directors then in office. No business shall be transacted unless quorum is present at the opening of the meeting and, upon request, before any vote.

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6.6 Chair

The Chair shall chair meetings of the Board. In the absence of the Chair, the Vice-Chair shall chair. If neither is present, the Directors present shall choose a chair from among those present.

6.7 Voting

Each Director has one vote. Questions shall be decided by a majority of votes cast. In the case of an equality of votes, the person presiding as chair of the meeting shall have a casting vote in addition to the vote to which that person is otherwise entitled.

6.8 Participation by Electronic Means

Directors may participate in a meeting by telephone, video conference or other electronic means that permit all participants to communicate adequately with each other, and a Director participating in that manner is deemed to be present at the meeting.

6.9 Resolution in Writing

A resolution in writing signed by all Directors entitled to vote on that resolution shall be as valid as if passed at a meeting of the Board.

6.10 Minutes

The Secretary, or a person appointed by the Chair, shall keep minutes of all meetings of the Board.

6.11 Conflict of Interest

A Director who has, or may reasonably be perceived to have, a conflict of interest in a matter before the Board shall declare the nature and extent of that interest as soon as the conflict arises. Unless otherwise permitted by law, the Director shall not participate in discussion of, or vote on, the matter and the disclosure and withdrawal shall be recorded in the minutes.

ARTICLE 7

OFFICERS

7.1 Officers

The officers of the Society shall be:

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

All officers shall be Directors of the Society.

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7.2 Election or Appointment

The Board shall elect from among the Directors the Chair and the Vice-Chair. The Board shall appoint from among the Directors a Treasurer and a Secretary. The offices of Secretary and Treasurer may be held by the same person if the Board considers it appropriate.

7.3 Term of Office

Officers shall hold office for a term of up to two (2) years, or until their successors are elected or appointed. An officer is eligible for re-election or reappointment.

7.4 Removal and Vacancies

The Board may remove any officer from office at any time. Where a vacancy occurs in an office, the Board may elect or appoint another Director to fill the vacancy for the remainder of the term.

7.5 Chair

The Chair shall:

(a) provide general leadership and oversight of the activities of the Society;
(b) preside at meetings of the Board and meetings of the Members; and
(c) perform such other duties as may be assigned by the Board from time to time.

7.6 Vice-Chair

The Vice-Chair shall:

(a) perform the duties of the Chair during the absence, illness or incapacity of the Chair, or when requested by the Chair or the Board; and
(b) perform such other duties as may be assigned by the Board.

7.7 Treasurer

The Treasurer shall oversee the financial affairs of the Society and perform such duties as may be assigned by the Board from time to time.

7.8 Secretary

The Secretary shall oversee the maintenance of the records and minutes of the Society and perform such other duties as may be assigned by the Board from time to time.

ARTICLE 8

COMMITTEES

8.1 Establishment of Committees

The Board may establish standing or ad hoc committees of the Society as it considers necessary or appropriate to assist in carrying out the activities of the Society. Unless otherwise

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determined by the Board, committees shall report to the Board and shall act in an advisory capacity only.

8.2 Executive Committee

(a) The Society shall have an Executive Committee consisting of:
  (i) the Chair;
  (ii) the Vice-Chair;
  (iii) the Treasurer;
  (iv) the Secretary; and
  (v) the Chief Executive Officer, who shall serve as an ex officio member.

(b) Elected members of the Executive Committee shall hold office for a term of up to two (2) years and are eligible for re-election.

(c) The Executive Committee shall:
  (i) Make recommendations to the board regarding the hiring of the Chief Executive Officer of the Society;
  (ii) Make recommendations to the board with respect to employment matters relating to the Chief Executive Officer, including compensation, performance reviews and termination of employment;
  (iii) exercise the powers of the Board between meetings of the Board, subject to any limitations imposed by the Board or these By-laws;
  (iv) develop and recommend long-range planning objectives to the Board;
  (v) make recommendations to the Board respecting budget priorities and policy matters;
  (vi) ensure implementation of resolutions passed at meetings of the Society; and
  (vii) coordinate the activities of committees and project teams of the Society.

(d) The Executive Committee shall not:
  (i) fill vacancies on the Board or on the Executive Committee; or
  (ii) amend or repeal any resolution of the Board.

8.3 Nominating Committee

(a) The Nominating Committee shall identify and recommend candidates for election or appointment to the Board in accordance with these By-laws.

(b) The Nominating Committee shall:
  (i) seek candidates for election or appointment as Directors;
  (ii) have regard to the representation requirements set out in these By-laws;
  (iii) consider the skills, experience and competencies required for effective governance of the Society; and
  (iv) present a slate of recommended candidates to the Members for election as Directors.

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(c) The composition of the Nominating Committee shall be determined by the Board from time to time.

8.4 Additional Committees

The Board may establish additional committees or project teams and determine their mandate, composition and authority.

ARTICLE 9

FINANCIAL MATTERS

9.1 Fiscal Year

The fiscal year of the Society shall end on December 31st in each year, unless otherwise determined by the Board.

9.2 Banking

The banking business of the Society shall be carried on with such financial institution or institutions as the Board may designate.

9.3 Signing Authority

Contracts, deeds, bills of exchange and other instruments may be executed on behalf of the Society by the Chair or Vice-Chair together with the Secretary, or in such other manner as the Board may determine by resolution.

9.4 Financial Statements

The Directors shall annually present to the Members financial statements of the Society for the preceding fiscal year in the form required by the Act.

A copy of the financial statements, audited and signed by the auditor or, if there is no auditor, signed by two Directors, shall be filed with the Registrar within fourteen (14) days after the annual general meeting.

9.5 Auditor

The Members may appoint an auditor at each annual general meeting. If the Members do not appoint an auditor, the Board may do so. At each annual general meeting the Members shall appoint an auditor to audit the financial statements of the Society for the ensuing year, unless the Members resolve that an audit is not required.

9.6 Borrowing

The Society may borrow money only with the approval of the Members by Special Resolution. The Members may, by Special Resolution, delegate a limited borrowing authority to the Board subject to such terms and conditions as the Members determine. The Society shall not

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mortgage its real property or issue debentures without authorization by Special Resolution of the Members.

9.7 No Personal Benefit

No funds of the Society shall be paid to or otherwise made available for the personal benefit of any Member solely by virtue of being a Member, provided that the Society may reimburse reasonable expenses, pay fair compensation for services rendered, and otherwise make payments in furtherance of its objects as approved in accordance with this By-law.

ARTICLE 10

NOTICE

10.1 Method of Notice

Any notice required to be given under this By-law may be given personally, by mail, courier, email, or other electronic means to the last address or contact information of the recipient shown in the records of the Society.

10.2 When Notice Deemed Given

A notice is deemed to have been given:

(a) if delivered personally, when delivered;
(b) if mailed, when mailed; and
(c) if sent electronically, when sent.

10.3 Error or Omission

No error or omission in giving notice of any meeting or other proceeding shall invalidate the proceeding if the error or omission did not materially affect the substance of the notice.

ARTICLE 11

INDEMNITY AND PROTECTION

11.1 Limitation of Liability

No Director or officer shall be liable for the acts, neglects or defaults of any other Director, officer, employee or agent of the Society, or for any loss, damage or expense suffered by the Society through the insufficiency or deficiency of title to property, the insolvency of any person with whom money is deposited, or any other loss arising in the execution of the duties of office, unless arising from that person’s own dishonesty, bad faith or willful misconduct.

11.2 Indemnity

Subject to law, the Society shall indemnify each Director and officer, and each former Director and officer, against all costs, charges and expenses reasonably incurred in connection with any claim, action or proceeding arising from that person’s association with the Society, provided the person acted honestly and in good faith with a view to the best interests of the Society.

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ARTICLE 12

AMENDMENT OF BY-LAWS

12.1 Amendment of By-laws

The Members may make, amend or repeal the By-laws by Special Resolution. No By-law, amendment or repeal takes effect until it has been approved by the Registrar.

ARTICLE 13

GENERAL

13.1 Furnishing Copies

The Society shall furnish a copy of its Memorandum and By-laws to a Member upon request and upon payment of such fee, if any, as may be fixed by the By-laws or by the Board, not exceeding the amount permitted by law.

13.2 Paramountcy

In the event of any conflict between the Act, the Memorandum and this By-law, the conflict shall be resolved in favour of the Act and the Memorandum, in that order.

13.3 Repeal of Prior By-laws

All previous By-laws of the Society are repealed as of the coming into force of this By-law, provided that such repeal does not affect the validity of any act previously done under any repealed By-law.

MADE by Special Resolution of the Members of the Society on May 27, 2026.

Signed by:
Doug Townsend
D6093AA6A0AA4BB...

Name: Doug Townsend
Title: Chair

DocuSigned by:
Ifeanyi Emesih
9AA67665DA8D4FC...

Name: Ifeanyi Emesih
Title: Secretary