

COMPANIES ACT

AMENDED ARTICLES OF ASSOCIATION
of
STRAIT OF CANSO SUPERPORT CORPORATION LIMITED

ARTICLE 1 - INTERPRETATION

1.1 In these Articles, unless there be something in the subject or context inconsistent therewith:

“Act” means the *Companies Act, R.S.N.S. 1989, c.81*, as amended.

“Board” means the Board of Directors of the Company and comprises all of the serving directors.

“Company” means the above-named company.

“Director” is any person appointed as a director of the Company in accordance with Article 3 hereof.

“Member” means a director of the Company during the term of his or her service as director.

“Memorandum” and “Articles” means the Memorandum of Association and these Articles of Association of the Company as amended from time to time.

“Nominator” means and includes those parties described in Article 3.3.1 herein.

“Shippers” may include any individual, partnership or company that ships cargo by sea to and / or from the Strait of Canso Superport through owned or leased facilities.

Designation as a Shipper is subject to approval by the Board.

“Ship Service Providers” may include any individual, partnership or company that provides services or products, directly or indirectly, to commercial ships while

these ships are in or at the Strait of Canso Superport.

Designation as a Ship Service Provider is subject to approval by the Board.

“Special resolution” has the meaning assigned by the *Act* being a resolution passed by no less than three-fourths’ majority of those present and entitled to vote, subject to ratification as required by the *Act*.

1.2 In these Articles:

- words importing the singular only include the plural and vice-versa;
- words importing the masculine only include the feminine and vice-versa;
- “persons” includes bodies corporate.

ARTICLE 2 - MEMBERS

2.1 Members

1. Members of the Company are those persons appointed and approved as Directors of the Company, during the period of their service as directors.
2. Every new member shall be deemed to have agreed to abide by all provisions of the Memorandum of Association and the Articles of Association of the Company, as then existing and as amended thereafter.
3. Membership shall terminate with termination of service as a director, whether by resignation, removal by the Board for cause, end of term of service, or otherwise.
4. A current list of members, being the serving directors of the Company, shall be maintained at all times in the Company's Minute Book, including full contact particulars for each member.
5. A running register of members shall also be maintained in the Company's Minute Book, including dates of appointment and date and reason for termination (whether by resignation, end of term of service or otherwise).

ARTICLE 3 - BOARD OF DIRECTORS

3.1 Size of Board

The Board shall comprise all of the Directors of the Company, being no less than 7 and no more than 13 Directors.

3.2 Directors' Qualifications

Every director shall be at least the age of majority and shall possess the capacity and promise to enforce and uphold these Articles of Association. No-one shall be eligible to be a director who holds elected government office, whether federal, provincial or municipal. Persons employed by the federal, provincial or municipal government are not eligible to serve as their employer's nominee on the Board. Every director shall be a member of the Company during his term of service as director. Every director shall be required to possess such other qualifications as may be established and required by the Board by policy from time to time.

3.3 Nomination of Directors

1. Nominations for directors shall be accepted from the interested sectors and governments (**the "Nominators"**) as follows:

- 3 nominees from Shippers;
- 2 nominees from Ship Service Providers;
- 1 nominee from each of the 5 municipal units: Municipality of the County of Richmond; Municipality of the District of Guysborough; Town of Mulgrave; Town of Port Hawkesbury; Municipality of Inverness County;
- 1 nominee from the Federal Government or its designate;
- 1 nominee from the Provincial Government or its designate;
- 1 nominee from the Strait Area Chamber of Commerce.

2. Nominations must be received in writing from the Nominators.

3. Where a director's position is being vacated by reason of retirement, completion of terms or otherwise, the Secretary shall contact that director's Nominator in writing requesting a further nominee(s).

4. In the alternative, Nominators may provide the Secretary with a List of Nominees to the Board from which the Board may fill vacancies as they occur from time to time.

5. The practice shall be for the Board to fill vacancies in directors' positions from the lists or nominations of the Nominator, which originally nominated the vacating director(s).

6. The Company Secretary shall be responsible to keep Nominators' written

nominations and Lists of Nominees with the dates on which they were received in the Company's records and to provide them to the Board as necessary for the purposes of selection and appointment.

3.4 Appointment of Directors

1. Directors shall be appointed from among the eligible nominees by majority vote of the Board at the Annual General Meeting.
2. Appointment as a director is appointment as a member of the Company.
3. Directors' terms shall run from the date of appointment at the Annual General Meeting.
4. Notwithstanding 3.4.1 and 3.4.3 above, where a vacancy occurs on the Board mid-term, that vacancy may be filled by appointment of an eligible nominee of any of the Nominators by majority vote of the Board to complete the term of the departing director.
5. Where the original Nominator is unable or does not provide an eligible nominee for appointment to fill a vacant position, the Board may fill that position with an eligible nominee of any other Nominator.
6. On appointment of any nominee as director and member of the Company, the Board shall send written confirmation of appointment to that nominee and to his Nominator following the appointment.

3.5 Term of Office

1. The term of office for a Director shall be three years from the date of appointment at the Annual General Meeting.
2. Where a director is appointed to fill a mid-term vacancy, that director's term of service shall be the remainder of that term only and service to complete a mid-term vacancy shall count towards total consecutive years of service for purposes of #3.5.4 here below.
3. Directors may be elected and serve consecutive terms of office subject to clause 3.5.4. hereunder.
4. No Director shall serve for more than 6 years of consecutive service (or 2 full consecutive terms).
5. A Director who has served 6 consecutive years shall thereafter remain ineligible for re-appointment for 12 months.

6. Service to complete a mid-term vacancy shall not be a barrier to appointment at the Annual General Meeting at the end of that original term.

7. A Director may be removed from the Board for cause by a vote of 3/4 of the Board. Cause for removal shall include but not be limited to absence from 3 consecutive monthly meetings of the Board or conduct which is deemed to be detrimental to or incompatible with the aims and objectives of the Corporation. Once a director is removed by a vote of the Board the seat is deemed vacant.

3.6 Vacancies

Insofar as reasonably possible, any vacancy on the Board shall be filled by nomination from the original Nominator, but where it is not reasonably possible the Board may appoint a director from among other eligible nominees and the Minutes of the Meeting at which the appointment is effected shall make note of same. In such case, the Board shall make reasonable effort to return to the original Nominator to fill the next occurring vacancy in that particular director's chair.

3.7 Authority of Board

Subject to the provisions and limitations of the laws of Nova Scotia and these Articles of Association, the activities and affairs of the Company shall be conducted by and under the direction of the Board of Directors.

3.8 Duties of Directors

It shall be the duty of each Director to:

- perform any and all duties imposed on him, collectively or individually, by law or under these Articles;
- to attend at Meetings of the Company and to participate in discussion and decisions in respect of the Company's business;
- to act in the best interests of the Company and to hold confidential such information and business of the Company to which confidentiality reasonably applies;
- to provide to the Secretary current contact information for purposes of notice of meetings.

3.9 Compensation

Directors shall receive no compensation for service to the Company other than

reimbursement of expenses.

3.10 Non-Liability of Directors

No Director or Officer of the Company shall be personally liable for the debts, liabilities or other obligations of the Company except where such liability, debt or obligation is a result of dishonesty by such Director or Officer and except as provided in the Company's Memorandum of Association as members of the Company.

3.11 Indemnification and Hold Harmless of Directors

Directors and officers of the Company shall be defended, released, indemnified and held harmless by the Company to the fullest extent permissible under federal and provincial law.

3.12 Insurance for Corporate Agents

Except as may be otherwise provided by law, the Board may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the Company (including, but not limited to, any director, officer, or employee of Company) against liabilities asserted against, or incurred by, the agent in such capacity, or arising out of the agent's status as such, whether or not the Company would have the power to indemnify the agent against such liability under these Articles or provisions of law.

ARTICLE 4 - OFFICERS OF THE COMPANY

4.1 Officers - Executive Committee

The Officers of the Company shall be the **Chair, Vice-Chair, Secretary, Treasurer and Chief Executive Officer (CEO)**. The CEO shall be an ex officio member of the Board but this does not make the CEO a member of the Company. The other officers shall all be members of the Board. The Company's officers - the Chair, Vice-Chair, Secretary, Treasurer and CEO - shall comprise the Company's **Executive Committee**.

4.2 Election and Term

Officers shall be elected by majority vote of the Board. Nominations for officers may be submitted to the Board by the Nominations Committee. Officer elections will normally be announced at the Annual General Meeting. Each officer shall hold office until his successor is duly elected except in the case of resignation. Terms of office will normally be 2 years; however, a review for the removal of any Officer from the Board may be requested by a majority of Directors during the Officer's term.

4.3 Resignation

Any officer of the Company may resign at any time by written or electronic notice to the Board. Any such resignation shall take effect on the date of receipt of such notice or any later date specified therein.

4.4 Vacancies

Any vacancy of an office shall be filled by the Board by simple majority vote for the remainder of the vacated term.

4.5 Chair

The Chair's responsibilities shall include the following:

- presiding at meetings of the Company and of the Executive Committee;
- casting votes in accordance with Robert's Rules of Order;
- along with the Secretary, signing all documents requiring the Company seal;
- performing such other duties as are usual for such an officer.

4.6 Vice-Chair

In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice-Chair shall perform all duties of the Chair, and when so acting shall have all the powers of the Chair.

4.7 Secretary

The Secretary's responsibilities shall include the following:

- preparing and giving notices of meetings;
- maintaining minutes of meetings, including meetings of the Executive Committee and including meetings held by teleconference;
- reading and responding to all correspondence as directed by the Board;
- maintaining records of resignations and removals and lists of directors in the Minute Book;
- maintaining and securing in the Company's offices archive records;
- performing such other duties as are usual for such an officer; and,

provided that day-to-day duties of the Secretary may be delegated to the Chief Executive Officer with approval of the Board, such delegation to be recorded in the Minutes.

4.8 Treasurer

The Treasurer's responsibilities shall include the following:

- collecting and depositing the receipts of the Company;
- keeping the books and accounts of the Company;
- preparing cheques in payment of accounts of the Company;
- performing such other duties as are usual for such an officer; and,

provided that day-to-day duties of the Treasurer may be delegated to the Chief Executive Officer with approval of the Board, such delegation to be recorded in the Minutes.

4.9 Chief Executive Officer

The Chief Executive Officer shall be a contracted or salaried employee appointed by the Board and shall not be a member of the Company nor entitled to vote at any meetings of the Board. The Chief Executive Officer shall have authority, with the approval of the Board for the conduct of day-to-day tasks and activities of the Company.

ARTICLE 5 - MEETINGS

Meetings of the Corporation shall be conducted in accordance with Robert's Rules of Order.

5.1 Notice of Meetings

The Secretary, Chair or Vice-Chair shall give notice to each Director at least five (5) days prior to any regular or special meeting, including the Annual General Meeting. Notice shall be sent by electronic transmission, telephone or mail. The Notice shall state the place, date, and time of the meeting and the matters proposed to be acted upon or discussed at such meeting. The statement of the Secretary of the Company or of the Chair or Vice-Chair that notice has been given pursuant to this Article shall be sufficient and conclusive evidence of the giving of such notice.

5.2 Quorum

The minimum number for a quorum in Meetings shall be one-half of the total number of serving directors plus one in the case of an even numbered Board and a majority will be required if the Board comprises an odd number of directors. (e.g. if the Board is comprised of 12 Directors, a quorum will require 7 Directors to be present in person or by proxy. If the Board is comprised of 13 Directors, a quorum will require 7 Directors to be present in person or by proxy. At least 5 directors must be physically present at the meeting. The remainder of the quorum may be achieved through proxy or teleconference. A director may use a proxy vote or teleconference no more than 2 times per year where the proxy is required in order to constitute a quorum for the meeting.

5.3 Meeting Location

Except as otherwise required by law, the Company may hold its meetings at such place or places as the Board may, from time to time, determine.

5.4 Regular Meetings

The Board shall hold regular monthly meetings insofar as possible including the Annual General Meeting. Notwithstanding the above, there shall be a minimum of 10 meetings per year, not including the Annual General Meeting.

5.5 Special Meetings

The Board Chair may call Special Meetings from time to time.

5.6 Annual General Meeting

An Annual General Meeting of the Company shall be held at least once in every calendar year and not more than 4 months from the fiscal year end, and, in any event, not more than 15 months after the last preceding Annual General Meeting.

The Agenda for the Annual General Meeting shall be as follows:

- Roll call;
- Approval of Minutes of preceding Regular Meeting;
- Adoption of Annual Report and audited report of Treasurer;
- Receiving reports of Committees;

- Appointment of Directors;
- Election of Officers;
- New business;
- Appointment of auditors;
- Closing remarks and notice of next general meeting.

5.7 Emergency Meetings

Emergency meetings of the Company may be called at such time and place as is deemed in the best interests of the Company. Emergency meetings shall be held when requested by 3 or more directors by notice in writing delivered to any of the Officers or when requested by the Executive Committee or the Chairman alone.

5.8 Teleconference or Electronic Meeting

Where all Directors consent, a Meeting may be held by means of telephone or such other communications facilities as permit all persons participating in the meeting to hear each other, and any Director participating in the meeting by such means shall be deemed present at the meeting for all purposes of the business of a Meeting of the Company.

5.9 Record of Meetings

All Meetings, including teleconference or electronic meetings, shall be recorded by Minutes and noted in the Minute Book.

5.10 Voting

Voting shall be by voiced “Aye” or “Nay”, or by show of hands, or by standing vote, except where a secret vote by ballot is requested by the motion and seconded and carried by a majority of directors present. No director shall be entitled to be counted more than once in a vote in a Meeting. A motion for secret ballot may not be ruled “out of order” by reason of their being a prior motion on the floor. Each director shall be entitled to one vote and no more on any motion, except where filing an authorized proxy.

5.11 Proxy

Directors may attend and vote by means of authorized proxy but attendance by proxy shall be in accordance with 5.2 to satisfy the requirements of a quorum. Proxies must be in writing in form authorized by the Board and signed dated by the director giving his proxy and filed with the Secretary. Proxies shall be effective only for the meeting or vote specified in the proxy. Proxies may be forwarded to the CEO by fax or by email.

5.12 Special Resolution

A special resolution requires approval by a majority of at least 3/4ths of the members entitled to vote as are present in person or by proxy where proxies are allowed, at any meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given. A special resolution must be confirmed by a majority of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a subsequent meeting, of which notice has been duly given, held no earlier than fourteen days but not later than one month, from the date of the first meeting

5.13 Unanimous “Special” Resolution

Notwithstanding #5.12 above, a resolution unanimously passed at any general meeting where all members are present in person or by proxy where proxies are allowed shall be deemed a special resolution not requiring subsequent confirmation provided notice of the intention to propose such a resolution as a special resolution has been given in the notice calling such a meeting

5.14 Certification and Confirmation

At any meeting at which a special resolution is submitted to be passed or confirmed, a declaration of the Chair that the resolution is carried shall, unless a poll is demanded, be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution

5.15 Poll

At any meeting at which a special resolution is submitted to be passed or confirmed a poll may be demanded, if demanded by three persons entitled to vote.

5.16 Meeting Chair

The Chair of the Board shall act as the Chair at every Meeting. In the Chair's absence, the Vice-Chair shall preside. If the Vice-Chair is also not present, the directors may choose another director to chair the meeting.

ARTICLE 6 - FINANCE AND ADMINISTRATION

6.1 Audit

The books and financial accounts of the Company shall be audited each year by a public accountant as appointed at an Annual General Meeting and the Audit Report shall be recorded and a true complete copy logged in the Minute Book.

6.2 Delegation of Authority

The Board, except as otherwise provided in these Articles, may by resolution authorize any officer or agent of the Company to enter into any contract or execute and deliver any instrument in the name of or on behalf of the Company, and such authority may be general or confined to specific instances. Unless so authorized, no director, officer, agent or employee shall have any power or authority to bind the Company by contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

6.3 Execution of Instruments - Signing authority

All contracts, notes and binding documents of the Company shall be signed by the appropriate officer, or officers, of the Company, as determined by the Board by policy or from time to time.

6.4 Cheques and Notes - Signing authority

Except as otherwise specifically determined by resolution of the Board, or as otherwise required by law, cheques, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the Company shall be signed by any two of the Chair, Vice-Chair, Treasurer, Secretary and Chief Executive Officer, or another authorized Director or employee as determined by the Board.

6.5 Deposits

All Company funds shall be deposited from time-to-time to the Company's credit in such banks, trust companies, or other depositories as the Board directs.

6.6 Gifts

The Board may accept on behalf of the Company any contribution, gift, bequest, or devise for the non-profit purposes of the Company.

6.7 Fiscal Year

The fiscal year of the Company is shall be determined by the Board from time to time.

ARTICLE 7 - CORPORATE RECORDS, REPORTS AND SEAL

7.1 Registered Office

The Company shall maintain a registered office. The current address for the Company's registered office is:

**Strait of Canso Superport Corporation Limited
P.O. Box 238, 428 Main Street, Mulgrave NS B0E 2G0**

and the following shall be kept at the Company's registered office:

- the corporate seal;
- the official list of current members;
- the list of former members and their periods of service;
- the Minutes of all meetings;
- the Company records and books of account.

7.2 Corporate Seal

The Board may adopt, use, and, at will, alter, a corporate seal. Such seal shall be kept at the principal office of the Company. However, failure to affix the seal to corporate instruments, shall not affect the validity of any such instrument.

7.3 Inspection Rights

Each member of the Board shall have the absolute right, at any reasonable time, to inspect all books, records and documents of every kind, and the physical properties of the Company.

7.4 Periodic Reports

The Board shall cause all annual and periodic reports required under law to be prepared and delivered to the appropriate government offices within the time limits set by law. Nothing contained in these Articles shall prohibit the Board from hiring, retaining, or accepting donated services to meet these requirements and other requirements for the timely operation of the Company.

ARTICLE 8 - COMMITTEES AND ADVISORY GROUPS

8.1 Executive Committee

The Executive Committee shall serve as a standing committee to transact such business as may properly be required of the Committee by the Company.

8.2 Auxiliary Committees

As necessary, the Executive Committee or the Board may appoint such committees as may be in the best interest of the Company and may delegate to such committees such authority as is deemed in the best interests of the Company. Auxiliary committees may include non-members of the Company.

8.3 Nomination Committee

When required, and no later than three weeks prior to an Annual General Meeting, the Executive Committee shall appoint a committee of not less than three serving directors whose duty it shall be to propose a slate of officers for the next two years. It is understood that this slate is a recommendation only, and may be added to by nominations from the floor by directors at the Annual General Meeting.

8.4 Advisory Group(s)

In addition to the Executive Committee and any Auxiliary Committees appointed from time to time to carry out the objects and activities of the Company, the directors may appoint from the community at large an Advisory Group comprised of persons engaged in shipping, servicing the shipping community, commercial activities or other allied development activities and port users either in a private capacity or a public capacity. It shall be the function of the Advisory Group to provide advice to the Company and its directors and to be available for consultation on marine and related matters. The Advisory Group shall be comprised of non-members of the Company. The Advisory Group shall serve for such period as is determined by the Board. It shall be a condition of service on such Advisory Group that communications and information concerning the Company's business and affairs be kept confidential and not used by any member of the Group for his or her director or indirect private advantage or benefit except with express consent from the Board.

8.5 Notice of Committee Meetings

Each committee shall notify the Secretary of the Company at least three (3) days in advance of the date, time and place of any committee meeting.

ARTICLE 9 - PUBLIC RELATIONS AND PUBLIC IMAGE OF THE COMPANY

9.1 Press Release

No press release may be issued in the Company name except as approved by the Chair, or Executive Committee.

9.2 General Principles - Non-Discrimination

The Company shall not discriminate in any of its programs or services, in the composition of its Board or committees of the Company, its employment practices, use of volunteer services, on the basis of handicap, age (other than majority), race, religion, gender, national origin or sexual orientation.

9.3 Copyrights, Trademarks, Service marks, and Trade Secrets

All copyrights, trademarks, service marks and trade secrets in the name of the Company are the assets of the Company and may not be reproduced, distributed, or otherwise used by or for any third party without the written approval of the Board of Directors or Chair.

9.4 Logo

Registered copyrights, trademarks, service marks and trade secrets of the Strait of Canso Superport Corporation Limited and its acronym, "SCSCL", may not be reproduced, distributed or otherwise used by or for any third party without the written approval of the Board of Directors or Chair.

9.5 Endorsements

The Company may not endorse products or services. Only with the prior authorization from the Board of Directors or Chair, the Company name may be placed on items sold for fundraising purposes, or to thank donors or users.

9.6 Legal Action

No legal action can be taken by the Company without the prior approval of the Board of Directors. All legal action shall be co-ordinated with such legal counsel as the Board of Directors designates.

9.7 Conflicts of Interest

All directors and employees of the Company shall avoid conflicts between their personal or financial interests and those of the Company. It shall be deemed a conflict of interest if:

- (a) A director, a member of a director's household, or a trust in which a director is involved has significant, direct or indirect financial interest in, or, obligation to, an actual or potential client of the Company;
- (b) A director conducts business on behalf of the Company with a client of

which a relative by blood or marriage is a principal officer or representative;

- (c) A director, a member of a director's household, or a trust in which a director is involved accepts gifts of more than token or nominal value from an actual or potential client of the Company; and
- (d) The director misuses the information obtained in the course of his duty as a director of the Company.

Any question of conflict of interest shall be resolved pursuant to the procedures set forth in the Company's Code of Conduct approved by the Board.

9.8 Accountability to the Public

The Annual General Meeting of the Company shall be open to the public and publicly advertised.