

GENERAL BY-LAWS
OF
TANTRAMAR HERITAGE TRUST INCORPORATED

- 1. HEAD OFFICE**
 - 1.1 The head office of the corporation shall be in Sackville, New Brunswick.
- 2. MEMBERSHIP**
 - 2.1 The members of the corporation are the applicants for the Letters Patent of the corporation and such other persons who shall become members in accordance with these by-laws.
 - 2.2 The amount of the annual membership fees shall be determined by the directors.
 - 2.3 Subject to approval by the directors, any member may become a life member by paying to the corporation a sum determined by the directors.
 - 2.4 Honourary members may be appointed by the directors at any time, with or without the recommendation of any member, and such appointment may be made by the directors for whatever reason they deem fit.
 - 2.5 A person shall cease to be a member of the corporation:
 - a) by delivering a resignation in writing to the secretary of the corporation or by mailing or delivering it to the address of the corporation;
 - b) on death, or in the case of a corporation, on dissolution;
 - c) on having been a member not in good standing for 12 consecutive months.
 - 2.6 All members are in good standing except a member who, not being a life member, has failed to pay the current annual membership fee.
- 3. LIABILITY**
 - 3.1 No member of the corporation shall be liable for any debt or liability of the corporation beyond the amount of any membership fees payable to the corporation unless the member has made himself or herself expressly personally liable for such debt or liability.

4. FISCAL YEAR

4.1 The fiscal year of the corporation shall begin on April 1 and end on March 31 of the following year.

5. MEETINGS OF MEMBERS (GENERAL MEETINGS)

5.1 The corporation shall hold an annual general meeting of members within 2 months after the end of the fiscal year of the corporation.

5.2 Every general meeting of members, other than an annual general meeting, is an *extraordinary general meeting*. The directors may, when they see fit, convene an extraordinary general meeting. The directors shall convene an extraordinary general meeting if requisitioned in writing by at least 10 members of the corporation.

5.3 The secretary shall give at least 14 days notice of the annual general meeting or an extraordinary general meeting. The notice shall specify the place, date and time of the meeting and, in the case of any special business, the nature of the business.

5.4 Notice of general meetings shall be given in writing and may be given to a member either personally or by mail to the member at his or her address as recorded in the records of the corporation. A notice sent by mail shall be deemed to have been given on the third day following the day on which it is mailed. In proving such service, it is sufficient to prove that the envelope containing the notice was properly addressed and posted. The accidental omission to give notice of a meeting or the non-receipt of any notice shall not invalidate the proceedings at any general meeting.

6. PROCEEDINGS AT GENERAL MEETINGS

6.1 At each annual general meeting of the corporation, 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) consideration of the annual report of the directors;
- c) consideration of the financial statements and the report of the auditor, if any;
- d) election of directors for the ensuing year;
- e) the appointment of the auditor for the following year, if required.

All other business dealt with at an annual general meeting shall be deemed to be special business.

- 6.2 No business shall be dealt with at any general meeting unless a quorum of members is present. Such quorum shall consist of 10 members in good standing.
- 6.3 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum.
- 6.4 Subject to by-law 6.5, the president of the corporation, the vice-president or in the absence of both, one of the other directors present shall preside as chairperson of a general meeting.
- 6.5 If at a general meeting:
- a) there is no president, vice-president or other director present within 15 minutes after the time appointed for holding the meeting, or
 - b) the president and all other directors present are unwilling to act as chairperson,
- the members present shall choose one of their members to act as chairperson.
- 6.6 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place. When a meeting is adjourned for 14 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 6.7 A resolution proposed for a general meeting must be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.8 In case of an equality of votes, the chairperson shall not have a casting or second vote in addition to the vote to which he or she may be entitled as a member and the proposed resolution shall not pass.
- 6.9 A member in good standing present at a meeting of members is entitled to one vote. Voting by proxy is not permitted.

6.10 A corporation member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the corporation.

6.11 A general meeting of the corporation shall be held within 2 months of the granting of the Letters Patent of the corporation.

7. DIRECTORS

7.1 The number of directors shall be 10 or a greater number determined from time to time at a general meeting.

7.2 Any member of the corporation shall be eligible to be elected as a director of the corporation.

7.3 The directors shall be elected by the members at each annual general meeting of the corporation. The directors shall retire from office at each annual general meeting but are eligible for reelection at the meeting.

7.4 The directors may at any time and from time to time appoint a member as a director to fill a vacancy in the directors. A director so appointed holds office only until the next following annual general meeting, but is eligible for re-election at the meeting. No act or proceeding of the directors is invalid only by reason of there being less than the prescribed number of directors in office.

7.5 The members may, by a special resolution passed by at least 75% of the voting members present at a general meeting, remove a director before the expiration of his or her term of office.

7.6 No director shall be remunerated for being or acting as a director but a director may be reimbursed for all expenses necessary and reasonably incurred while engaged in the affairs of the corporation.

8. POWERS OF DIRECTORS

- 8.1 The management of the activities of the corporation 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 corporation and are not hereby or by statute expressly directed or required to be exercised or done by the corporation in general meeting. In particular, the directors shall have power to engage an executive director and to determine his or her duties and responsibilities and his or her remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.
- 8.2 The directors may appoint such standing committees and ad hoc committees as may be found necessary in order to carry out its duties, committees shall be chaired by one of the directors. They shall report to the directors and shall be responsible to the directors.
- 8.3 The directors, in addition to an executive director, may engage employees to carry out the policy, program and administration of the corporation.

9. PROCEEDINGS OF DIRECTORS

- 9.1 Meetings of the directors shall be held as often as the business of the corporation may require, but shall be held at least once a month, excepting the months of July and August.
- 9.2 The secretary shall give each director written notice of such meeting at least 3 clear day prior to such meeting.
- 9.3 The president, or in the event of his or her refusal or inability to act, the vice-president shall upon the written request of at least 3 directors, call a special meeting of the directors.
- 9.4 A quorum for the transaction of business at any meeting of the directors shall be not less than 50% of the directors.
- 9.5 All decisions of the directors taken at duly convened meetings of the directors shall be passed only by a vote of the majority of those present at such meeting. For this purpose each person shall have one vote and no proxies shall be allowed.

9.6 The president 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 in addition to the vote to which he or she is entitled as a director.

9.7 A resolution in writing, signed by all the directors and placed with the minutes of the directors is as valid and effective as if regularly passed at a meeting of the directors.

10. OFFICERS

10.1 The officers of the corporation shall be a president and a vice-president, a treasurer and a secretary.

10.2 The directors shall hold a meeting immediately following the Annual General Meeting of the corporation, for which no notice is required, at which the first item of business shall be the election, by the directors, of the officers of the corporation, who shall hold office for a term of one year or until the next Annual General Meeting, at the close of which their offices shall be deemed to be vacated.

10.3 The duties of the officers are as follows:

a) President - The president is the chief executive officer of the corporation and shall supervise the other officers in the execution of their duties. The president shall preside at all meetings of the corporation and the directors.

b) Vice-President - The vice-president shall carry out the duties of the president during the absence of the president.

c) Treasurer - The treasurer shall keep the financial records, including books of account, necessary to comply with the Companies Act and the Income Tax Act. The treasurer shall also render financial statements to the directors, members and others when so required.

d) Secretary - The secretary shall conduct the correspondence of the corporation, issue notices of meetings of the corporation and directors, keep minutes of all meetings of the corporation and directors, have custody of all records and documents of the corporation except those required to be kept by the treasurer, have custody of the seal of the corporation and maintain the register of the members.

10. The offices of the secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.

10.5 In the absence of the secretary from a meeting, the directors shall appoint another person to act as secretary at the meeting.

11. SIGNING AUTHORITY AND SEAL

11.1 The directors may provide a seal for the corporation and may destroy a seal and substitute a new seal in its place.

11.2 The common seal shall be affixed only when authorized by a resolution of the directors and then only in the presence of the persons prescribed in the resolution, or if no persons are prescribed, in the presence of the president and secretary or president and secretary-treasurer.

12. AUDITOR

12.1 This part applies only where the corporation is required or has resolved to have an auditor.

12.2 The first auditor shall be appointed by the directors who shall also fill all vacancies occurring in the office of auditor.

12.3 At each annual general meeting, the corporation shall appoint an auditor to hold office until he or she is re-elected or his or her successor is elected at the next annual general meeting.

12.4 An auditor may be removed by ordinary resolution.

12.5 An auditor shall be promptly informed in writing of appointment or removal.

12.6 No director and no employee of the corporation shall be auditor.

12.7 The auditor may attend general meetings.

13. BY-LAWS

13.1 On being admitted to membership, each member is entitled to and the corporation shall give him or her without charge, a copy of the by-laws of the corporation.

13.2 These by-laws shall not be altered or added to except by special resolution passed by at least 75% of the voting members present at a general meeting.

14. **ADOPTION**

14.1 The foregoing by-law is passed by the directors pursuant to the provisions of the Companies Act (c. C-13, R.S.N.B., 1973) as evidenced below by the signatures of all the directors, this _____ day of _____, 1996.
