

GENERAL BY-LAWS
OF
TANTRAMAR HERITAGE TRUST INCORPORATED
Amended May 30, 2018

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 Patents 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 Honorary 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 All members are in good standing except a member who, not being a life member, has failed to pay the current annual membership fee.

2.6 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.

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 or designate shall give at least 7 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 or email 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 MEETING

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.
- 6.8 A member in good standing present at a general meeting, except the chairperson, is entitled to one vote. Voting by proxy is not permitted.
- 6.9 In case of an equality of votes, the chairperson shall cast the deciding vote.
- 6.10 An institutional 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 12 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 re-election 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 At the request of a director, the Board of Directors may grant a leave of absence for part of the term. During the period of absence, the director will not be counted in the calculation of quorum in Section 9.4.
- 7.7 The Board of Directors shall have the power to declare a director's seat vacant, in the case in which a director is absent without excuse from two or more duly called meetings in a row.
- 7.8 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 granted by these by-laws or otherwise expressly conferred upon them, may exercise all such powers and act as may be required by the corporation. 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 shall appoint an executive committee, consisting of the officers and such other persons as the directors decide.
- 8.2 The board of directors may appoint such standing committees and ad hoc committees as may be necessary. The committee chair shall report to and be responsible to the board of 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, August, and December.

9.2 The secretary or designate shall give each director written notice of such meeting at least 3 clear days 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 vote only in the case of a tie.

9.7 A resolution in writing, signed by all the directors, or by email, 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 within a month following the Annual General Meeting of the corporation, 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 oversee 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 ensure the correspondence of the corporation, issue notices of meetings of the corporation and directors, keep minutes of all meetings of the corporation and directors, the safe custody of all records and documents of the corporation except those required to be kept by the treasurer, the safe custody of the seal of the corporation, and maintain the register of the members.

10.4 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 or designate 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. FINANCIAL REVIEW

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

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

12.3 An accountant may be removed by ordinary resolution of an extraordinary general meeting. A new accountant may be appointed at that same meeting.

12.4 An accountant shall be informed in writing of appointment or removal.

12.5 No director and no employee of the corporation shall be the accountant.

12.6 The accountant may attend general meetings.

13. BY-LAWS

13.1 On being admitted to membership, each member is entitled to, and the corporation shall make available, without charge, normally via an electronic file, 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 _____, _____.

