

COCAGNE PORT AUTHORITY

CONSTITUTION AND BY-LAWS

April 30, 2009

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CONSTITUTION AND BY-LAWS

COCOGNE CAPE PORT AUTHORITY -

ARTICLE 1 - NAME

1.1 Name of the Association - the name of the Association shall be the COCAGNE CAPE PORT AUTHORITY INCORPORATED, hereinafter referred to as the “Corporation”.

ARTICLE 2 - PURPOSE

Purpose of the Corporation - It shall be the purpose of the Corporation to:

- 2.1.1 Sustain the organization’s operations in a cost effective manner.
- 2.1.2 Facilitate commercial, economic, tourism/recreational growth in consultation with relevant stakeholders, the immediate community and the region in general.
- 2.1.3 Maintain a safe secure, aesthetically pleasing and environmentally friendly environment for all those who are involved either directly or indirectly with the organization.

ARTICLE 3 - HEAD OFFICE.

- 3.1 Location of Head Office - The Head Office of the Corporation shall be located at Cocagne Cape, in the County of Kent, in the Province of New Brunswick, at such a place therein as determined from time to time by the Board of Directors of the Corporation.

ARTICLE 4 - CORPORATE SEAL

- 4.1 Form of Seal. The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the COCAGNE CAPE PORT AUTHORITY INC.

ARTICLE 5 - MEMBERSHIP

- 5.1 Full membership to the Corporation may be granted to persons who express an interest in pursuing the purposes of the Corporation as stated in Article 2 and who own and/or lease a berth(s). A member in good standing as per Article 5.4 shall have voting rights.
- 5.2.1 Applications for membership shall be addressed to the Secretary of the Corporation, who shall turn the applications to the Corporation's Executive Committee for disposition.
- 5.2.2. The Executive Committee, in its applications review, shall reach a decision with respect to each application based on a simple majority (half plus one) of votes.
- 5.2.3. Berth owners shall automatically be deemed members of the organization, unless they signify in writing to the Secretary, that they wish to be excluded, as members of the organization.

- 5.3 Any member may resign from the Corporation, by giving written notice to the Secretary. Fees for any un-expired term of membership, as a general practice, are not refundable. Notwithstanding this clause, the Executive Committee, at its discretion may make a recommendation to the Board of Directors, to grant a request for a refund, or any portion thereof, due to the member's extenuating circumstances. The Board of Directors' decision, in this regard, shall be recorded in the Board of Directors' meeting minutes.
- 5.4 Members in good standing, shall be those admitted to the membership and who have paid all required fees, including docking fees, as may be applicable, in accordance with the standards set by the General Membership. Members whose annual fees are in arrears for a period of six months shall be suspended from the membership, and not be permitted to vote, make nominations or hold office in the Corporation. The Secretary shall inform those concerned of the suspension in writing. If the fees remain unpaid for a further six months, the member shall be deemed to have resigned. Full payment of all outstanding fees, including interest, shall be required, prior to reinstatement, in these circumstances.
- 5.5.1 The Board of Directors may expel or suspend any member of the Corporation by a two thirds majority vote of the entire Board of Directors, for any violation of the By-laws or for any conduct which in the opinion of the Board of Directors, is improper and/or prejudicial to the welfare, reputation or best interests of the Corporation.
- 5.5.2 No member shall be expelled without having been given two (2) weeks written notice of the charges.
- 5.5.3 Said member shall be given an opportunity to submit to the Board of Directors, a written response to such charges and shall be provided with an opportunity to personally address the charges to the Board of Directors.
- 5.5.4 The Board of Directors' decision, based on a two-thirds majority vote of all Directors, shall be conveyed in writing, within two weeks of the member's submission. The Board of Directors' decision shall be final.

ARTICLE 6 - CONFLICT OF INTEREST

- 6.1 No Pecuniary gain to members. Conflict of interest is defined as situation that is likely to result in financial gain for an individual, or family or group member thereby necessitating that those members refrain from voting on an outcome of a motion. It is also advisable to declare any conflict of interest in a motion and refrain from voting on a motion that may provide a gain to relatives and associates.

ARTICLE 7 - ORGANIZATION

- 7.1 The Corporation shall consist of a General Membership, an elected Board of Directors that has an elected President, with a Vice-President, Secretary and Treasurer, as appointed by the Board of Directors from among the Board of Directors.
- 7.2 The offices of Secretary and Treasurer may be held by the same person.
- 7.3 The Community of Cap de Cocagne shall be invited to designate one(1) appointee to serve for one year term, at a time, on the Board of Directors.
- 7.4 The Commercial Fishers Group, actively utilizing the Port facilities shall be invited to designate one (1) appointee, to serve for a one year term at a time, on the Board of Directors.
- 7.5 Unless determined otherwise by a majority vote at an Annual General Meeting, the number of Board of Directors shall be nine (9). That number shall include the two appointed positions as per Articles 7.3 and 7.4.
- 7.5.1 Any member in good standing shall be eligible to be elected at an Annual General Meeting, as a Director of the Corporation.
- 7.5.2. All officers, Directors and members of committees shall hold office for a two(2) year term, and continue to hold office until their successors are elected, unless they resign or cease to be Directors as per Article 7.7.
- 7.5.3 Retiring Directors shall be eligible for re-election. Directors shall not hold office for more than four (4) consecutive fiscal years, unless determined otherwise by a two-thirds majority vote at an Annual General Meeting.
- 7.5.4. As per Article 7.1., the position of President shall be an elected position by the membership at an Annual General Meeting; the positions of Vice-President, Secretary, Treasurer (Secretary-Treasurer) shall be established by the Board of Directors, from among the newly elected Board of Directors.
- 7.6.1 A quorum for the Board of Directors and Committees thereof shall be the majority of voting members (half plus one).
- 7.6.2 A quorum for a General Membership Meeting and/or an Annual General Membership Meeting shall be twice the number of voting members on the Board of Directors plus one (1).
- 7.7 Vacancy of Office.
The office of Director shall be vacated if:

- 7.7.1 A Director submits a written resignation to the Secretary of the Corporation,
- 7.7.2 He/she suspends required payments/fees to the Corporation,
- 7.7.3 He/she is suspended/expelled as per Article 5.5
- 7.7.4. The Director misses three (3) consecutive Directors' meetings without the written approval of the Board of Directors or the President.
- 7.7.5 The Director dies.
- 7.8 In the event that a Director resigns from office or a Director's position becomes vacant as per article 7.7 , the vacancy thereby created may be filled for the unexpired portion of the term with a replacement appointed by the Board of Directors from the members in good standing in the Corporation, This decision shall be recorded in the Board of Directors' Meeting minutes and shall be reported at a subsequent General Membership Meeting.

ARTICLE 8 - DUTIES OF THE BOARD OF DIRECTORS

- 8.1 The Board of Directors shall hold regular meetings at least six (6) times during the fiscal year.
- 8.2. In addition to other duties and/or responsibilities identified elsewhere in the Constitution/By-laws, the Board of Directors shall:
 - 8.2.1 consistent with the general membership direction and/or Corporation policies, be responsible for the overall management, direction and operation of the organization.

Without limiting the scope of the duties of the Board of Directors, the Board of Directors shall:

- 8.2.2 Prepare policies for consideration and disposition by the General Membership.
- 8.2.3. Put into effect all policies and actions approved by the General Membership.
- 8.2.4 Establish or facilitate the establishment of an Annual Proposed Budget for consideration by the General Membership.
- 8.2.5 Have the authority to enter into contracts in the name of the Corporation, in accordance with policies and/or practices approved by the General Membership.
- 8.2.6 Consider matters of a substantive nature, at the written request of at least (3) members, on the agenda of the next General Membership Meeting.

- 8.2.7 The Board of Directors, may establish standing, ad-hoc or sub-committees, from time to time, in order to conduct its business more effectively.
- 8.2.8 Within the limitations of a General Membership annually approved budget, appoint such agents and engage such employees, as it shall deem necessary, from time to time.
- 8.2.9 Subject to General Membership approved budget and established policy provisions and/or General Membership direction, sign deeds, transfer documents, leases and other documents required to be executed under the corporate seal or under the auspices of the organization.
Such signing shall only be executed by members of the Board of Directors, as designated by the Board of Directors.
- 8.2.10 The Board of Directors may prescribe such policies and regulations not inconsistent with the Constitution and its By-laws, relative to the management and operation of the Corporation, as the Board deems expedient, provided that such Policies and Regulations shall have force and effect only until the next Annual General Membership Meeting or General Membership Meeting or Special General Membership Meeting, when they are confirmed. Failing such confirmation, the Policy and Regulations thereunder shall cease to have any force and effect.
- 8.2.11 Unusual Circumstances - under unusual/special and /or unforeseen circumstances, not covered by Policy, the Constitution and/or By-laws, and in the interests of the Corporation and good governance, the Board of Directors shall have the authority to exercise discretion in making decisions. Such circumstances and decisions shall be recorded in the Board of Directors' meeting minutes and reported to the General Membership at its next meeting.

ARTICLE 9 - OFFICERS/ EXECUTIVE COMMITTEE

- 9.1 Consistent with Article 7.1, the Corporation shall have the following officers:
- President,
 - Vice President,
 - Secretary
 - Treasurer (Secretary-Treasurer)
- 9.2 The President shall be elected at the Annual General Meeting, by members in good standing. Other Officers, shall be appointed by resolution of the Board of Directors, at the first meeting of the Board of Directors, following the Annual General Meeting.
- 9.3 Officers shall be members of the Board of Directors.

- 9.4 The offices of Secretary and Treasurer may be combined as determined by a simple majority vote at the Board of Directors Meeting.
- 9.5 Officers, as a collective entity, shall constitute the Executive Committee of the Corporation.

ARTICLE 10 - DUTIES AND RESPONSIBILITIES OF INDIVIDUAL OFFICERS AND EXECUTIVE COMMITTEE

10.1 PRESIDENT

- The President shall:

- 10.1.1 In conjunction with the Members of the Board of Directors, be responsible for the overall operation of the Corporation.
- 10.1.2 Preside at the meetings of the General Membership and chair the meetings of the Board of Directors.
- 10.1.3 In consultation with the Board of Directors, and when appropriate, relevant staff, prepare an agenda for meetings of the General Membership and the Board of Directors.
- 10.1.4 Possess and exercise such powers and authority to fulfill such duties as the Board Of Directors may assign, by passage of relevant motions.
- 10.1.5 In conjunction with the Board of Directors, ensure that all policies and actions approved by the General Membership are properly implemented.

10.2 VICE-PRESIDENT

The Vice-President shall:

- 10.2.1 Fulfill the duties of the President when that person is temporarily absent or otherwise unable to perform the duties of office.
- 10.2.2 Perform specific duties as may be requested by the President, the Board of Directors or the General Membership.

10.3 SECRETARY

The Secretary shall:

- 10.3.1 Be responsible for circulation notices, agenda and minutes of meetings of the General Membership, and Board of Directors.
- 10.3.2 Ensure that the minutes are prepared and that the minute books are properly stored, and maintained relative to meetings of the General Membership and the Board of

Directors.

- 10.3.3 Ensure that when the minutes of meetings are confirmed by the Board of Directors or the General Membership, and that they are signed by the President.
- 10.3.4 Be responsible for correspondence with the membership and for maintaining internal and external communications.
- 10.3.5 Custody of the Seal - maintain proper custody of the Seal of the Corporation.
- 10.3.6 Register of Members - maintain a Register of the members of the Corporation.
- 10.3.6 Without limiting the scope of Article 10, perform such duties and responsibilities, as may be requested, from time to time, by the Board of Directors and/or the General Membership.

10.4 TREASURER

The Treasurer shall:

- 10.4.1 Be responsible for the care and custody of the funds and other assets of the Corporation.
- 10.4.2 Keep all records of dues, registration fees or any other funds relative to the membership of the Corporation.
- 10.4.3 Deposit all monies received in a chartered bank or Credit Union (Caisse Populaire) and make payments for all approved expenses incurred by the Corporation.
- 10.4.4 Maintain full and accurate books of the accounts and of all financial transactions of the Corporation.
- 10.4.5 Report at each meeting of the Board of Directors on the financial accounts of the Corporation.
- 10.4.6 Present a financial report at the Annual General Meeting, which shall include an financial statement of accounts of the Corporation , a proposed budget for the next fiscal year (Ref: article 8.2.4) and any consequent recommendations for changes in the fees paid by members.
- 10.4.7 Without limiting the scope of responsibilities in Article 10, perform such tasks as

may be requested from time to time by the Board of Directors and/or the General Membership.

10.5 EXECUTIVE COMMITTEE

10.5.1 Meetings of the Executive Committee are called by the President. The President will be responsible for the agenda. The Executive Committee shall also meet at the request of two (2) Executive Members.

10.5.2 The Executive Committee, with the consent of the Board of Directors, shall take initiative with preparing draft policies and draft amendments to the Constitution/By-laws, and drafting actions for consideration and possible action by the General Membership.

10.5.3 A quorum of the Executive Committee shall be the majority of its voting members.

ARTICLE 11 - DUTIES AND RESPONSIBILITIES - GENERAL MEMBERSHIP

In addition to other duties and responsibilities identified elsewhere in this Constitution/By-Laws, and without limiting the scope of responsibilities, the General Membership shall:

11.1 Receive reports from the Board of Directors, its Officers and from standing and ad hoc committees of the Corporation.

11.2 Elect the President and members of the Board of Directors, from members in good standing.

11.3 Decide all financial policies and regulations that impact on fees and obligations of the members.

11.4 Make decisions on all matters brought before it by the Board of Directors, including the Annual Budget.

11.5 Quorum - as per Article 7.6.2., a quorum for all meetings of the General Membership, shall be twice the number of Board of Directors plus one (1).

ARTICLE 12 - COMMITTEES

12.1 Nomenclature -

12.1.1 Standing Committee - A long term committee, the members of which may serve overlapping terms (examples: long term planning; finance; nomination).

12.1. Ad-hoc Committee - A short term committee given a specific task to complete in a limited period of time.

- 12.2 The functions, structures, composition and mandates of these committees shall be established by the Board of Directors .
- 12.3 A quorum of all committee meetings shall be the majority of its voting members.
- 12.4 Reporting - all committees shall report to the Board of Directors.

ARTICLE 13 - VOTING MATTERS

- 13.1 Voting Rights – Each individual member in good standing shall have one vote at General Membership Meetings, Annual General Membership Meetings, in all elections and other voting matters.
- 13.2 Voting in Person - in order to cast a vote, a member must be present, in the meeting room, at the time that the vote is taken. There shall be no voting by proxy.
- 13.3 Unless otherwise stated in this Constitution and By-laws, all motions shall require a majority (half plus 1) of votes cast.
- 13.4 Votes for elections - all elections for office or Director, shall be decided by a simple majority vote, when there are more than two candidates.
- 13.5 Annual Budget including relevant Fees and Dues, under the revenue section - shall be established by a simple majority vote at the Annual General Meeting.
- 13.6 Voting by the President - the President may only cast a vote at a General Meeting, and Annual General Meeting and/or Board of Directors Meeting in order to break a tied vote.
- 13.7 Voting by the Chair of a Committee - the Chair of a Committee votes at the same time as other members and does not vote a second time in order to break a tied vote (in such case a tied vote means that the motion is lost).
- 13.8 The two appointed members as per Article 7.3 and 7.4 shall have the same voting rights as members in good standing.

ARTICLE 14 – MEETINGS

14.1 ACCESS TO MEETINGS.

- 14.1.1 The meetings of the General Membership, the Board of Directors and Committee Meetings shall be open to members in good standing.
- 14.1.2 No member in good standing shall be excluded from a meeting, except for improper conduct.

14.1.3 Meetings may be closed to members in good standing, when the subject matter under consideration involves:

- (a) the security of the property of the Corporation;
 - (b) the disclosure of intimate, personal or financial information with respect to a member of the Corporation or committee, an employee or prospective employee of the Corporation or a leaseholder;
 - (c) the acquisition or disposal of a Corporation facility;
 - (d) decisions with respect to the terms of employment, performance review or negotiations with employees of the Corporation
- or
- (e) litigation affecting the Corporation.

14.2 ANNUAL GENERAL MEMBERSHIP MEETING (AGM).

14.2.1 The Annual General Membership Meeting of the Corporation shall be held within four (4) months after the end of each fiscal year of the Corporation.

14.2.2 Ten (10) working days notice of an Annual general Membership Meeting, specifying the place, date and hour of the meeting shall be given to members in good standing. Notice of the meeting shall be given in writing and by sending it through the post or by e mail to each member at his/her last known address. The non-receipt of any notice by any member shall not invalidate the proceedings at the Annual General Meeting.

14.2.3 Agenda - at each Annual General Meeting of the Corporation, the following items shall be dealt with in the following order:

1. Call to order, courtesies, noting those members present.
2. Approval of the agenda.
3. Declaration of Conflict of Interest.
4. Disposition of the minutes of the previous Annual General Membership Meeting.
5. Business arising from the minutes.
6. Presentation of the Annual Board of Directors' Report.
7. Committee reports, including the Nominating Committee.
8. Financial Report relative to the past fiscal year.
9. Proposed budget, including fees and dues and recommendations for the upcoming fiscal year.
10. Appointment of accountant(s) for the ensuing fiscal year.
11. Disposition of notices of motions relative to amendments to the Constitution.
12. Election of the President.
13. Election of the Board of Directors.

14. Adjournment

14.2.4. Quorum - a quorum for the Annual General Meeting shall be twice the number of Directors, plus one (1).

14.2.5 If within one half hour of the time appointed for the meeting, a quorum is not present, the meeting shall be dissolved; the President in consultation with the Executive Committee shall reschedule the meeting.

14.3 GENERAL MEMBERSHIP MEETING.

14.3.1. Depending on circumstances, there may be a General Membership meeting or meetings, between successive Annual General Membership Meetings.

14.3.2 The General Membership shall retain all powers of the Corporation, except those delegated in the Constitution to the Board of Directors and its Officers.

14.3.3 The President or Vice-President shall have the authority to call at any time a General Membership Meeting of the Corporation.

14.3.4 Notice of meeting - The spirit and intent of Article 14.1.2 shall apply.

14.3.5 Agenda: at each General Membership Meeting the order of business shall be dealt with in the following order:

1. Call to order, courtesies, noting those present.
2. Approval of the Agenda.
3. Declaration of Conflict of Interest.
4. Confirmation of the minutes of the previous meeting.
5. Business arising out of the minutes.
6. Reports, recommendations and relevant motions.
7. Other motions
8. Correspondence.
9. New Business and Notices of Motion.
10. Adjournment.

14.3.6 Quorum - a quorum for a General Membership Meeting shall be twice the number of Board of Directors plus one (1).

14.4 SPECIAL GENERAL MEMBERSHIP MEETING.

14.4.1. A Special General Membership Meeting may be called by the President or Vice-President, or by a majority of the Board of Directors, relative to a specific item or items identified in the calling of the meeting.

14.4.2 Upon the request signed by at least ten (10) members in good standing, the President

shall hold a Special General Membership Meeting.

14.4.3 In ordinary circumstances, notice of the Special general Membership Meeting will be given to all members, at least forty-eight (48) hours prior to the holding of the meeting.

14.4.4. In an emergency or unusual circumstances, as determined by the President, the requirement of forty-eight hours notice may be waived and notice may be given by telephone, facsimile, e-mail or oral communication as circumstances may require.

14.4.5 Agenda - the agenda of a Special General Meeting shall be limited to the topic(s) listed on the agenda for the meeting. No other items shall be added to the agenda of a Special General Membership Meeting, unless all members present grant unanimous consent.

14.4.6 Quorum - a quorum for a Special General Membership Meeting shall be twice the number of Board of Directors, plus one (1).

14.5 BOARD OF DIRECTORS MEETING.

14.5.1 As per Article 8.1 the Board of Directors shall hold at least 6 meetings, per fiscal year. A quorum of the Board of Directors Meetings shall be half the members plus one (1).

14.5.2 Order of Business - the business before the Board of Directors shall be dealt with in the following order:

1. Call to order, courtesies, noting those present.
2. Approval of the Agenda.
3. Declaration of a Conflict of Interest.

4. Disposition of the minutes of the previous meeting.
5. Business arising out of the minutes.
6. Financial Statement.
7. Presentation of reports, recommendations and relevant motions.
8. Other motions.
9. Correspondence.
10. New business and/or notices of motion.
11. Adjournment.

14.6. COMMITTEE MEETINGS.

14.6.1 The first meeting of a committee shall be called by the President or designate. The Committee Chair will call subsequent meetings.

- 14.6.2 At the first meeting of the committee, included in the order of business shall be:
1. To establish the mandate of the committee.
 2. To elect a Committee Chair
 3. To proceed with the committee's business
- 14.6.3 The Committee Chair shall prepare the agenda and shall give notice of meetings at least five (5) days prior to the meeting.
- 14.6.4 All recommendations, minutes, actions and transactions of committees shall be reported to the Board of Directors.
- 14.6.6 Decisions of committees are reached through a simple majority of votes. In the case of committees, the Chair has the right to vote. In the event that there is a tied vote, the motion is lost.

ARTICLE 15 - ELECTIONS - BOARD OF DIRECTORS AND PRESIDENT

- 15.1 Eligibility for Office - only members in good standing with the Corporation may serve as President and Directors
- 15.2 Election of Directors and President - Directors and the President shall be elected annually by members in good standing at the Annual General Membership Meeting.
- 15.3 Terms of Service - Articles 7.5.2 and 7.5.3 shall apply.
- 15.4 Nominating Committee - at least three (3) months before the Annual General Membership Meeting, the Board of Directors, shall appoint a Nominating Committee.
The Nominating Committee shall consist of at least three (3) members of the Corporation.
- 15.5. Invitation for Nominations - At least two (2) months prior to the Annual General Membership Meeting the Nominating Committee shall:
- 15.5.1 Inform the membership of all vacant positions of Officers and Directors.
 - 15.5.2 Invite nominations that are duly seconded, for members to stand for election to those positions.
 - 15.5.3 Announce that the closing date for the receipt of such nominations shall be one month before the scheduled Annual General Meeting.
 - 15.5.4 Check that those who have been nominated are willing to serve, if elected to office. Any nominated candidate shall be free to have his/her name withdrawn.

15.5.5 Ensure that the nominating process is open and transparent.

15.6 Election at the annual General Membership Meeting.

15.6.1. The Nominating Committee shall present its report to the membership at the Annual General Membership Meeting.

15.6.2 The Chair shall call for further nominations from the floor.

15.6.3 There being no further nominations, the Chair shall ask for a motion from the floor that nominations close.

15.6.4. In the event that there are more than one (1) nomination for the position of President, a
vote shall be conducted by ballot.

15.6.5 In the event that there are more nominations than the number of open positions as Board Director, a vote shall be conducted by ballot.

15.6.6 Scrutineers - the Chair will recommend two scrutineers, who are members in good standing but who are not interested in being a member of the Board of Directors. The scrutineers, will distribute, collect and count the ballots and report the results to the Chair.

15.6.7 The Chair shall report the election results and declare the members elected to their respective positions.

ARTICLE 16 - FINANCIAL MATTERS

16.1. Fiscal Year - the fiscal year of the Corporation shall be from Jan 1- to Dec 31 inclusive.

16.2 A qualified accountant shall be appointed by the members, at the Annual General Membership Meeting. The Board of Directors shall negotiate the remuneration for the accountant and shall have the authority to appoint an alternative qualified accountant in the event that the appointee is unable to commence or continue providing this service in between Annual General Membership Meetings. In the event that an alternative accountant is appointed, it shall be reported at the next Annual General Membership Meeting.

16.3 The proposed budget, including fees and dues with accompanying recommendations, for the ensuing fiscal year, shall be voted upon at the Annual General Membership Meeting or a duly called General Membership Meeting or Special General Membership Meeting.

- 16.4 Inspection of accounts the financial accounts of the Corporation shall be made available for inspection by members during normal working hours or at other times upon reasonable request .
- 16.4 No Remuneration for Members. - The Corporation shall be operated without purpose of pecuniary gains to any of its members, and any surplus or accretions of the Corporation shall be used solely for the purposes of the Corporation and its promotion of its objectives.
Notwithstanding article 16.4, members who have been asked by the Board of Directors to perform tasks on behalf of the Corporation, may be reimbursed for reasonable expenses incurred while performing such duties, if prior approval has been received from the Board of Directors.
- 16.5 Notwithstanding Article 16.4, in the event that the General Membership or the Board of Directors may be seeking specific services to benefit the Corporation, a member or group of members may submit a proposal for services that may result in payment or remuneration, if accepted. The request for submissions for such proposals shall be open and communicated to all members. Such a proposal shall be submitted to the Membership or Board of Directors, as may be appropriate.
- 16.7 The Corporation shall not incur debt by borrowing money, unless prior approval for such action has been obtained by a two-thirds majority vote cast at a General Meeting and provided that notice for this motion is included in the agenda circulated at the meeting.
- 16.8 Signing Officers - checks to disburse funds for the Corporation shall bear the signatures of any two Directors, that may include the President, as designated by the Board of Directors.
- 16.9 Within the limitations of this Constitution and By-laws and/or the directions set forth by the General Membership, contracts, deeds, bills of exchange, and other instruments and documents, may be executed on behalf of the Corporation by the President or Vice-President and the Treasurer, or as otherwise prescribed by resolution by the Board of Directors and/or the General Membership. Such actions shall be reported at the next General Membership Meeting.

ARTICLE 17 - INDEMNITIES TO DIRECTORS AND OTHERS

- 17 Every Director or Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- 17.1 all costs, charges and expenses which such Director, Officer or other person sustains or incurs in or about any action, suit or proceedings which is brought,

commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability.

17.2 All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

ARTICLE 18 - RULES OF ORDER

18.1 All points of order, or procedure not covered by this Constitution and By-Laws shall be decided in accordance with Roberts Rules of Order, insofar as they are applicable.

ARTICLE 19 - INTERPRETATION

19.1 In this Constitution and by-laws, unless the context requires otherwise, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE 20 - AMENDMENTS

20.1 This Constitution and By-Laws may be amended by approval of a motion by a two-thirds majority of votes cast, at a General Membership Meeting, provided that at least two (2) week's notice is given for such a motion.

Approved by the Corporation at a General Membership Meeting held on

Place Day Month Year.

President

Witness

with subsequent amendments approved on:

Place Day Month Year

President

Witness

Place

Day

Month

Year

President

Witness