



FREDERICTON ROWING CLUB BY-LAW NO.1

Effective date	November 30 th , 2022
Archived date	-
Date last reviewed	November 27, 2022 (3 rd / final reading and adopted by the FRC Board of Directors on 23 Nov 2022)
Scheduled review date	Annually by September 30
Replaces and/or amends	Fredericton Rowing Club Inc. By-Law No.1 (dated 21 st , May 1986)
Approved by and date	Special Resolution of the Members at General Meeting of Members held on November 30 th , 2022
Appendix(-ces) to this By-Law	None
Reference(s)	New Brunswick Companies Act (being C-13 of the revised Statutes, 1973) Fredericton Rowing Club Letters Patent (Ref. No. 022563 dated 9 th , April 1986)

A by-law relating generally to the conduct of the affairs of the **Fredericton Rowing Club** (herein referred to as the "Corporation").

BE IT ENACTED as a **BY-LAW No.1** of the Corporation as follows:

1. Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

"Act" means the *New Brunswick Companies Act (being C-13 of the revised Statutes, 1973)* including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;

"articles" means the original or restated articles in Corporation's Letters Patent or Supplementary Letters Patent of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;

"auditor" shall mean a public accountant, as defined in the Act, appointed by the members to examine the Corporation's accounts and report to the members on the Corporation's annual financial statements



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"**board**" means the board of directors of the Corporation and "director" means a member of the board;

"**by-law**" means this by-law and any other by-law of the Corporation as amended and which are, from time to time, in force and effect to regulate the affairs and legal operation of the Corporation;

"**chair**" means the chair of the board;

"**company**" means a company to which the Act applies;

"**corporation**" means a company incorporated under the Act;

"**director**" means an individual occupying the position as a member of the board and must be a voting member of the Corporation;

"**duty of care**" means to act in accordance with the minimum standard of care that a reasonably prudent person with the same knowledge and experience would exercise under similar circumstances and may incur personal liability where their conduct falls short of this criterion;

"**duty of knowledge**" means being aware of the requirements of the Act, Letters Patent, by-laws and policies under which the Corporation operates and complying with their terms regarding both substance and timing;

"**fiduciary duty**" requires a director, who is in a position of trust with the Corporation to act honestly, in good faith and in the best interests of the Corporation;

"**good standing**" means a member of the Corporation:

- a) who has completed and submitted all necessary membership documentation.
- b) who has agreed to follow the by-laws, policies, processes, and procedures of the Corporation and has adopted the Corporation's safety policies, and all provincial and national safety policies identified and adopted by the Corporation, unless the Corporation agrees that the member is precluded from doing so as a result of other applicable legislation and regulations;
- c) who has paid all required fees and has no outstanding debts with the Corporation;
- d) who has registered and paid all required fees to provincial and national associations as required by the Corporation;



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- e) who is not subject to a suspension or disciplinary investigation or action by the Corporation;
- f) who has fulfilled all terms and conditions of any disciplinary action to the satisfaction of the board; and
- g) who has respected the terms of a disciplinary decision taken against a member pursuant to the policies of the Corporation or those of any other organization that has jurisdiction over the member or that has not hired, contracted or otherwise engaged a member that is currently suspended by the Corporation, or any other organization that has jurisdiction over the member.

"individual" means a natural person and not a sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;

"letters patent" means the letters patent incorporating a company for any purpose contemplated by the Act;

"mail" except where registered mail is specified, shall be understood to include email where a member has, by providing an email address, indicated that email communication is acceptable to that member.

"member" refers to voting and non-voting members of the Corporation in good standing.

"meeting of members" includes an annual meeting of members entitled to vote or a special meeting of members entitled to vote;

"minimum amount of support" means

- a) three percent (3%) of the total number of votes cast, if the proposal was raised at one meeting of members
- b) six percent (6%) of the total number of votes cast at its last submission to members, if the proposal was raised at two meetings of members
- c) ten percent (10%) of the total number of votes cast at its last submission to members, if the proposal was raised at three or more meetings of members.

"officer" means an officer of the Corporation appointed by the board;

"ordinary resolution" means a resolution passed by a simple majority;



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“policy” means regulations or guidelines by the Corporation enacted by resolution of the board that drive the processes and procedures of the Corporation;

“policy manual” means a manual containing all policies, processes, procedure and terms of reference of the Corporation enacted by resolutions of the board;

“process” means a series of actions or steps taken in support of achieving the requirements of a policy;

“procedures” means an established or official way of detailing and conducting the necessary steps of a process;

“proposal” means a proposal submitted by a member of the Corporation that meets the requirements specified by the board;

“record date” means the close of business on the day immediately preceding the day on which notice is given or, if no notice is given, the day on which the meeting is.

“recorded vote” means a vote in which the votes (for or against) of each member of the assembly are recorded either by actually calling the roll of yeas and nays (a task typically ordered by the chair and performed by the secretary) or by electronic device or by signed ballot;

“regulations” means the regulations made under the Act, as amended, restated or in effect from time to time;

“resolution” means a written motion adopted by a meeting of directors or members using parliamentary procedure;

“rules of order” are the procedures used to conduct the business of the Corporation. Unless otherwise specified in the Act, the by-laws or policies and procedures, meeting of members, committees, and the board shall be conducted according to the latest version of Roberts Rules of Order.

“simple majority” means not less than fifty percent (50%) plus one (1) of the votes cast;

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution;



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“supplementary letters patent” means any letters patent granted to the company subsequent to the letters patent incorporating the company;

“undertaking” means the business that the Corporation is authorized to carry on;

“terms of reference” means a document that clearly articulates the scope and limitations of an activity, authority, what the expectations and authorities are, when deliverables are due, how decisions are made, how work will proceed and how the people will work together in pursuit of a shared mandate;

“votes cast” includes yes or no, for or against, in favour or not in favour votes, but does not include abstentions to vote;

“voting member” means a member entitled to vote by their category of membership and “in good standing”;

“written communication” includes electronic communication via the Corporation’s website, social media, email, etc.

2. Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust, and unincorporated organization.

Other than as specified above, words and expressions defined in the Act have the same meanings when used in these by-laws.

Except as provided in the Act, the board shall have the authority to interpret any provision of the Corporation’s by-laws that is contradictory, ambiguous, or unclear, provided such interpretation is consistent with the purposes, mission, vision and values of the Corporation.

3. Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the board. If a corporate seal is approved by the board, the secretary of the Corporation shall be the custodian of the corporate seal.

4. Execution of Documents



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Deeds, transfers, assignments, contracts, obligations, and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers or directors. In addition, the board may from time to time direct the method and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law, or other document of the Corporation to be a true copy thereof.

5. Financial Year End

The financial year end of the Corporation shall be determined by the board of directors.

6. Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the board of directors may designate, appoint, or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or other persons as the board of directors may by resolution from time to time designate, direct, or authorize.

7. Borrowing Powers

Pursuant to section 80(1) of the Act, the directors of the Corporation may, without authorization of the members,

- a. borrow money on the credit of the Corporation;
- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- c. give a guarantee on behalf and
- d. mortgage, hypothecate, pledge, or otherwise create a security interest in all or any property of the corporation, owned or subsequently acquired, to secure any debt obligation of the corporation.

8. Annual Financial Statements



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Pursuant to section 123 of the Act, the directors shall lay before the members annually at or before the general meeting of the members a full statement of the affairs and financial position of the Corporation.

The Corporation shall make available to the members a copy of the annual financial statements and other documents referred to in section 124 of the Act. The Corporation may send a summary to each member along with a notice informing the member of the procedure for obtaining an electronic copy of the documents themselves free of charge.

9. Appointment of an Auditor

Pursuant to section 124 of the Act, the members by resolution may, but shall not be required to, appoint an auditor. This shall not preclude the board, where the board considers it advisable, from appointing auditors or retaining a chartered accountant or professional person to examine and report the financial affairs of the Corporation.

MEMBERS

10. Categories of Membership

Pursuant to section 13.1(2) of the Act and subject to the articles, there shall be two categories of membership in the Corporation, namely, a Category "A" membership (voting) and a Category "B" membership (non-voting). The board of directors of the Corporation may, by resolution, approve the admission of the members of the Corporation. Members may also be admitted in such other manner as may be prescribed by the board enactment of a membership policy and at the recommendation, if appointed, of a membership committee. The following conditions of membership shall apply to each:

a. Category "A" Members:

- 1) Category "A" membership is a voting membership shall be available only to individuals who have applied and have been accepted for Category "A" voting membership in the Corporation.
- 2) The term of membership of a Category "A" voting member shall be one (1) year and subject to renewal in accordance with the policies of the Corporation.
- 3) Each Category "A" member is entitled to receive notice of, attend and vote at all meetings of members and each such Category "A" member shall be entitled to one (1) vote at such meetings.



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- 4) Each Category "A" member has the right to elect or appoint directors and each such Category "A" member shall be entitled to one (1) vote in the election of directors.

b. Category "B" Members:

- 1) Category "B" membership is a non-voting membership and shall be available only to individuals who have applied and have been accepted for Category "B" membership in the Corporation.
- 2) The term of membership of a Category "B" member shall be one (1) year and subject to renewal in accordance with the policies of the Corporation.
- 3) A Category "B" member shall not be entitled to receive notice of, attend or vote at meetings of the members of the Corporation nor elect directors.

If, at any time, additional members in any category would result in the membership becoming too large for the available facilities and/or equipment and/or instructional capabilities, the board may, at its discretion, institute a waiting list and temporarily suspend acceptance of new members in that category.

Pursuant to section 18(2)(c) of the Act, the board shall ensure that the book containing Corporation's register of members is always kept current.

Pursuant to section 13.1(4) of the Act, a special resolution of the members is required to make any amendment of the by-laws of the Corporation to change the categories and rights of membership.

11. Application for Membership

The application and admission to any class of membership shall be governed by the Corporation's membership committee's terms of reference and the Corporation's membership policies, processes and procedures.

An individual seeking admission as a member of the Corporation shall submit to the board or, if appointed, to the membership committee:

- a. a written application for membership, in the form prescribed by Corporation's membership policy, with the intent to abide by Corporation's by-laws and policies as amended from time to time;



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- b. agree in writing, to follow the by-laws, policies, processes and procedures of the Corporation and adopt the Corporation's policies, processes and procedures as amended from time to time in the policy manual, unless precluded from doing so as a result of provincial legislation and/or provincial funding requirements;
- c. payment of the membership dues for the current year; and
- d. ssany additional evidence of eligibility and qualification for membership that the board Corporation considers reasonably necessary of the class of membership being applied for.

12. Acceptance of Membership

The membership committee, if appointed, may accept or reject an application for membership and shall recommend or not recommend admission of an individual for membership to the board based on the eligibility and qualification criteria pursuant to the Corporation's membership policy.

Admission into any category of member will be by ordinary resolution of the board. The board shall have the sole authority to grant (with or without conditions, such as provisional membership with a probational period) or deny membership.

13. Membership Dues

Pursuant to section 17(1), the board shall determine annually the schedule of dues to be assessed upon its members. Members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within thirty (30) days of the membership renewal date the members in default shall automatically cease to be members of the Corporation.

14. Transferring Membership

A membership may only be transferred back to the Corporation. A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the transferring of membership.

15. Expiry and Renewal of Membership

End of term of memberships shall coincide with the financial year of the Corporation. Members in good standing shall be given the opportunity to apply for renewal their membership at least thirty (30) days prior to the expiration of their



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membership. Memberships not renewed after thirty (30) days of their expiration shall be deemed to be expired.

16. Termination of Membership

Pursuant to section 18(2) of the Act, a membership in the Corporation is terminated when:

- a. the member dies or resigns;
- b. the member is expelled, or their membership is otherwise terminated in accordance with the articles or by-laws;
- c. the member's term of membership expires; or
- d. the Corporation is liquidated and dissolved under the Act.

17. Effect of Termination of Membership

Pursuant to section 18(2)(f) of the Act, upon any termination of membership, the rights of the member, including any rights in the property of the Corporation, automatically cease to exist.

18. Discipline of Members

The board shall have authority to suspend or expel any member from the Corporation for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation as determined by the board in its sole discretion;
- c. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a member should be expelled or suspended from membership in the Corporation, the president, or such other officer as may be designated by the board, shall provide twenty (20) days notice of suspension or expulsion to the member and shall provide reasons for the proposed suspension or expulsion. The member may make written submissions to the president, or such other officer as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the chair, the vice-chair, or such other officer as may



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be designated by the board, may proceed to notify the member that the member is suspended or expelled from membership in the Corporation. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision and shall notify the member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions. The board's decision shall be final and binding on the member, without any further right of appeal.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of disciplining members.

19. Members' Meeting

An annual meeting of members (herein referred to as AGM of members) shall be held annually on a day and at a place determined by ordinary resolution of the board. The AGM must be held within thirty (30) days of the end of Corporation's financial year. Notwithstanding, the elapsed period between consecutive AGMs of members shall not exceed twelve (12) months.

The board of directors may call special meetings of members as the board deems necessary to conduct the affairs of the Corporation between annual meetings of members.

20. Agenda for the Annual Members' Meeting

The agenda for the annual meeting of members shall consist of some or all of the following, as deemed necessary by the board:

- Call to order
- Territorial acknowledgement
- Identification of members entitled to vote
- Establishment of quorum
- Identification of the scrutineer(s)
- Approval of the agenda
- Adoption of Meetings of Members minutes since last AGM
- Presentation of Director/President's report
- Presentation of the financial report/statement
- Presentation of committee reports (if applicable)
- Any proposed amendments to the by-laws
- Consideration of Ordinary and/or Special Resolutions



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- Election of Directors or Announcement of results of the Election of Directors (as applicable)
- Other business specified in the notice of meeting.

21. Members calling a Members' Meeting

The board shall convene a special meeting on written requisition of not less than ten percent (10%) of the members entitled to vote for any purpose connected with the affairs of the Corporation that does not fall within any exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of receiving the requisition. Such requisition must state the business to be transacted at the meeting and be sent to each director and the registered office of the Corporation.

If the directors do not call a meeting of members within thirty (30) days of receiving the requisition, any member who signed the requisition may call the meeting.

The board shall not be obliged to call a meeting if:

- the directors have already established a record date for determining members entitled to receive notice of a meeting of members (that is, the directors have already started the process to call a members meeting);
- the directors have already called a meeting, or
- the business stated in the requisition is improper in that:
 - it is intended to enforce a personal claim or redress a personal grievance against the Corporation, or its directors, officers, members or debt obligation holders
 - it does not relate in a significant way to the activities or affairs of the Corporation
 - the member failed, not more than two (2) years before the receipt of the proposal, to raise the matter covered by the proposal at a meeting of members
 - it is substantially the same as a proposal previously submitted to members less than five (5) years ago and it did not receive the minimum required support (refer to the paragraph below) at that meeting, or
 - the rights to submit proposals are being abused to secure publicity.



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A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of members calling a meeting of members.

22. Notice of Members' Meeting

Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each member entitled to vote at the meeting, during a period of twenty-one (21) to sixty (60) days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of twenty-one (21) to thirty-five (35) days before the day on which the meeting is to be held.

The notice of the meeting shall include an agenda for the meeting, any member's proposal previously submitted to the board and the wording of any resolution(s), other than those related to the audited annual financial statements, election of directors and reappointment of the auditor.

Notice of any meeting where special business will be transacted must contain sufficient information to permit the members to form a reasoned judgment on the decision to be taken. In the case of the AGM the annual financial summary, together with the AGM report (where applicable), shall be included with the notice of meeting. Notice of each meeting must remind the member of their methods of voting.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

23. Proposals by Members

Any member entitled to vote has the right to add an item on the agenda ("a proposal") for consideration at a meeting of members and shall give written notice to the board at least ninety (90) days before the anniversary of the previous annual meeting of members.



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This is including the member's right to submit a proposal for a new by-law or to amend an existing by-law.

The member may submit a statement in support of the proposal. The proposal and statement of support shall not exceed five hundred (500) words.

The board shall not be obliged to include the proposal if:

- the submission of the proposal does not meet the requirements above or
- the proposal is improper, in that:
 - it is intended to enforce a personal claim or redress a personal grievance against the Corporation, or its directors, officers, members or debt obligation holders
 - it does not relate in a significant way to the activities or affairs of the Corporation
 - the member failed, not more than two years before the receipt of the proposal, to raise the matter covered by the proposal at a meeting of members
 - it is substantially the same as a proposal previously submitted to members less than five years ago and it did not receive the minimum required support (refer to the paragraph below) at that meeting, or
 - the rights to submit proposals are being abused to secure publicity.

A proposal may also include nomination(s) for the election of directors, if signed by not less than three (3) members entitled to vote or five percent (5%) of the members entitled to vote in the election, whichever is greater. The board will forward any nomination proposals to the nomination committee for determination of eligibility and selection consideration.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

24. Cost of Publishing Member Proposals for Members' Meeting

The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.



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25. Location of the Members' Meeting

Pursuant to section 39(2) of the Act and unless otherwise granted permission in the Letters Patent, meetings of the members shall be held at any place within New Brunswick determined by the board.

26. Persons Entitled to be Present at Members' Meeting

The only persons entitled to be present at a meeting of members shall be those entitled to vote at the meeting, the directors and the public accountant of the Corporation and such other persons who are entitled or required under any provision of the Act, articles, or by-laws of the Corporation to be present at the meeting. Any other person, including non-voting members, may be admitted only on the invitation of the chair of the meeting or by ordinary resolution of the members.

27. Chair of Members' Meeting

The chair of the board, vice-chair of the board or a director shall chair members' meetings. If the chair, the vice-chair, or all of the directors are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.

28. Quorum at Members' Meeting

A quorum at any meeting of the members shall be twelve (12) members entitled to vote or thirty (30) percent of the members entitled to vote, whichever is greater, at the meeting. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

If a quorum is not present within one-half (1/2) hour after the set time of the meeting, the chair shall cancel the meeting of members. If cancelled, the meeting of members is rescheduled for one week later at the same time. If a quorum is not present within one-half (1/2) hour after the set time of the second meeting, the meeting will proceed with the members in attendance.

29. Scrutineer at Members' Meeting

Prior to each meeting of the members, the board shall appoint one or more scrutineers who shall be responsible for ensuring that votes are properly cast. The



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scrutineer shall present the results to the secretary who shall announce them to the meeting.

30. Voting at Members' Meeting

All members entitled to vote shall be in good standing and registered as such in the Corporation's register of members no later than midnight (local time) on the day immediately preceding the day on which the notice of the meeting is given shall be entitled to vote.

A member entitled to vote who is under the age of majority of nineteen (19) years of age, may be represented at a meeting by a parent or guardian who can vote for the member. If this person is also a member entitled to vote, then this person can only cast one (1) vote for either themselves or the member they represent. During the meeting, this person who is not a member is deemed to be a member in good standing for voting purposes. While representing the member, this person is bound by all relevant by-laws and policies as if a member of the Corporation.

At any meeting of members every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a simple majority of the votes cast on the questions.

The chair declares a resolution carried or lost. This statement is final and does not have to include the number of votes for and against the resolution.

The chair decides any dispute on any vote. If the chair deems it necessary, the chair may call for short adjournment of fifteen (15) minutes or less prior rendering a final decision on the vote in dispute. The chair shall decide in good faith and the chair's decision is final.

The chair of the meeting does not vote and casts the deciding vote in the case of an equality of votes for ordinary resolutions and motions requiring a simple majority. The chair of the meeting may vote on special resolutions and motions requiring two-thirds (2/3) of votes cast.

31. Manner of Voting at members' Meeting

At the discretion of board, voting for the election of directors, acceptance of the annual financial statements, auditor's report and the reappointment of the auditor



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may be conducted by electronic ballot during a prescribed period of time prior to the meeting of members with the result being announced at the meeting. In this case, the board shall ensure that the time period that votes can be cast electronically and the instructions on how to vote are included in the notice of meeting.

In all other cases voting shall be by a show of hands or by electronic means.

On any question, a written ballot will be used if at least five (5) members entitled to vote request it. Any member entitled to vote may request a recorded vote on any question being voted on.

A member may request that the member's dissenting vote on any motion not requiring a ballot shall be recorded in the minutes of the meeting.

All ballots and any records of votes shall be destroyed thirty (30) days after the meeting or after the adoption of the minutes at the next meeting of directors, whichever is greater.

32. Absentee Voting at Members' Meetings

A member entitled to vote at a meeting of members may vote by mailed-in ballot or by means of a telephonic, electronic or other communication facility if the Corporation has a system that:

- a. enables the votes to be gathered in a manner that permits their subsequent verification, and
- b. permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each member voted.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change this method of voting by members not in attendance at a meeting of members.

33. Participation by Electronic Means at Members' Meetings

If the Corporation chooses to make available a telephonic, electronic, or other communication facility that permits all participants to communicate adequately with each other during a meeting of members, any person entitled to attend such meeting may participate in the meeting by means of such telephonic, electronic, or



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other communication facility in the manner provided by the Act. A person participating in a meeting by such means is deemed to be present at the meeting. Notwithstanding any other provision of this by-law, any person participating in a meeting of members pursuant to this section who is entitled to vote at that meeting may vote, in accordance with the Act, by means of any telephonic, electronic, or other communication facility that the Corporation has made available for that purpose.

34. Members' Meeting Held Entirely by Electronic Means

If the directors or members of the Corporation call a meeting of members pursuant to the Act, those directors or members, as the case may be, may determine that the meeting shall be held, in accordance with the Act and the procedures of the Corporation, entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

35. Resolution of Members in Writing

Pursuant to section 103.1 of the Act and subject to the letters patent and supplementary letters patent, a resolution in writing signed by all members entitled to vote on that resolution at a meeting of shareholders or members is as valid as if it had been passed at a meeting of the members. Every resolution or counterpart of members shall be kept with the minutes of the meetings of members.

DIRECTORS

36. Board of Directors

The board of directors is the legal entity and the ultimate legal authority for the Corporation. The directors have the legal duty to act in good faith, act in the best interests of the Corporation, and act with the care, diligence, and skill of a reasonably prudent person. In becoming a director of the Corporation, a person agrees to undertake the legal responsibility to always perform their role as a director in the best interests of the Corporation, and to do so free from any conflict of interest or prospect of personal gain.

A director is a trustee under the law and is responsible for the effective governance of the Corporation, and stewardship of the Corporation's resources and assets.



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The governance, administration and management of the corporation resides with the board of directors, who are accountable to the members. It is responsible for managing and supervising the activities and affairs of the Corporation.

37. Qualifications to be a Director

Directors shall be voting members of the Corporation and must meet all the minimum qualifications to be a director pursuant to section 87(1.2) of the Act. Furthermore, and pursuant to section 90 of the Act, a person elected or appointed as a director to fill a vacancy, must at the time of their election or appointment or within one (1) week thereafter, be or become a voting member in good standing.

To fulfill legal duties and responsibilities, directors must demonstrate the following attributes:

- Commitment to the vision, mission, values, norms of behaviour and work of the Corporation.
- Specific knowledge or skills in one or more areas of board policy governance (policy, programs, personnel, finance, or advocacy).
- Willingness to serve on one or more committees of the board.
- Attendance at board, assigned committee and meetings of members
- Engagement in the business of the board and the Corporation; and
- Support of the Corporation's special events and projects.

The board may stipulate the requirement for additional director qualifications and attributes sought by the nomination committee, if appointed.

38. General Duties of a Director

A director is expected to be fully informed on Corporation matters and to participate in the board's deliberation and decisions on matters of policy, finance, programs, personnel, and advocacy. These duties may include:

- Reviewing and approving policies to govern operations of the Corporation;
- Reviewing and approving foundational documents, such as by-laws, strategic plans, and key policies including vision, mission and values statements, and providing recommendations to the membership on changes to these documents;



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- Reviewing the board's structure, approving structural changes and preparing by-law amendments to implement desired changes;
- Approving the Corporation's annual budget, interim financial reports and annual financial statements;
- Approving the hiring and termination of the Corporation's staff;
- Approving the terms of reference of board committees and the appointment of members to committees;
- Assisting in the development and maintenance of positive relations between the board, committee members and staff which will continually enhance the Corporation's fulfillment of its mission; and
- Performing specific duties and tasks as may be assigned by the board from time to time.

At a minimum, it is expected that directors will:

- Give notice, with reasons, if unable to attend a meeting of the board;
- Come to board meetings informed and prepared;
- Develop a working knowledge of meeting procedures;
- Be sufficiently financially literate to be able to read and assess financial statements;
- Keep sensitive and delicate matters confidential;
- Participate in the maintenance of friendly, positive working Relationships within the board; and
- Speak positively of the Corporation to members, funders, partners and the public.

39. Number of Directors

Pursuant to section 87(1) of the Act, the affairs of the Corporation shall be managed by the board comprised of not less than three (3) and not more than nine (9) directors. Pursuant to these limits, the board from time to time shall determine by ordinary resolution, the number of directors required to conduct the affairs of the Corporation with due consideration for the number of directors versus the number of members.

Pursuant to section 87(2) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the minimum or maximum number of directors.

40. Term of Office of Directors



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At the first election of directors following the approval of this by-law, one-third (1/3) directors shall be elected for a three (3) year term, one-third (1/3) directors shall be elected for a two (2) year term and one-third (1/3) directors shall be elected for a one (1) year term. Thereafter, except where an election is held to fill the unexpired portion of a term, newly elected directors shall be elected for three (3) year terms. Expiration in the same year of the chair and vice-chairs' terms shall be avoided.

Pursuant to section 89 of the Act, if, at any time, an election of directors is not made or does not take effect at the proper time, but such election may take place a subsequent meeting of members duly called for that purpose and that the retiring directors shall continue in office until their successors are elected.

41. Nomination of Directors

All director nominations shall be considered through a nomination committee established by the board at least sixty (60) days prior to the next election. The nomination committee's terms of reference and its governing processes and procedures shall be approved by the board and contained in the Corporation's policy manual. The general responsibilities of the nominating committee shall include the following:

- Identify, evaluate, recruit, and nominate qualified persons to stand for election as directors.
- Ensure that a slate of qualified nominees is nominated for election each year and that in any given election no nominee gains office by acclamation.
- Promote diversity of directors in relation to gender, ethnicity, aquatics knowledge, professional backgrounds, and personal experience.
- Oversee the election process.
- Where appropriate, identify nominees for future nomination as directors and maintain this information for use by the Corporation and future nominating committees.
- Carry out these duties in a manner that encourages a long-term view of the Corporation's leadership needs, as well as board succession planning.
- Such additional duties as may be delegated to the committee by the board from time to time.



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The nominating committee will exercise its authority without interference from the Board. While serving as a member of the nominating committee, a person will not be eligible to be nominated for election to the board.

The nominating process shall be done in advance with established timelines, with a prohibition against last minute nominations, to ensure that nomination and election conflicts are avoided.

42. Election of Directors

The election of directors shall take place annually for those directors whose term will expire. Those directors shall retire, but if otherwise qualified, they are eligible for nomination and re-election.

Each director shall be elected individually by simple majority vote of the voting members. No director shall be acclaimed.

It is not permissible to have "ex officio" directors (that is, persons who hold office "ex-officio" or "as of right", without the need to be elected by members).

Under the auspice of the nominating committee, the elections of directors shall be conducted via secret ballot and/or a secure electronic ballot voting process. The process shall be overseen by one or more independent non-members of the Corporation appointed by the board of directors prior to the election.

If the number of directors is less than the minimum specified in the by-law or section 87(1) of the Act, then a subsequent election shall be held within thirty (30) days for the sole purpose of electing additional director(s) to fill the vacancy and meet the minimum number of director pursuant to the by-law and the Act.

At the discretion of the board, election of directors may be conducted in advance the meeting of members with the results being announced at such meeting of members.

Between elections and pursuant to section 94(d) of the Act, the board has the authority to appoint directors from a list of qualified individuals provided by the nomination committee to fill any urgent director vacancy until the next election.

The total number of appointed directors such not be more than one-third (1/3) of the number of directors elected at the previous annual meeting of members and as long as there is a quorum on the board to participate in filling the vacancy.



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The nomination and election of directors governing processes and procedures shall be approved by the board and contained in the Corporation's policy manual.

An individual must consent to be a director of the Corporation. Individuals who have been elected or appointed as directors and are present at the meeting when the election or appointment took place, are deemed to have consented to serve as directors, unless they refuse. However, if they are not present at that meeting, they must either

- (a) consent to their election, in writing, before that meeting or within ten (10) days after that meeting or
- (b) act as a director after the election or appointment

43. Discipline of a Director

The board shall have authority to suspend any director from the board for any one or more of the following grounds:

- a. violating any provision of the articles, by-laws, or written policies of the Corporation;
- b. carrying out any conduct which may be detrimental to the Corporation or its members as determined by the board in its sole discretion;
- c. failure to act or report any incident of maltreatment or safeguard the physical and/or mental health and well-being of any member;
- d. violating their duty of care, duty of knowledge or fiduciary duties;
- e. making unauthorized representations and decisions on behalf the Corporation and/or the board; or
- f. for any other reason that the board in its sole and absolute discretion considers to be reasonable, having regard to the purpose of the Corporation.

In the event that the board determines that a director should be suspended from board of the Corporation, the chair, vice-chair or such other director as may be designated by the board, shall provide immediate notice of suspension to the director with reasons for the suspension and its effective date.

The director may make written submissions to the chair, vice-chair, or such other director as may be designated by the board, in response to the notice received within such twenty (20) day period. In the event that no written submissions are



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received by the chair, the vice-chair, or such other director as may be designated by the board, the board may proceed with its final decision. If written submissions are received in accordance with this section, the board will consider such submissions in arriving at a final decision. The board shall notify the director concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

During the suspension, the director shall be relieved of all their assigned duties, responsibilities and authorities.

By ordinary resolution of the board, the board may decide on one of the following:

- a) the director is reinstated without conditions; or
- b) the director is reinstated with conditions as determined by the board; or
- c) the board adopts a resolution to be confirmed by ordinary resolution of the members of the Corporation to remove the director from the board.

The board's decision shall be final and binding on the member, without any further right of appeal.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the manner of disciplining directors.

44. Removal or Replacement of a Director

The removal of a director requires the approval of a simple majority of the members entitled to vote at a meeting of members called for the purpose of removing the director. At that meeting, the members may elect another qualified director that has been nominated by the nomination committee to fill the vacancy created by the removal.

If a meeting is called to remove or replace a director, that director can submit to the Corporation a written statement giving reasons for opposing his or her removal or replacement as a director. The Corporation will need to give notice of this statement to the members.

Pursuant to section 90 of the Act, any director ceasing to be a member thereupon forthwith ceases to be a director.

45. Vacancy of Director

A vacancy among the directors is not required to be filled if the vacancy results from an increase in the number or the minimum number of directors provided for in the articles,



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by-laws or from a failure to elect that increased number or minimum number of directors.

46. Term of Replacement Director

A director appointed or elected to fill a vacancy holds office for the unexpired term of the director's predecessor.

47. Deemed Director, if all Directors Resign or are Removed

If all the directors have resigned or have been removed without replacement, a person who manages or supervises the management of the activities or affairs of the Corporation is deemed to be a director for the purposes of this by-law and is empowered to call a special meeting of the members for the purpose of electing a new board of directors.

48. Compensation for a Director

Pursuant to section 96(2) of the Act, the directors shall serve as such without remuneration or compensation and no director shall directly or indirectly receive any profit from occupying the position of director; provided that:

- a. directors may be reimbursed for reasonable expenses they incur in the performance of their directors' duties;
- b. directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as directors, provided that the amount of any such remuneration or reimbursement is:
 - (i) considered reasonable by the board;
 - (ii) approved by the board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with any conflict-of-interest provisions of the Act and the Corporation.

No paid employee may be a director of the Corporation while so employed.



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No director may become a paid employee if they voted on any resolution associated with that employment position in the last twelve (12) months.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the compensation of directors.

49. Calling of Meetings of Board of Directors

Meetings of the board may be called by the chair of the board, the vice-chair of the board or any two (2) directors at any time.

50. Notice of Meeting of Board of Directors

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of directors of this by-law to every director of the Corporation not less than seven (7) days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting needs to specify the purpose or the business to be transacted at the meeting.

51. Location of Meetings of the Board of Directors

Pursuant to section 39(3) of the Act and unless otherwise granted permission in the Letters Patent, meetings of the directors shall be held at any place within New Brunswick determined by the board.

52. Chair of Meetings of the Board of Directors

The chair of the board or vice-chair of the board shall chair meetings of the board. If the chair and the vice-chair are absent, the directors who are present and shall choose one of their number to chair the meeting.

53. Quorum at Meetings of the Board of Directors

A quorum at any meeting of the board of directors shall be two-thirds (2/3) of the directors. If a quorum is present at the opening of a meeting, the directors present



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may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

54. Regular Meetings of the Board of Directors

The board may appoint a day or days in any month or months for regular meetings of the board at a place and hour to be named. A copy of any resolution of the board fixing the place and time of such regular meetings of the board shall be sent to each director forthwith after being passed, but no other notice shall be required for any such regular meeting.

From time to time and at the discretion of the board, the board may decide to open any of its meetings to members, however only directors may vote. A majority of the directors present may at any time ask any other members, or other persons present, to leave.

55. Meetings of the Board of Directors by Communication Facilities

A director may participate in a meeting of directors or of a committee of directors by means of telephone or other communication facilities that permit all persons participating in the meeting to hear each other and a director participating in a meeting by those means shall be deemed for the purposes of this Act to be present at that meeting

56. Voting at Meetings of the Board of Directors

At all meetings of the board, every question shall be decided by a majority of the votes cast on the question.

A director may request that their dissenting vote on any motion not requiring a ballot shall be recorded in the minutes of the meeting.

There shall not be any absentee voting at meetings of directors.

The chair of the meeting does not vote and casts the deciding vote in the case of an equality of votes for ordinary resolutions and motions requiring a simple majority. The chair of the meeting may vote on special resolutions and motions requiring two-thirds (2/3) of votes cast.

57. Resolution of Directors in Writing



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Pursuant to section 94.1 of the Act, a resolution in writing or counterparts of such a resolution, signed by all the directors entitled to vote on that resolution at a meeting of directors or a committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors duly called, constituted, and held. Every such resolution or counterpart of directors in writing shall be kept with the minutes of the meetings of the proceedings of the directors or committee of directors.

58. By-Laws Enacted by the Board of Directors

Pursuant to section 96(1) of the Act, the directors may administer the affairs of the Corporation in all things, and make or cause to be made for the Corporation any description of contract that the Corporation may by law enter into, and may make by-laws not contrary to law or to the letters patent of the Corporation or to the Act,

The directors may repeal, amend, or re-enact any such by-law, but every such by-law, unless in the meantime confirmed at a meeting of the members duly called for that purpose, has force only until the next annual meeting of the members, and in default of confirmation thereat ceases from that time to have force.

On an annual basis, the board shall review the Corporation's by-law(s) and when necessary, adopt amendments confirmed by resolution of the members.

59. Policies, Processes and Procedures Enacted by the Board of Directors

The board shall enact and maintain such policies, processes, and procedures by ordinary resolutions of the board to govern the Corporation affairs in a safe, ethical, open, transparent, equitable, inclusive, and unambiguous manner. On an annual basis, the board shall review and amend, when necessary, such policies, processes, and procedures.

60. Committees of the Board of Directors

The board may from time to time establish and dissolve any committee by ordinary resolution, as it deems necessary or to advise and assist the board with its duties such powers as the board shall deem necessary. Any such committee shall be governed by terms of reference duly adopted by resolution of the board. Any committee member may be removed by ordinary resolution of the board.

61. Appointment of Officers



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The board may designate the offices of the Corporation, appoint officers on an annual or more frequent basis, specify their duties and, subject to the Act, delegate to such officers the power to manage the affairs of the Corporation. A director may be appointed to any office of the Corporation. An officer may, but need not be, a director unless these by-laws otherwise provide. Two or more offices may be held by the same person.

62. Officers of the Corporation

Unless otherwise specified by the board, the offices of the Corporation, if designated and if officers are appointed, shall have the following duties and authorities associated with their positions:

- a. **Chair of the Board** – The chair of the board, if one is to be appointed, shall be a director. The chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The chair shall have such other duties and powers as the board may specify.
- b. **Vice-Chair of the Board** – The vice-chair of the board, if one is to be appointed, shall be a director. If the chair of the board is absent or is unable or refuses to act, the vice-chair of the board, if any, shall, when present, preside at all meetings of the board of directors and of the members. The vice-chair shall have such other duties and powers as the board may specify.
- c. **President** – The president, if appointed, shall be a voting member and may be a director, but not necessarily. The president shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans, policies, processes, and procedures of the Corporation. The president shall, subject to the authority of the board, have general supervision of the affairs of the Corporation.
- d. **Vice-President** – The vice-president, if appointed, shall be a voting member and may be a director, but not necessarily. The vice-president shall be the chief operating officer of the Corporation and shall be responsible, in the absence of the president, for implementing the strategic plans and policies of the Corporation. The vice-president shall, subject to the authority of the board, have general supervision of the daily operations of the Corporation.
- e. **Secretary** – The secretary, if appointed, shall be a voting member and may be a director, but not necessarily. The secretary shall attend and



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be the secretary of all meetings of the board, members, and committees of the board. The secretary shall enter or cause to be entered in the Corporation's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, directors, the public accountant, and members of committees; the secretary shall be the custodian of all books, papers, records, documents, and other instruments belonging to the Corporation.

- f. **Treasurer** – The treasurer, if appointed, shall be a voting member and may be a director, but not necessarily. The treasurer shall have such powers and duties as the board may specify. The treasurer shall be the custodian of the financial instruments (funds and securities) of the Corporation and shall ensure that proper banking and safekeeping arrangements are maintained. The treasurer shall always be prepared to present the Corporation's books of account to any director upon request, providing the request has been approval of the board.

63. Officer Vacancies

In the absence of a written agreement to the contrary, officers serve at the discretion of the board and the board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer's successor being appointed,
- b. the officer's resignation,
- c. such officer ceasing to be a director (if a necessary qualification of appointment) or
- d. such officer's death.

If the office of any officer of the Corporation shall be or become vacant, the directors may, by ordinary resolution, appoint a person to fill such vacancy.

64. Compensation of Officers

Pursuant to section 96(2) of the Act, the officers who are not directors may serve as such with remuneration and compensation provided that:



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- a. officers may be reimbursed for reasonable expenses they incur in the performance of their officers' duties;
- b. officers may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as officers, provided that the amount of any such remuneration or reimbursement is:
 1. considered reasonable by the board;
 2. approved by the board for payment by resolution passed before such payment is made; and
 3. in compliance with any conflict-of-interest provisions of the Act and the Corporation.

At the discretion of the board, an officer who is not a director may be an employee of the Corporation.

No officer may become a paid employee if they were previously a director who voted on any resolution associated with that employment position in the last twelve (12) months.

A special resolution of the members is required to make any amendment to the by-laws of the Corporation to change the compensation of officers.

65. Protection of Directors and Officers

Pursuant to section 95 of the Act, every director or officer of Corporation or their heirs, executors, estate and effect or any other person who has undertaken or is about to undertake any liability on behalf of Corporation shall always from time to time and, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- all costs, charges, and expense which such director, officer, or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced, or prosecuted against him/her, or in respect of any act, deed, matter, or thing whatsoever made, done or permitted by his/her office or in respect of any such liability; and
- all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default."



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However, this indemnity is only effective to the extent that the Corporation is in a financial position to honor it. If the Corporation does not have adequate funds the indemnification is illusory. Therefore, board shall ensure the Corporation maintains sufficient liability insurance coverage for its officers and directors which provides coverage with respect to their duties as officers and/or directors.

66. Inspection of Records

Pursuant to section 106(1) of the Act, all corporate and account records must be open to inspection by the directors at all reasonable times. In addition, following a request from a director, the Corporation must provide the director with any extract of the records free of charge.

Any member may inspect the Corporation's registry of members, the Corporation's minute book, by-laws, policies, process, procedures, and other official records at any reasonable time upon receipt of a written request.

Also upon request, a member is entitled to receive, free of charge, one copy of the articles and by-laws, as well as amendments to these documents.

67. Method of Giving Notice

Pursuant to sections 113 and 115 of the Act, any notice (which term includes any communication or document), other than notice of a meeting of members or a meeting of the board of directors, to be given (which term includes sent, delivered or served) pursuant section to the Act, the articles, the by-laws or otherwise to a member, director, officer or member of a committee of the board or to the public accountant shall be sufficiently given:

- a. if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Corporation or in the case of notice to a director to the latest address as shown in the last notice that was sent by the Corporation in accordance with section 86(6) of the Act (Notice of change of directors);
- b. if mailed to such person at such person's recorded address by prepaid ordinary or air mail;
- c. if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or



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- d. if provided in the form of an electronic document in accordance with the Act.

A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The secretary may change or cause to be changed the recorded address of any member, director, officer, public accountant, or member of a committee of the board in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice.

Pursuant to section 114 of the Act, the signature of any director or officer of the Corporation to any notice or other document to be given by the Corporation may be written, stamped, type-written or printed or partly written, stamped, type-written or printed and need not be under seal of the Corporation.

68. Invalidity of Provisions of this By-law

The invalidity or unenforceability of any provision of any by-law shall not affect the validity or enforceability of the remaining provisions.

69. Omissions and Errors

The accidental omission to give any notice to any member, director, officer, member of a committee of the board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

70. Mediation and Arbitration

Disputes or controversies among members, directors, officers, committee members, or volunteers of the Corporation are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.



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71. Dispute Resolution Mechanism

In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Corporation arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Corporation is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, directors, officers, committee members, employees or volunteers of the Corporation as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- a. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Corporation) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- b. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- c. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Corporation is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

72. Dissolution of the Corporation



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Pursuant to section 35.2 of the Act, the Corporation may be dissolved by a by-law enacted by the board of directors and approved by at least two-thirds of its members entitled to vote.

73. Fundamental Change

A special resolution of the members entitled to vote is required to make any amendment to the articles or the by-laws of a Corporation to:

- (a) change the Corporation's name;
- (b) change the province in which the Corporation's registered office is situated;
- (c) add, change or remove any restriction on the activities that the Corporation may carry on;
- (d) create a new category of members;
- (f) change the designation of any category of members or add, change or remove any rights of any such category;
- (g) divide any category of members into two or more category and fix the rights of each category;
- (h) add, change or remove a provision respecting the transfer of a membership;
- (i) increase or decrease the minimum or maximum number of directors;
- (j) change the statement of the purpose of the Corporation;
- (k) change the statement concerning the dissolution of the Corporation and the distribution of property remaining on liquidation after the discharge of any liabilities of the Corporation;
- (l) change the manner of giving notice to members entitled to vote at a meeting of members;
- (m) change the method of voting by members not in attendance at a meeting of members; or
- (n) change the financial compensation of the president or of any director.

An ordinary resolution of members entitled to vote is required to any amendment to articles or by-laws not deemed a fundamental change.



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74. By-laws and Effective Date

Subject to the articles, the board of directors may, by resolution, make, amend, or repeal any by-laws that regulate the activities or affairs of the Corporation. Any such by-law, amendment or repeal shall be effective from the date of the resolution of directors until the next meeting of members where it may be confirmed, rejected, or amended by the members by ordinary resolution. If the by-law, amendment, or repeal is confirmed or confirmed as amended by the members it remains effective in the form in which it was confirmed. The by-law, amendment, or repeal ceases to have effect if it is not submitted to the members at the next meeting of members or if it is rejected by the members at the meeting.

This section does not apply to a by-law that requires a special resolution of the members according to sections 13.1(4), 18(2)(j), 35.2(1), 43, 81(1), 87(2), 88 and 96(2) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

Subject to matters requiring a special resolution, this by-law shall be effective when made by the board.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the directors of the Corporation by resolution on the **23rd day of NOVEMBER, 2022** and confirmed by the members of the Corporation by special resolution on the **30th day of NOVEMBER, 2022**.

Dated as of the **1st day of DECEMBER, 2022**.

JENS-PETER SEYFFARTH (Director, Chair of the Board and President)

[Indicate name of director/officer]