

Original

Estey's Bridge Recreation Association Inc.
By-law No.1

A by-law relating generally to the conduct of the affairs of Estey's Bridge Recreation Association Inc. (hereinafter referred to as the "Association"), a company incorporated pursuant to the laws of New Brunswick by Letters Patent dated September 16, 1971 (Reference No. 71-560)

BE IT ENACTED as a by-law of the Association as follows:

1. All previous bylaws previously made pertaining to the operation and function of the Estey's Bridge Recreation Association is hereby revoked.

DEFINITIONS

2. **Definitions:** In this by-law and all other by-laws of the Association, unless the context otherwise requires the following definitions will apply:

"Act" means the *Canada Not-For-Profit Corporations Act S.C. 2009, c. 23* 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 of Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

"Board" means the board of directors of the Association and

"by-law" means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

"director" means a member of the board;

"meeting of members" includes an annual meeting of members or a special meeting of members; "special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

"Member" is an individual who:

- a. is 18 years of age or older;
- b. resides in the Local Service District known as Estey's Bridge;
- c. has applied to the Board for membership and has been approved as a member;
- d. has paid the annual membership fee (as applicable) and
- e. is a member in good standing as defined in the sections herein.

"ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;

"proposal" means a proposal submitted by a member of the Association *that meets the requirements of section 163 (Member Proposals) of the Act*;

"registered address" of the Association shall be determined by the Board.

"Regulations" means the regulations made under the Act, as amended, restated or in effect from time to time; and

"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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INTERPRETATION

3. 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.

STATEMENT OF PURPOSE

4. (a) To establish, maintain, and conduct a club for accommodation of its members and their friends, and to provide suitable facilities and other conveniences, and generally to afford to members and their friends all the usual privileges, advantages, conveniences and accommodation of a recreational club;
(b) To purchase, acquire, take on lease, or in exchange, hire or otherwise, acquire any real or personal property, or any rights or privileges, which the corporation may think necessary or convenient for the purpose of its undertaking, to let, lease and mortgage, pledge or sell the same or any part thereof;
(c) To enter into any arrangements with any authorities municipal, local or otherwise that may seem conducive to the corporation's objects, or any of them, and to obtain from any such authority and rights, privileges, and concessions which the Corporation may think it desirable to obtain and carry out, exercise and comply with any such arrangements, rights, privileges, and concessions;
(d) To promote sporting recreation facilities and encourage participation in sports and recreation;
(e) To affiliate with Provincial or other like associations;
(f) To provide, maintain and continue the emergency warming station designation and to continue to prepare and support the local community for emergency situations.

ORGANIZATION AND STRUCTURE

5. **Continuation:** The following people are appointed to the Board of Directors until such time as their successors are duly elected in accordance with this by-law:
- Christine Currie - President
 - Kristine Dorcas - Vice-President
 - Violet Brewer - Secretary
 - Lorna Mansfield - Treasurer

MEMBERSHIP

6. **Membership Conditions:**
- a. Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available to persons interested in furthering the Association's purposes, who are interested in being involved with the operation of the association, and who meet the qualifications as defined by the term member above.
 - b. Each person desiring to be a member shall apply for and be accepted into membership in the Association by resolution of the Board or in such other manner as may be determined by the Board.
 - c. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.
 - d. Each applicant for membership must submit a written application for membership to the Board for consideration. This application shall include, but is not limited to, full name, address and proof of address, contact information specifically for the purposes of providing information of Association business in the future. Information so provided by a member to the Board shall be used for Association purposes only and will not be sold or otherwise shared with any other entity.
 - e. It is the responsibility of each member to insure that their individual member information is updated as necessary. Information forwarded by the Association to a member shall be deemed

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delivered when said information has been forwarded pursuant to the information provided by the member. The Association cannot be held liable for any failure to deliver information.

7. **Transferring Membership:** A membership may only be transferred to the Association. Pursuant to Section 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to add, change or delete this section of the by-laws.
8. **Members Calling a Members' Meeting:** The Board of Directors shall call a special meeting of members in accordance with Section 167 of the Act, on written requisition of 10 members of the Association. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any member who signed the requisition may call the meeting.
9. **Membership Dues:** Where applicable, members shall be notified in writing of the membership dues at any time payable by them and, if any are not paid within one (1) calendar month of the membership renewal date the members in default shall automatically cease to be members of the Association.
10. **Termination of Membership:** A membership in the Association 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 without renewal; or
 - d. the Association is liquidated and dissolved under the Act.
11. **Effect of Termination of Membership:** Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.
12. **Discipline of Members:** (1) The Board shall have authority to suspend or expel any member from the Association for any one or more of the following grounds:
 - a. violating any provision of the articles, by-laws, or written policies of the Association;
 - b. carrying out any conduct which may be detrimental to the Association 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 Association.

(2) In the event that the Board receives a complaint against a member, as described in section 12 (1) above, the president, or such other officer as may be designated by the Board, shall provide twenty (20) days written notice of the complaint to the member. 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. At the sole discretion of the Board, they may proceed with a meeting with the member to review the complaint or proceed by examination of written submissions. In the event that no written submissions are received by the president, the president, or such other officer as may be designated by the Board, may proceed to notify the member that the member is suspended or expelled from membership in the Association. 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.

BOARD OF DIRECTORS

13. **Appointment of Directors:** The Directors of the Board are to be elected at the annual meeting of the members as their terms expire. A director must be a member in good standing in order to stand for election.

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14. **Affairs of the Association:** The affairs of the Association shall be managed by the Board of Directors who shall exercise all such powers and do all such acts as may be exercised and done by the Association in accordance with the laws of New Brunswick or such other regulating statute, or by any special resolution of the Association as passed at the Annual Members Meeting.
15. **Directors:** Unless otherwise specified by the Board (which may, subject to the Act modify, restrict or supplement such duties and powers), the directors shall have the following duties and powers associated with their positions:
- a. **President** – The president shall be a director. The president, when present, shall preside at all meetings of the Board of Directors and of the members. The president shall be responsible for implementing the strategic plans and policies of the Association. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Association. The president shall have such other duties and powers as the Board may specify.
 - b. **Vice-president** – The vice-president of the Board shall be a director. If the president is absent or is unable or refuses to act, the vice-president of the Board, shall, when present, preside at all meetings of the Board of Directors and of the members. The vice-president shall be responsible for all items that are required to be filed in accordance with the laws of New Brunswick and Canada with relation to the Association. The vice-president shall have such other duties and powers as the Board may specify.
 - c. **Secretary** – The secretary shall attend and be the secretary of all meetings of the Board. The secretary shall enter or cause to be entered in the Association'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 maintain and keep up to date a membership roll and present membership applications to the Board for approval as required; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
 - d. **Treasurer** – The treasurer is responsible for the financial affairs of the Association including, but not limited to, the day to day banking requirements of the Association, the payment of invoices as approved by the Board or such other approval or review mechanism that is determined to be applicable by the Board from time to time; the presentation of financial reports and statements as required; shall report to the members at the annual meeting of members as to the finances of the Association; shall be a member of the finance committee. The treasurer shall have such powers and duties as the Board may specify.
 - e. **Directors at large** - In addition to the elected positions listed above, the Board may consist of directors at large elected at the annual meeting of members for specific terms and duties as required. A director at large will represent a section of the LSD as determined by the Board. It is at the discretion of the Board as to how to divide the LSD into representative areas. One of the directors at large may be the past president at the discretion of the Board and the members at the annual meeting.
16. **Director Vacancies:** In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any officer of the Association. Unless so removed, an officer shall hold office until the earlier of:
- a. the director's successor being appointed,
 - b. the director's resignation,
 - c. such director ceasing to be a director or
 - d. such director's death.
17. If the office of any director of the Association shall be or become vacant, the Board may, by resolution, appoint a person to fill such vacancy or agree to fill the vacancy from the current directors for the remainder of the term of the member who has left. Should circumstances arise whereby a member of the Board no longer meets the essential membership qualification and there are not other directors or members willing to assume their duties, the Board may by resolution appoint a person as a special

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member to fulfil those duties until another member is found enabling the business of the association to continue.

18. **Number of Directors:** There shall be a minimum of 4 directors and a maximum of 10. The number of directors shall be determined by ordinary resolution at the annual meeting of members as required from time to time.
19. **Term of Office of Directors:** The term of office for a director will commence at the close of the annual meeting at which they were elected to the position. The term of office for a director will end at the end of the annual meeting at which their successor was elected.
20. Directors shall hold office for a term of two to three years renewable two to three times, unless a suitable volunteer cannot be found, at the discretion of the members at the annual meeting of the members to be determined by ordinary resolution.
21. **Calling of Meetings of the Board of Directors:** Meetings of the Board may be called by the president of the board, the vice-president of the board or any two (2) directors at any time.
22. **Notice of Meeting of the 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 Association not less than 14 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 need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.
23. **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 time to be determined. 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 except if subsection 136(3) (Notice of Meeting) of the Act requires the purpose thereof or the business to be transacted to be specified in the notice. The Board of Directors can meet as the executive as may be required from time to time.
24. **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. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote. In the circumstance where the resolution being voted on is a special resolution, two-thirds majority shall be required.
25. **Execution of Documents:** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its directors. Any signing director may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.
26. **Committees of the Board of Directors:** The Board will establish either standing or advisory committees for Financial review and the nomination of the Board of Directors. The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the Board may from time to time make. Any committee member may be removed by resolution of the Board. There shall be a

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Nominating Committee, a Safety Committee, a Finance Review Committee, Entertainment Committee and such other committees that may from time to time be required for the operation of the Association.

REGULAR MONTHLY MEETINGS OF MEMBERS

27. There will be regular monthly meetings of the members chaired by either the president or the vice-president.
28. This meeting will be held on the first Thursday of every month.
29. Each committee of the Association will report to the members on the progress of their assigned projects and responsibilities as determined by the Board or these bylaws.
30. Agenda items to be submitted to the executive, or their delegate, at least 7 days prior to the scheduled meeting.
31. The agenda is to be circulated by email and posted on the website and any other means deemed necessary and appropriate by the executive 7 days prior to the meeting.

FINANCIAL OVERSIGHT COMMITTEE

32. There shall be a standing committee comprised of a minimum of 3 maximum of 5 members, who are not Directors (unless no other suitable volunteers can be found) in addition to the Treasurer who shall comprise the Financial Oversight Committee. The committee will elect their own chair as required from time to time.
33. The Financial Oversight Committee shall meet quarterly (or more often at the discretion of the members of the committee) at such time and place as determined by the committee chair to review the expenses, invoices and other financial items of the Association. They will be responsible to create a budget and monitor the budget for the Association. They will be responsible to analyze any proposal as requested by the Board and provide a report. They will review and determine any of the required investment obligations of the Association. They shall assist the Treasurer in the preparation of any reports or statements that are required for regular meetings and the annual meeting of members (including but not limited to a budget). They shall assist and prepare any taxation related submissions and reports. They shall be responsible to conduct a review of accounts and transactions.
34. **Banking Arrangements:** The banking business of the Association shall be transacted at such bank, trust company or other form or Association carrying on a banking business in New Brunswick 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 two or more directors of the Association as the directors may from time to time designate, direct or authorize.
35. **Financial Year End:** The financial year end of the Association shall be December 31 each year.
36. **Annual Financial Statements:** The Association may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available available on the Estey's Bridge Recreation Association website and on the public notice sign or any member may, upon request, obtain a copy free of charge from the Treasurer by prepaid mail.
37. **Borrowing Powers:** If authorized by a by-law which is duly adopted by the directors and confirmed by ordinary resolution of the members, the directors of the Association may from time to time:
 - a. borrow money on the credit of the Association;

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- b. issue, reissue, sell, pledge or hypothecate debt obligations of the Association; and
- c. mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Association, owned or subsequently acquired, to secure any debt obligation of the Association.

ANNUAL MEMBER MEETING

- 38. **Notice of General Member 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 telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held. If a member requests that the notice be given by non-electronic means, the notice will be sent by mail, courier or personal delivery.
- 39. Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the bylaws of the Association to change the manner of giving notice to members entitled to vote at a meeting of members.
- 40. **Cost of Publishing Proposals for Annual Members' Meetings:** 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.
- 41. **Place of Members' Meeting:** Meetings of the members will be held at Estey's Bridge Recreation Center or such other place as determined by the Board of Directors.
- 42. **Persons Entitled to be Present at Members' Meetings:** The only persons entitled to be present at a meeting of members shall be members in good standing. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.
- 43. **Chair of Members' Meetings:** In the event that the president and the vice-president are absent, the members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- 44. **Quorum at Members' Meetings:** A quorum at any meeting of the members is 10 members. If a quorum is not present at the opening of a meeting of members, the meeting shall be rescheduled and at the time of the rescheduled meeting, the meeting shall proceed, whether or not there is a quorum of members present, with the business of the meeting.
- 45. **Voting at Members' Meetings:** At any meeting of members every question shall, unless otherwise provided by the articles or by-laws, be determined by a majority of the votes cast on the questions. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 46. **No Proxy Voting:** There will be no voting by proxy at any meeting of the association.
- 47. **Participation by Electronic Means at Members' Meetings:** Participation at meetings of members may not be by telephonic, electronic or other communication facility.
- 48. **Members' Meeting Held Entirely by Electronic Means:** Meetings of members may not be held entirely by telephonic, electronic or other communication facility.
- 49. **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 Association has provided notice in accordance with the by-laws or any error in any

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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.

DISPUTE RESOLUTION

50. **Mediation and Arbitration:** Disputes or controversies among members, directors, committee members, or volunteers of the Association 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.
51. **Dispute Resolution Mechanism:** In the event that a dispute or controversy among members, directors, officers, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association 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 Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a lawsuit 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 one party appoints one mediator, the other party (or if applicable the board of the Association) 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 Association 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.
52. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or 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.
53. **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 Association. 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 subsection 197(1) (fundamental change) of the Act because such by-law amendments or repeals are only effective when confirmed by members.

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Pursuant to a special meeting of Estey's Bridge Recreation Association, By-Law No. 1 (generally relating to the conduct of the affairs of the association) was approved and implemented on October 22, 2019 by the members present.



Christine Currie, President



Violet Brewer, Secretary