

Reform 2021
GENERAL BY-LAWS

OF

UOMA ATLANTIC-ATLANTIQUE

BY-LAW NUMBER ONE

INTERPRETATION

The following words and terms, when used in the By-laws of the Corporation, shall have the following meanings unless such meaning is incompatible with the context:

1.1 **DEFINITIONS**

- 1.1.1 “**Act**” means the *Companies Act* (New Brunswick), as amended from time to time and every statute that may be substituted therefore and, in the case of such amendment or substitution, any reference in the By-laws shall be read as referring to the amended or substituted provisions therefore.
- 1.1.2 “**Board of Directors**” means the board of directors of the Corporation.
- 1.1.3 “**By-laws**” means this By-law and any other By-law of the Corporation which are, from time to time, in force and effect.
- 1.1.4 “**Chairperson of the Board**” means the Chairperson of the Board of Directors of the Corporation.
- 1.1.5 “**Corporation**” or “**UOMA Atlantic-Atlantique**” means Société de gestion des huiles usagées de l’Atlantique - Atlantic Used Oil Management Association.
- 1.1.6 “**Designated Materials**” means any materials that are designated in the sections of the Provincial Regulations applicable to oil, glycol and related products.
- 1.1.7 “**Directors**” means the individuals occupying the position of director of the Corporation, and “**Director**” means any one of them.
- 1.1.8 “**entity**” means a body corporate, a partnership, a trust, a joint venture or an unincorporated association or organization.
- 1.1.9 “**General Manager**” means the person holding the position described in Section 6.4 hereof.

- 1.1.10 “**Instrument of Incorporation**” means the letters patent constituting the Corporation, the supplemental letters patent, the letters patent of amalgamation and those confirming an arrangement, a compromise or a rectification, and any amendment that may be made thereto.
- 1.1.11 “**Mandatory Member**” means a Member who meets the criteria set-out in Section 3.1.1.5 of these By-laws.
- 1.1.12 “**Member**” means any person accepted as such in accordance with these By-laws.
- 1.1.13 “**Membership Agreement**” means the agreement the terms and conditions of which are approved by the Board of Directors and to be entered into between the Corporation and a Member.
- 1.1.14 “**New Brunswick Regulation**” means the *New Brunswick Regulation 2008-54* adopted under the *Clean Environment Act (D.C. 2008-180)*, as amended, and also includes any subsequent amendment and any other act or regulation that may be substituted for it.
- 1.1.15 “**Newfoundland and Labrador Regulation**” means the *Newfoundland and Labrador Regulation 101/18 Waste Management Regulations, 2003 (Amendment)* adopted under the *Environmental Protection Act (O.C. 2018-221)*, as amended, and also includes any subsequent amendment and any other act or regulation that may be substituted for it.
- 1.1.16 “**Nova Scotia Regulation**” means the Nova Scotia Regulation (Solid Waste-Resource Management Regulations, made under Section 102 the Environmental Protection Act , O.I.C. 2019-29 (effective February 6, 2019) N.S. Reg. 26/2019, as amended, and also includes any subsequent amendment and any other act or regulation that may be substituted for it.
- 1.1.17 “**person**” means any individual or entity.
- 1.1.18 “**Prince Edward Island Regulation**” means the *Materials Stewardship and Recycling Regulation*, adopted under the *Environmental Protection Act R.S.P.E.I., 1988, Cap. E-9*, as amended, and also includes any subsequent amendment and any other act or regulation that may be substituted for it.
- 1.1.19 “**Provincial Regulations**” means the New Brunswick Regulation, the Newfoundland and Labrador Regulation, the Nova Scotia Regulation and the Prince Edward Island Regulation, and “**Provincial Regulation**” means any one of them.
- 1.2 Subject to the foregoing, the words and terms defined in the Act or the Provincial Regulations have the same meaning when used in the By-laws.
- 1.3 The headings used in the By-laws are only used for reference purposes and have no impact on the interpretation of the terms or provisions of the By-laws.

- 1.4 Any word written in the singular also includes the plural and vice versa; any word written in the masculine also includes the feminine; any word designating persons also includes partnerships, associations, companies or corporations.

BY-LAW NUMBER TWO

HEAD OFFICE AND CORPORATE SEAL

2.1 HEAD OFFICE

- 2.1.1 The head office of the Corporation shall be at a place designated by the Board of Directors, from time to time, within the Province of New Brunswick.
- 2.1.2 The Corporation may, in addition to its head office, establish and maintain other offices, places of business, branches and agencies, whether in the Province of New Brunswick or elsewhere, such as the Board of Directors may decide, from time to time, by resolution.

2.2 SEAL

- 2.2.1 The Corporate Seal is circular in shape and the business name of the Corporation, and the year of its incorporation, shall appear thereon.
- 2.2.2 The Chairperson of the Board, the President, any Vice-President, the Secretary, the Treasurer, any Assistant Secretary, Assistant Treasurer or Director, or any other Officer of the Corporation whom the Board of Directors may designate and authorize for this purpose, from time to time, shall each and all have the right to affix the Corporate Seal to any document that requires it.

BY-LAW NUMBER THREE

MEMBERSHIP

3.1 MEMBERSHIP CONDITIONS

- 3.1.1 Subject to the Instrument of Incorporation, there shall be one class of members in the Corporation. The Board 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 by resolution. Membership shall be available only to the persons who meet one or more of the following criteria:
- 3.1.1.1 is the owner or licensee in one or more Atlantic Provinces of a registered or unregistered trademark under which Designated Materials are sold, offered for sale or distributed in the applicable Province; or
- 3.1.1.2 brings Designated Materials into one or more Atlantic Provinces for sale or distribution; or

- 3.1.1.3 brings Designated Materials into one or more Atlantic Provinces for use in a commercial enterprise; or
- 3.1.1.4 is a manufacturer of Designated Materials located in one or more Atlantic Provinces; or
- 3.1.1.5 represents one or more persons or categories of persons who are eligible to be Members and who comply with the reporting requirements and pays the fees imposed by the Provincial Regulations on behalf of the persons it represents; or
- 3.1.1.6 any other person designated and accepted by the Board of Directors.

3.2 **MEMBERSHIP FEES AND ANNUAL DUTY**

3.2.1 Membership Fees

The Board of Directors shall determine, from time to time, the non-refundable amount of the membership fees payable by every Member.

3.2.2 Duty

The Board of Directors shall determine, from time to time, the amount and all the other terms and conditions regarding the duty which shall be paid to the Corporation by its Members. The duty is non-refundable and any amount due for the Member's membership period shall remain payable in the event of expulsion, suspension or withdrawal of a Member.

3.3 **WITHDRAWAL**

- 3.3.1 Any Member may terminate its membership in the Corporation at any time by written notice addressed to the General Manager. The terms and conditions of a Member's withdrawal shall be established in the Membership Agreement then in force.

3.4 **SUSPENSION AND EXPULSION**

- 3.4.1 The Board of Directors, by resolution adopted at a meeting of the Board of Directors duly called for this purpose, may suspend for the period it determines or expel any Member who neglects, despite thirty (30) days' written notice from the Corporation, to pay the membership fees, duties or any portion thereof when due, who breaches any other provision of the By-laws or the Membership Agreement, or whose conduct or activities are deemed harmful to the Corporation, who engages in an activity prohibited by the By-laws of the Corporation, who commits an act or makes statements contrary to or incompatible with the objectives of the Corporation, or for other just and sufficient cause as determined by the Board of Directors in their discretion.

- 3.4.2 If the default is not remedied, the Board of Directors shall then send through the General Manager a written notice of not less than seven (7) days informing the Member whose expulsion is proposed of the date of this meeting of the Board of Directors and the proposed resolution. The notice may be delivered in person or sent by mail to the Member's last address appearing in the register of Members of the Corporation. Any Member who is the object of such notice may make representations at the duly called meeting of the Board of Directors.
- 3.4.3 The decision of the Board of Directors to this end shall be final and not subject to appeal and the Board of Directors is authorized to adopt and follow in this matter the procedure it may determine from time to time.
- 3.4.4 A suspended Member may not benefit from the privileges of membership as long as the arrears of the environmental levy and any outstanding membership fees or duties have not been paid in full and the Board of Directors has not accepted his reinstatement as a Member of the Corporation.

3.5 **MAINTENANCE OF OBLIGATIONS**

- 3.5.1 A Member's obligations under the terms of the Membership Agreement shall cease on the effective date of the Member's expulsion. However, the withdrawal or expulsion of the Member shall in no way release the Member from any obligation then due to the Corporation.

BY-LAW NUMBER FOUR

BOARD OF DIRECTORS

4.1 **STRUCTURE OF THE BOARD OF DIRECTORS**

- 4.1.1 The Board of Directors shall consist of not less than five (5) and not more than eleven (11) Directors elected from among the Members or from among individuals representing one or more Members. The number of Directors shall be determined from time to time by a majority of the Directors present at a meeting of the Board of Directors. If a Member is a legal person that is not a natural person, such Member shall have the right to appoint a natural person and put this person forward for election as a Director in the place of the Member.
- 4.1.2 The Board of Directors may invite observers (without the right to vote) to meetings of the Board of Directors as may be determined is necessary or desirable from time to time by the Board of Directors.
- 4.1.3 No Member shall have more than one representative at any given time serving as a Director.
- 4.1.4 Any vacancy or vacancies on the Board of Directors however caused may, so long as a quorum of Directors remain in office, be filled by the Directors by majority vote, if they shall see fit to do so, otherwise such vacancy or vacancies shall be

filled at the next meeting of the Members. If there is not a quorum of Directors remaining in office, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy or vacancies. If the number of Directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided. In the event a person is nominated by the Board to fill the vacant seat, the person will sit on the Board until the mandate of the Director who left the vacant seat expires and shall become eligible when his seat comes up for election as per the provisions of paragraph 4.2.1

4.2 CAPACITY AND TERM OF OFFICE

4.2.1 Each Director shall take office at the close of the general meeting of the Members at which he was elected by the majority of the votes cast in this election or at which he was appointed or designated as stipulated in Section 4.1. It is unnecessary for the Directors of the Corporation to be elected by secret ballot, except at the express request of a person present and entitled to vote at the meeting at which the said election is held. Subject to what is stipulated hereinafter, each Director thus elected or appointed or designated as stipulated in Section 4.1 shall remain in office until the second annual meeting following his election, appointment or designation or until the election, appointment or designation of his successor, unless he resigns or is incapable of acting, either due to his death, or due to his dismissal or for any other cause.

4.2.2 The position of Director shall become vacant, *ipso facto*, upon the occurrence of any of the following events, namely:

4.2.2.1 if the Director or the Member whose representative sits on the Board of Directors ceases to be a Member of the Corporation or to possess any other qualification required;

4.2.2.2 if the Member whose representative sits on the Board of Directors becomes bankrupt or makes an authorized assignment of its property for the benefit of its creditors in general or becomes insolvent;

4.2.2.3 if the Director dies, is prohibited or becomes feeble-minded or is otherwise declared incompetent by the Act; or

4.2.2.4 if a Director fails to attend three (3) consecutive meetings of the Board of Directors of the Corporation during the same year of the Corporation, without justification, in the sole opinion of the Board and despite the sending of a notice to this effect, by the Board, to the Director in question.

4.2.3 The members of the Board of Directors whose seats will have been designated as "Seat 1" by the Board of Directors will be elected during an odd-numbered year and the members of the Board of Directors whose seats will have been designated as "Seat 2" by the Board of Directors will be elected during an even-numbered year, so as to favour turnover on the Board of Directors. An adjustment regarding

the length of the Directors' term of office may be established by the Board of Directors of the Corporation so as to comply with this procedure. The election of the Members of the Board of Directors who must be elected shall be held at each annual general meeting of the Corporation and all the Directors who have been in office for a two (2) year term shall be eligible for election. The Board of Directors, by resolution, may appoint a Director to replace any Director whose seat becomes vacant during his term of office in order to complete the term of office of the Director who left his seat vacant.

4.2.4 The Board of Directors will determine the procedures to be followed in order to ensure the transition in the event of a reduction in the number of Directors, in particular to maintain the turnover system set out in sub paragraph 4.2.3.

4.3 **DISMISSAL OF DIRECTORS**

4.3.1 Only the Members who have the right to elect a Director may dismiss a Director at a special general meeting called for this purpose. The Director who is the object of dismissal shall be informed of the place, date and time of the meeting within the same notice period as is prescribed for calling the meeting. The notice of meeting shall also mention that this person is liable to be dismissed and the principal motive for such a dismissal. The Director may attend and speak at the meeting or, in a written declaration read by the Chair of the meeting, may set out the grounds of his opposition to the resolution proposing his dismissal. A vacancy created by the dismissal of a Director may be filled in accordance with the provisions contained in the By-laws. The notice of this meeting shall mention, as the case may be, the holding of such an election if the dismissal resolution is adopted.

4.4 **MANAGEMENT OF THE CORPORATION'S BUSINESS**

4.4.1 The Board of Directors shall manage the business and property of the Corporation and may exercise all powers of the Corporation not required to be exercised by its Members at a general meeting. The Directors may by resolution appoint, engage, empower, remunerate and remove such agents, officers, employees, trustees, committees task forces, advisory boards, and other such officials as they deem necessary or expedient for the periods for which they are required or desired. Such appointees shall have the powers, perform the functions and receive remuneration prescribed for their positions from time to time by the directors and shall be responsible to the Directors.

4.5 **BY-LAWS AND RESOLUTIONS**

4.5.1 All the By-laws and all the resolutions of the Directors shall be passed or adopted at duly convened meetings. Nonetheless, the signatures of all the Directors of the Corporation at the bottom of any document (which may be signed in counterpart) or, if appropriate, their approval by email of any such document constituting a By-law or a resolution which could be passed or adopted by the Directors at a meeting, shall give such a By-law or such a resolution the same value and the same effect as if this By-law or this resolution had been passed or adopted, as the case may be, by a vote of the Directors at a meeting duly called and held.

4.6 **REMUNERATION OF THE DIRECTORS**

4.6.1 The Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a Director may be paid reasonable expenses incurred in the performance of his/her duties.

4.7 **HOLDING OF BOARD MEETINGS**

4.7.1 The meetings of the Board of Directors of the Corporation shall be called by the Chairperson of the Board or the General Manager and shall be held no less than twice a year. A special meeting of the Board of Directors may be called at any time by the Chairperson of the Board or, in his absence, by the Vice-Chairperson of the Board. Also, it may be requested by means of a written notice, giving the reason, by no less than fifty percent (50%) of the members of the Board of Directors.

4.8 **PLACE OF BOARD MEETINGS**

4.8.1 The meetings of the Board of Directors may be held at any place within the Atlantic Canada provinces or at any other place determined by the Board of Directors.

4.9 **NOTICE OF MEETING**

4.9.1 A notice of meeting indicating the date, time and place of each regular meeting of the Board of Directors shall be transmitted to each Director by regular mail addressed to the Director's last address appearing in the register of the Corporation or by email to his last email address furnished to the General Manager, and this, no less than fourteen (14) calendar days before the scheduled date of the meeting.

4.10 **SPECIAL MEETINGS OF THE BOARD**

4.10.1 When it is necessary to call a special meeting of the Directors, a notice of meeting indicating the date, time and place of the meeting shall be transmitted to each Director by email, telephone or fax no less than forty-eight (48) hours before the date of the special meeting. Every Director attending the special meeting of the Board of Directors shall be deemed to have received the said notice of meeting.

4.11 **QUORUM**

4.11.1 No less than one half of the Board of Directors entitled to vote shall constitute a quorum. Every meeting of the Board of Directors at which there is a quorum shall be competent to exercise each and every one of the mandates, powers and discretions which the Act and the By-laws assign or recognize to the Directors. The questions raised at every meeting of the Directors shall be resolved by the affirmative vote of the majority of the Directors present.

4.12 **CHAIRING OF MEETINGS**

4.12.1 The Chairperson of the Board or, in his absence, the Vice-Chairperson of the Board, shall chair all the meetings of the Directors. If the Chairperson of the Board or the Vice-Chairperson of the Board is absent or refuses to act, the persons present may choose someone from among their number to act as Chairperson. The Chairperson of any meeting of the Board of Directors shall be entitled to vote as a Director on any matter submitted to a vote of the meeting but, in the event of a tie vote, he shall not be entitled to a second vote or a casting vote.

4.13 **TELEPHONE MEETING**

4.13.1 Board meetings or meetings of any committees of the Board may be held by means of telephonic, electronic or other communication facility that permit all participants to communicate adequately with each other during the meeting. Participating by a Director or a member of a committee in a meeting under this section shall constitute presence in person at such meeting.

4.14 **CONFLICT OF INTEREST**

4.14.1 Directors who have, or could be reasonably seen to have, a conflict of interest have the duty to declare this interest. The declaration should be made to the members:

- (a) upon nomination, and
- (b) if serving as a Director, when the possibility of a conflict is realized.

4.14.2 A conflict of interest does not prevent a member from serving as a Director provided that he withdraws from the decision making matters pertaining to that interest. The withdrawal should be recorded in the minutes.

BY-LAW NUMBER FIVE

COMMITTEES

5.1 **CONSTITUTION OF COMMITTEES**

The Board of Directors may from time to time designate and appoint committees it deems appropriate in the interests of the Corporation and determine their mandates, duties and authority. The members of such committees are not necessarily required to be members of the Board of Directors or representatives of Members. The Chairperson or one of the vice-chairpersons, as the delegate of the Chairperson, the General Manager, shall be an ex officio member of all such committees. The committees mandate is to submit recommendations to the Board of Directors of the Corporation.

BY-LAW NUMBER SIX

OFFICERS

6.1 UPPER MANAGEMENT

6.1.1 The upper management of the Corporation shall be composed of a Chairperson of the Board and a Vice-Chairperson of the Board chosen by and among the Directors entitled to vote, a Secretary and a General Manager. One or more Assistant Secretaries and/or Assistant Treasurers may also be appointed. These Officers shall be elected or appointed, as the case may be, by the Board of Directors at its first meeting after the first general meeting of the Members and, thereafter, at the first meeting of the Board of Directors after each annual general meeting of the Members, and these officers of the Corporation shall remain in office until their successors have been chosen and elected or appointed in their place. Other officers may also be elected and/or appointed, as the case may be, when the Board of Directors deems it necessary, from time to time. These officers shall duly perform the duties, in addition to those specified in the By-laws, which the Board of Directors prescribes from time to time. The same person may hold more than one (1) office, provided, however, that the offices of Chairperson of the Board and Vice-Chairperson of the Board are not filled by the same person. It is unnecessary for these officers of the Corporation, except for the Chairperson of the Board and the Vice-Chairperson of the Board, to be Directors of the Corporation.

6.2 CHAIRPERSON OF THE BOARD

6.2.1 The Chairperson of the Board of Directors shall be designated by the Directors at the first meeting of the Board of Directors following the annual general meeting of the Corporation. The Chairperson shall have all the other powers and duties that the Board of Directors may assign to him by resolution from time to time.

6.3 VICE-CHAIRPERSON OF THE BOARD

6.3.1 The Vice-Chairperson of the Board of Directors shall be designated by the Directors at the first meeting of the Board of Directors following the Annual general meeting of the Corporation.

6.4 GENERAL MANAGER

6.4.1 Notwithstanding the relationship between SOGHU and UOMA Atlantic-Atlantique, the Directors may, from time to time and not from among the Directors, appoint a General Manager for UOMA Atlantic-Atlantique. The General Manager shall call the meetings of the Board of Directors and manage the business of the Corporation, report to the Board of Directors and exercise the general or special powers the Board of Directors may delegate to him from time to time, by resolution. In the event that a Secretary or Assistant Secretaries are not appointed, he shall have safekeeping of the Corporate Seal and assume the responsibilities of the Secretary and the Assistant Secretaries heretofore described.

6.4.2 In the event that a Treasurer is not appointed, he shall also assume the functions of Treasurer as described, as the case may be, by the Board of Directors.

6.5 **REMUNERATION OF THE GENERAL MANAGER**

6.5.1 The remuneration of the General Manager, who has been appointed by the Board of Directors of UOMA Atlantic-Atlantique, may be determined, from time to time, by resolution of the Board of Directors of UOMA Atlantic-Atlantique.

6.6 **TREASURER AND ASSISTANT TREASURER**

6.6.1 The Treasurer shall have the finances of the Corporation under his specific oversight. He shall deposit the Corporation's cash and other securities, in the name and to the credit of the Corporation, with any banks, trust companies or other depositaries which the Board of Directors designates by resolution, from time to time. When required by the Board of Directors, he shall account for the Corporation's financial position and all of his transactions as Treasurer; and as soon as possible after the close of each fiscal year, he shall prepare and submit to the Board of Directors a report on the past fiscal year. He shall be responsible for the custody, deposit and keeping of all the account books and other documents which, according to the laws governing the Corporation, must be kept by the Corporation. He shall perform all the other duties specific to the function of Treasurer, and those which the Board of Directors may assign to him from time to time by resolution, all under the oversight and control of the said Board of Directors.

6.6.2 The Assistant Treasurer may perform any function of the Treasurer which the Board of Directors or the Treasurer may assign to him from time to time.

6.7 **SECRETARY AND ASSISTANT SECRETARY**

6.7.1 The Secretary shall give and serve any notice of the Corporation and shall draft and retain the minutes of all the meetings of the Members and meetings of the Board of Directors in a book or books for this purpose. He shall have safekeeping of the Corporate Seal.

He shall be responsible for the registers of the Corporation, including the books in which the names and addresses of the Members and the Directors are recorded, jointly with all the copies of all the reports made by the Corporation and all the other books and documents which the Board of Directors may order and/or entrust to him. He shall be responsible for the custody and production of all books, reports, certificates and other documents of which the Act requires the custody and production. He shall perform all the other duties relating to his office, as well as those which the Board of Directors may assign to him from time to time, by resolution.

6.7.2 The Assistant Secretary may perform any function of the Secretary that the Board of Directors or the Secretary may assign to him, from time to time.

6.8 **SECRETARY-TREASURER**

6.8.1 When the Secretary also performs the functions of Treasurer, he may, at the option of the Board of Directors, be designated as “Secretary-Treasurer”.

6.9 **DISMISSAL AND TERMINATION**

6.9.1 The Board of Directors, by resolution, may dismiss and terminate any officer or employee of the Corporation at any meeting called for this purpose and may elect or appoint others in their place. Any employee of the Corporation, other than a Director or officer appointed by the Board of Directors, may also be dismissed from his functions and terminated by the Chairperson of the Board or the General Manager.

BY-LAW NUMBER SEVEN

INDEMNIFICATION OF DIRECTORS AND OFFICERS

- 7.1 The Corporation shall indemnify a Director or officer of the Corporation, a former Director or officer of the Corporation or another individual who acts or acted at the Corporation’s request as a director or officer (or an individual acting in a similar capacity) of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Corporation or other entity.
- 7.2 The Corporation shall advance monies to a Director, officer or other individual for the costs, charges and expenses of a proceeding referred to in Section 7.1. The individual shall repay the monies if he or she does not fulfill the conditions of 7.3.
- 7.3 The Corporation shall not indemnify an individual under Section 7.1 unless he or she (i) acted honestly and in good faith with a view to the best interests of the Corporation or, as the case may be, to the best interests of the other entity for which he or she acted as a director or officer or in a similar capacity at the Corporation’s request and (ii) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he or she had reasonable grounds for believing that his or her conduct was lawful.
- 7.4 The Corporation shall also indemnify the individual referred to in Section 7.1 in such other circumstances as the law permits or requires. Nothing in this By-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this By-law.
- 7.5 The Corporation hereby consents to the indemnification stipulated in the By-laws and shall proceed, at the expedient time, to obtain liability insurance coverage of the Directors and officers of the Corporation with a recognized insurer for an amount deemed sufficient by the Board of Directors.

BY-LAW NUMBER EIGHT

MEETINGS OF MEMBERS

8.1 ANNUAL GENERAL MEETING

8.1.1 The annual general meeting of the Members of the Corporation shall be held at least once per calendar year and no later than four (4) months after the close of the Corporation's fiscal year on the date determined by the Directors by resolution or on the date determined, as the case may be, by the By-laws.

8.1.2 The annual general meetings of the Members of the Corporation shall be held at the Corporation's head office or elsewhere in the Atlantic Provinces, in accordance with a resolution of the Board of Directors.

8.2 SPECIAL MEETINGS

8.2.1 The general meetings of the Members other than the annual general meeting shall be special general meetings. They may be called, at any time and from time to time by the Chairperson of the Board or, in his absence, by the Vice-Chairperson of the Board or by resolution of the Board of Directors, or shall be called when no less than one third of the Members of the Corporation so request in writing. Such resolution or request shall specify the purpose for which the meeting must be called.

8.2.2 The Chairperson of the Board or, in his absence, the Vice-Chairperson of the Board shall, in the event of the adoption of such a resolution or the receipt of such a request, shall ensure that the meeting is called by the General Manager of the Corporation, in accordance with this resolution or request. In default of such action, any Director may call the meeting or this meeting may be called by the said Members themselves, in accordance with and subject to the provisions of the laws governing the Corporation.

8.2.3 The special meetings or special general meetings of the Members of the Corporation shall be held at the Corporation's head office or elsewhere in participating Atlantic Canada provinces, in accordance with a resolution of the Board of Directors.

8.3 NOTICE OF MEETINGS

8.3.1 A notice specifying the purpose, place, date and time of any annual general meeting or any special meeting or special general meeting of the Members shall be served on all the Members who are entitled to such notice or left at their respective residence or their respective regular place of business appearing in the register of the Corporation or sent to them by mail, postage-paid, or by fax, at their respective address, such as it appears in the register of the Corporation, or by email transmitted by the General Manager, no less than ten (10) days and no more than sixty (60) days before the date determined for the meeting; neither the day when

such notice is served or sent (*day a quo*), nor that on which such meeting shall be held (*day ad quem*) shall be counted to determine the said notice period.

- 8.3.2 It is unnecessary to give a notice of the time, place or purpose of a meeting of the Members, notwithstanding any prescriptions of the Act or the By-laws, to a Member who is present at the meeting or who, in writing, by fax or by any other means of communication recorded in the file of the meeting, waives the notice either before or after the holding of the meeting.
- 8.3.3 In all cases where the calling of a meeting of the Members is considered by the Chairperson of the Board or, in his absence, by the Vice-Chairperson of the Board, at his discretion, to be an urgent matter, notice of the meeting of the Members may be given in writing or orally, or by telephone, fax or otherwise, no less than forty-eight (48) hours before the holding of such meeting, this notice being sufficient for the meeting thus called.
- 8.3.4 Mere irregularities in the notice or in the manner of giving it, and the unintentional omission to give notice of a meeting to a Member or the failure of a Member to receive such notice, shall in no way invalidate the acts taken or committed at the meeting concerned.

8.4 **CHAIRING OF THE MEETINGS**

- 8.4.1 The Chairperson of the Board or, in his absence, the Vice-Chairperson of the Board, shall chair all the meetings of the Members. If the Chairperson of the Board or the Vice-Chairperson of the Board is absent or refuses to act, the persons present may choose someone from among their number to act as Chairperson.

In the event of a tie vote, the Chairperson of any meeting of the Members shall be entitled to a second vote or a casting vote on any matter submitted to a vote of the meeting.

8.5 **QUORUM**

- 8.5.1 The Members present of the Corporation shall constitute a quorum, both for the annual general meeting of the Members and for a special general meeting of the Members of the Corporation. The quorum is required only at the opening of the meeting.
- 8.5.2 The acts of the majority of the Members entitled to vote thus present at the said meeting shall be considered as the acts of all the Members, except for the case when the vote or consent or a number of Members greater than the majority is required or imposed by the Act, by the Instrument of Incorporation or by the By-laws. Subject to the foregoing, the vote of the majority of the Members at any annual general meeting who are entitled to vote at the meeting shall be sufficient to ratify validly any previous act of the Board of Directors and the officers of the Corporation.

8.5.3 If there is no quorum at a meeting of the Members, the meeting, in the event that it has been called at the request of Members, shall be closed. In any other case, those who are present in person and who are entitled to be counted for the purpose of constituting a quorum shall have the power to adjourn the meeting to the place, date and time they may then determine, by resolution, on condition that a notice of this second meeting or adjourned meeting is subsequently given to all the Members entitled to such notice, in the manner and within the times stipulated in Section 8.3 of this By-law Number Nine. The quorum, at this second meeting or adjourned meeting, shall be constituted according to the requirements of Section 8.5.1 of this By-law Number Nine. At this second meeting or adjourned meeting, any matter may be validly discussed which could have been validly discussed at the original meeting.

8.6 **RIGHT TO VOTE AND PROXY VOTING**

8.6.1 At any meeting of the Members, each Member present at this meeting shall be entitled to one vote, unless the Instrument of Incorporation prescribes another method of voting, in which case this other method shall be followed.

8.6.2 Any Member may request, before a vote is held, a secret ballot vote on any matter submitted to a vote of the Members.

8.6.3 A Member entitled to vote at a meeting of members may vote by proxy by appointing in writing a proxyholder, and one or more alternative proxyholders, who are not required to be Members, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following requirements:

8.6.3.1 A proxy is valid only at the meeting in respect of which it is given or at a continuation of that meeting after an adjournment;

8.6.3.2 A proxyholder or alternative proxyholder has the same rights as the member by whom the proxyholder was appointed, including the right to speak at a special meeting of members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where the proxyholder or an alternative proxyholder has conflicting instructions from more than one member, to vote at the meeting by way of a show of hands;

8.6.3.3 A form of proxy that, if signed, has the effect of conferring a discretionary authority in respect of amendments to matters identified in the notice of meeting or other matters that may properly come before the meeting must contain a specific statement to that effect; and

8.6.3.4 A member may revoke a proxy by depositing an instrument or act in writing at the Head Office of the Corporation no later than: (i) the last business day before the day for the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or (ii) with the [chairperson/chair] of the

meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.

8.7 **TELEPHONE PARTICIPATION**

8.7.1 A Member, including a corporate Member represented by proxy, may participate in a meeting of Members by means of such telephone or other communication facilities that permit all persons participating in the meeting to hear each other, and a Member participating in such a meeting by such means shall be deemed to be present in person at that meeting.

8.8 **AGENDA**

8.8.1 At the annual general meeting of the Members, the agenda may deal, among others, with the following points:

- 8.8.1.1 opening of the session;
- 8.8.1.2 reading of the notice of meeting, as the case may be, and recognition that it has been duly given or duly waived;
- 8.8.1.3 recognition that there is a quorum;
- 8.8.1.4 reading of the minutes of the previous annual general meeting and special meetings of the Members held since, as the case may be, and, if applicable, approval of the minutes;
- 8.8.1.5 presentation of the annual report of the Directors, as the case may be;
- 8.8.1.6 presentation of the balance state and the general statement of revenue and expenditure;
- 8.8.1.7 discussion of the auditors' report, as the case may be, and the financial statements, if applicable, their acceptance;
- 8.8.1.8 presentation of the annual report of the General Manager;
- 8.8.1.9 election of the Directors, if applicable;
- 8.8.1.10 appointment of the auditors, if applicable, and determination of their remuneration;
- 8.8.1.11 approval, ratification, sanction and confirmation, on condition that the notice of meeting mentions it, of the establishment, repeal or amendment of the By-laws, as the case may be;
- 8.8.1.12 approval, ratification, sanction and confirmation of the acts, decisions and resolutions of the Directors and/or officers of the Corporation since the previous annual general meeting;

8.8.1.13 other business, as the case may be, on condition that the notice of meeting mentions it; and

8.8.1.14 closing of the meeting.

8.8.2 Any proposition that a Member wishes to submit to the next general annual meeting of Members must be received at the Corporation's head office by December 31, at the latest, in order to be included in the Agenda.

8.8.3 No new business may be discussed at the annual general meeting without the consent of two thirds ($\frac{2}{3}$) of the Members attending the said meeting. Such a motion of new business shall be presented at the opening of the meeting and written copies of this motion shall be available for all the Members attending this meeting. Any new business thus presented shall be discussed at the end of the agenda of this meeting.

BY-LAW NUMBER NINE

FISCAL YEAR AND BOOKS OF CORPORATION

9.1 FISCAL YEAR

9.1.1 The Corporation's fiscal year shall end on December 31 of each year or on any other date the Board of Directors may determine.

9.2 BOOKS AND RECORDS

9.2.1 The Corporation shall cause its books and records to be kept by the Secretary or by some other officer or agent specially charged with that duty. Such books and records of the Corporation shall be made available for inspection, as may be required by applicable law, upon request by a Member or Director in the capital city of each of each of the Atlantic Provinces.

BY-LAW NUMBER TEN

CONTRACTS, CHEQUES, DRAFTS, ACCOUNTS

10.1 CONTRACTS

10.1.1 All instruments, deeds, documents, transfers, commitments, bonds, debentures and other instruments which the Corporation must execute shall be signed by the President or one of the Vice-Presidents or a Director of the Corporation. The Board of Directors may, from time to time, by resolution, authorize other persons to sign on behalf of the Corporation. This authorization may be general or limited to a specific case. Except as stated previously or as otherwise stipulated in the By-laws of the Corporation, no Director, Officer, representative or employee of the Corporation shall have the power or authorization to bind the Corporation by contract or otherwise, or to commit its credit.

10.2 **CHEQUES AND DRAFTS**

10.2.1 All cheques, bills of exchange and other money order, notes or debt securities, issued, accepted or endorsed in the name of the Corporation shall be signed by such Director, Officer or representative or such Directors, Officers or representatives of the Corporation and in the manner determined by the Board of Directors, from time to time, by resolution; any of these Directors, Officers or representatives may endorse the notes and drafts alone for collection for the Corporation's account, through its bankers, and endorse the notes and cheques for deposit in the Corporation's bank, to the Corporation's credit; these instruments may also be endorsed "for collection" or "for deposit" in the Corporation's bank, using the Corporation's stamp for this purpose. Any of these Directors, Officers or representatives appointed for this purpose may arrange, settle, verify and certify all the books and accounts between the Corporation and its bankers and may receive all the checks paid and the vouchers and sign all the audit settlement and discharge settlement forms and bank checklists.

10.3 **DEPOSITS**

10.3.1 The Corporation's funds may be deposited, from time to time, to the Corporation's credit with such banks or with such trust companies or with such bankers as the Board of Directors approves, from time to time, by resolution.

BY-LAW NUMBER ELEVEN

REPRESENTATIONS

11.1 The Chairperson of the Board, the Vice-Chairperson of the Board, the General Manager or the Secretary or employee of the Corporation or person appointed for this purpose by the Board of Directors have the authorization and the right, collectively or individually, to appear and answer, for the Corporation and in its name, on any writ, order and examination on affidavit issued by any court of law and to make, for and in the name of the Corporation, any declaration on writ of seizure by garnishment in which the Corporation is garnishee and to make all the affidavits and sworn declarations pertaining thereto or pertaining to any lawsuit in which the Corporation is one of the parties and to petition for the assignment of property or the liquidation of any debtor of the Corporation and to obtain a bankruptcy order against any debtor of the Corporation and to attend and vote at any meeting of the creditors of the debtors of the Corporation and to give proxies to this effect.

BY-LAW NUMBER TWELVE

BORROWING

12.1 The Board of Directors is hereby authorized, at any time and from time to time:

- 12.1.1 to borrow money and obtain advances on the credit of the Corporation from any bank, savings and credit union, lending institution, corporation, partnership or person, on the terms, covenants and conditions, in the periods, for the amounts, to the extent and in the manner the Board of Directors, at its discretion, may deem suitable;
 - 12.1.2 to restrict or increase the amounts to be borrowed;
 - 12.1.3 to issue or arrange for the issuance of bonds, debentures or other securities of the Corporation and pledge them as security or sell them for the amounts, on the terms, covenants and conditions and at the price the Board of Directors may deem suitable;
 - 12.1.4 to hypothecate, mortgage, charge, pledge, cede and transfer the property, undertaking and rights, real or personal, moveable or immoveable or mixed, of the Corporation, now owned or hereafter acquired, or both, to secure any money borrowed or any liability of the Corporation
 - 12.1.5 in guarantee of all discounts, overdrafts, borrowing, credit, advances or other debts, or commitments, on the part of the Corporation to any bank, savings and credit union, lending institution, corporation, partnership or person, and the interest thereon, to hypothecate or otherwise encumber in favour of any bank, savings and credit union, lending institution, corporation, partnership or person, all or part of the Corporation's property, real or personal or mixed, movable or immovable, present or future, and to give any security thereon that a bank may accept under the provisions of the *Bank Act* and to renew, amend, vary or replace such security at its discretion, with the right to promise to give the security according to the *Bank Act* for all debts contracted or to be contracted by the Corporation with any bank;
 - 12.1.6 to procure or assist in procuring funds and assist by means of bonuses, loans, promises, endorsements, security or otherwise, any other company with which the Corporation may do business or some of the shares, bonds or other securities which are held by the Corporation and guarantee the performance or accomplishment of all contracts, commitments or obligations of such a company or any person with which the Corporation may do business and, in particular, to secure the payment of the principal and the interest on the bonds or other securities, hypothecs and debts of such a company;
 - 12.1.7 to exercise in general each or all of the rights and powers that the Corporation itself may exercise under its letters patent and the laws that govern it; and
 - 12.1.8 to delegate, by resolution or By-law, to any Officer or Director, each and every one of the powers hereby conferred on the Board of Directors.
- 12.2 The powers to borrow and pledge security authorized hereby are considered to be permanent powers and not to end after the first use that will be made thereof, and they may be exercised from time to time thereafter, as long as this By-law has not been revoked and a notice of its revocation has not been given to whom it may concern.

BY-LAW NUMBER THIRTEEN

PROMULGATION, REVOCATION AND AMENDMENT OF THE BY-LAWS

- 13.1 The Directors may, from time to time, promulgate or adopt By-laws concerning all the matters discussed in the laws and regulations that govern the Corporation, and they may revoke, amend or reinstate all By-laws.

These By-laws (except for the By-laws which simply deal with the representatives, Officers and employees of the Corporation and the By-laws which, by virtue of the provisions of the said laws, must be approved and ratified by the Members and be deposited with the Service New Brunswick before coming into force) and each revocation, amendment or reinstatement of these By-laws, unless they are ratified in the interim at a special general meeting of the Members of the Corporation, duly called for this purpose, shall only be in force until the next annual general meeting of the Corporation and, if they are not ratified at this meeting, they shall cease to be in force, but only effective from the date of the said meeting.