



Pointe de Chêne Harbour Authority Inc.

## By-Law Number 2

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prepared by: CML Consulting



**POINTE DU CHENE HARBOUR AUTHORITY BY-LAWS NUMBER 2  
TABLE OF CONTENTS**

ARTICLE I - COMPANY SEAL

ARTICLE II - HEAD OFFICE

ARTICLE III - OBJECTS AND MANDATE

3.00 Purpose and Objects of the Harbour Authority .....	1
3.01 Mandate of the Harbour Authority .....	2

ARTICLE IV - DEFINITIONS

4.00 Definition of Terms .....	2
(a) "associate"	
(b) "board"	
(c) "Board Resolution"	
(d) "chairperson"	
(d) "company registry"	
(e) "debt obligation"	
(f) "director"	
(g) "company" or "Harbour Authority"	
(h) "executive director"	
(i) "individual"	
(j) "local fisher"	
(k) "local community"	
(l) "member"	
(m) "Ordinary Resolution"	
(n) "premises"	
(o) "person"	
(p) "security"	
(r) "Special Resolution"	
(s) "voting member"	

ARTICLE V - MEMBERSHIP

5.00 Membership Defined .....	4
5.01 Member Category .....	5
5.02 Privileges of Membership .....	5
5.03 Obligations of the Membership .....	5
5.04 Lapse of Membership .....	5
5.05 Meetings of the Membership .....	6
5.06 Voting at Membership Meetings .....	6

ARTICLE VIII - BOARD OF DIRECTORS

6.00 Composition of the Board .....	7
6.01 Function of the Board .....	7
6.02 Powers of the Board .....	8

ARTICLE VI - DIRECTORS

7.00 Eligibility for Directors .....	9
7.01 Selection of Directors .....	9
7.02 Director Remuneration .....	10
7.03 Term Limits for Directors .....	10
7.04 Director Vacancies .....	10

ARTICLE VI - OFFICERS

8.00 Officers . . . . . 11
8.01 Selection of Officers . . . . . 11
8.02 Office of President . . . . . 12
8.03 Office of Vice-President . . . . . 12
8.04 Office of Treasurer . . . . . 12
8.05 Office of Secretary . . . . . 12
8.06 Office of Other Officers . . . . . 13

ARTICLE IX - MEETINGS

9.00 Board Meetings . . . . . 13
9.01 Decision-Making at Board' Meetings . . . . . 13
9.02 Minutes of Board' Meeting . . . . . 14

ARTICLE X - COMMITTEES

10.00 Establishment of Committees . . . . . 14
10.01 Committee Members . . . . . 14
10.02 Minutes of Committee Meeting . . . . . 14
10.03 Executive Committee . . . . . 14
10.04 Nominating Committee . . . . . 15
10.05 Finance Committee . . . . . 15
10.06 Public Relations Committee . . . . . 15
10.07 Other Committees of the Board . . . . . 15

ARTICLE XI - QUORUM

11.00 Board Quorum . . . . . 16

ARTICLE XII - CONFLICT OF INTEREST

12.00 No Remuneration of Directors and Officers . . . . . 16
12.01 Voting on Matters of Conflict of Interest . . . . . 16
12.02 Declaration of Conflict of Interest . . . . . 16
12.03 Employment of Directors . . . . . 16

ARTICLE XIII - INDEMNITIES

13.00 Indemnity for Directors and Officers . . . . . 16

ARTICLE XIV - GENERAL PROVISIONS

14.00 Finances and Administration . . . . . 17
14.01 Financial Year . . . . . 17
14.02 Signing Authority . . . . . 17
14.03 Auditors . . . . . 17
14.04 Execution of Documents . . . . . 17
14.05 Books and Records . . . . . 18
14.06 Policies, Rules and Regulations . . . . . 18
14.07 Rules of Procedure . . . . . 18
14.08 Dissolution and Wind-up . . . . . 18
14.09 Interpretation . . . . . 18

ARTICLE XV - BY-LAW AMENDMENTS

15.00 Amending Rules . . . . . 19

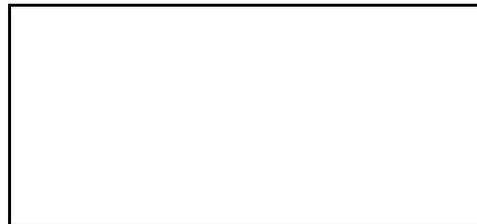
ARTICLE XVI - BY-LAW ENACTMENT

16.00 Enactment . . . . . 19

The **POINTE DU CHENE HARBOUR AUTHORITY INC**, a company without share capital, duly chartered by way of Letters Patent dated September 19<sup>th</sup>, 1988 and Supplementary Letters Patent dated April 24<sup>th</sup>, 2000 and incorporated under the Laws of the Province of New Brunswick do hereby make and publish the following by-laws:

## **ARTICLE I - COMPANY SEAL**

The Company Seal, an impression whereof is stamped in the margin hereof, shall be the seal of the company and whenever used shall be authenticated by the signature of the President and the secretary, or such person or persons as set out in these by-laws or as the board from time to time appoints.



## **ARTICLE II - HEAD OFFICE**

Until changed in accordance with the Act, the head office of the company shall be at Pointe du Chêne, in the County of Westmorland and Province of New Brunswick or any other place as designated from time to time by the board.

## **ARTICLE III - OBJECTS AND MANDATE**

### **3.00 Purpose and Objects of the Harbour Authority**

The purpose and objects of the Harbour Authority shall be as follows:

- (a) to regulate and manage the use and maintain the Pointe du Chêne wharf and other property of the Harbour Authority for the benefit and enjoyment of its members, users and the general public as determined from time to time by the board, and
- (b) to construct, buy, lease, hold, build, develop, improve, convert, operate and maintain any lands, buildings, facilities or going concern for the benefit of the Harbour Authority and to carry out any land-sea operation necessary for the carrying of the said object, and
- (c) to raise money through membership fees or other fees, grants, donations, rents, levies, licenses, loans, mortgages, debentures and any other means consistent herewith for carrying out the said object, and
- (d) to do all such things as are incidental or conducive to the attainment of the above object, and
- (e) to grant leases, licenses or other privileges with respect to the use or enjoyment of the facilities located on the property of the Harbour Authority, and
- (f) to demand, receive, issue for, recover and compel the payment of all sums of money

that may become due and payable to the Harbour Authority, and to apply the said sums for the objects and purposes of the Harbour Authority, and generally to sue and to be sued, and

- (g) to enter into arrangements with any public authority that may seem conducive to the Harbour Authority's objects and to obtain from such authority any rights, privileges and concessions, and
- (h) to draw, make, accept, discount, execute and issue bills of exchange, promissory notes and other negotiable or transferable instruments.

### **3.01 Mandate of the Harbour Authority**

The work of the Harbour Authority shall be carried on without purpose or gain for its Directors or members. Any profits shall be used in promoting its mandate as follows:

- (a) to provide members, stakeholders and the community of the greater Pointe du Chêne area, opportunities to participate in the decision-making, and
- (b) to establish the Vision, Core Values, Philosophy, Mission and Strategic Goals of the Harbour Authority based on community needs, and
- (c) to establish a board and governance model and an administrative organizational structure appropriate for the management and financial administration of day to day operations of the Harbour Authority, and
- (d) to engage staff or providers necessary to administer, maintain and preserve resources, infrastructure and services through effective planning, procurement and administration of process, and
- (e) to promote safety and security measures of Premises and services, and
- (f) to recognize fisher wharf legacy and history through research, education and programming and support community tourism activities through promotion and advertising.
- (f) to support greater Pointe du Chêne area community initiatives.

## **ARTICLE IV - DEFINITIONS**

### **4.00 Definition of Terms**

In these by-laws the following are defined as indicated:

- (a) **“associate”**  
when used to indicate a relationship with any person means a body corporate of which that person beneficially owns or controls, directly or indirectly, shares or securities currently convertible into shares carrying more than ten per cent of the voting rights under all circumstances or by reason of the occurrence of an event that has occurred and is continuing or a currently exercisable option or right to purchase

such shares or such convertible securities, or a partner of that person acting on behalf of the partnership of which they are partners, or a trust or estate in which that person has a substantial beneficial interest or in respect of which he serves as a trustee or in a similar capacity, or a spouse or child of that person or a relative of that person or of his spouse if that relative has the same residence as that person.

- (b) **“board”**  
means the board of directors as constituted from time to time.
- (c) **"Board Resolution"**  
means a resolution passed by a majority vote of the quorum at a duly constituted meeting of the board.
- (d) **“chairperson”**  
means the chairperson or presiding member presiding at any meeting of the company.
- (d) **“company registry”**  
means a book where a list for each category of members is kept open to inspection by members during business hours.
- (e) **“debt obligation”**  
means a bond, debenture, note or other evidence of indebtedness or guarantee of the Harbour Authority, whether secured or unsecured.
- (f) **"director"**  
means a director or officer whose term has not expired or who has not resigned or has not been removed from office and **“directors”** and **“board of directors”** includes a single director.
- (g) **"company" or “Harbour Authority”**  
means the Pointe du Chêne Harbour Authority Inc.
- (h) **“executive director”**  
means the Manager of the Harbour Authority.
- (i) **“individual”**  
means a natural person.
- (j) **“local fisher”**  
means an individual who possesses a current commercial fishing licence who has earned income from the inshore fisheries in the previous fiscal year and who’s fishing activities are based at the Pointe du Chêne wharf.
- (k) **“local community”**  
means the local community of Pointe du Chêne as defined in Schedule A.
- (l) **“member”**  
means a person who meets the conditions of membership, is approved by the board and whose name is listed in the company registry.

- (m) **“Ordinary Resolution”**  
means a resolution passed by a majority vote cast by the members who voted in respect of that resolution or signed by a majority of the voting members entitled to vote on that resolution.
- (n) **“premises”**  
the real property owned by the Harbour Authority including the wharf.
- (o) **“person”**  
includes an individual, partnership, association, body corporate, trustee, executor, administrator or legal representative.
- (p) **“security”**  
means a debt obligation of the Harbour Authority and includes a certificate or document evidencing such debt obligation. Security interest means an interest in or charge on property of the Harbour Authority to secure payment of a debt or performance of any other obligation of the Harbour Authority.
- (r) **“Special Resolution”**  
means a resolution passed by not less than two-thirds of the votes cast by the members who voted in respect of that resolution or signed by all the voting members entitled to vote on that resolution.
- (s) **“voting member”**  
means a members in good standing eligible to vote in their respective category of membership.

## **ARTICLE V - MEMBERSHIP**

### **5.00 Membership Defined**

- (a) Membership shall be limited to persons in good standing with the Harbour Authority interested in furthering the objects of the Harbour Authority and whose application for admission as a member is approved by the board.
- (b) Membership in the Harbour Authority shall be limited to persons whose name is entered on either of the lists in the company registry.
- (c) Membership in the Harbour Authority shall be available to persons without distinction of race, religion, nationality, place of origin or language.
- (d) The board shall be empowered to deny membership privileges to any member who in the determination of the board, acts contrary to the interests of the company, provided that any such member shall be granted the opportunity to be heard.
- (e) A person shall only be entitled to one membership.
- (f) The board in its sole discretion may decide that a member is not in good standing.

## **5.01 Member Category**

There shall be two category of members of the Harbour Authority:

- (a) Local community members are persons who's name is entered as a local community member on the company register by having established to the satisfaction of the board that their they are permanent residents of the local community. Local community members may be classed as voting or non-voting members depending on their eligibility to vote, and
- (b) Regular members are persons who's name is entered as members on the Company Register and shall include local community members. Regular members may be classed as voting or non-voting members depending on their eligibility to vote.

## **5.02 Privileges of Membership**

- (a) Members are entitled to attend general meetings of the members.
- (b) Voting members shall have voting privileges and are entitled to vote at general meetings of the members.
- (b) Voting members are eligible to be selected by the board to participate in committees of the Harbour Authority.
- (c) Voting members may be directors of the board.
- (d) Voting members in good standing shall be granted all the privileges of public access to wharf facilities, subject however to restrictions as may be imposed from time to time by the Harbour Authority in its discretion.

## **5.03 Obligations of the Membership**

- (a) To maintain good standing, persons are required to be current with their membership fees or any other board assessed fees, dues, rent or levies.
- (b) Membership fees are payable each year. Failure by a person to pay any of the assessed fees, dues, rent or levies by the due date established by Board Resolution shall cause the removal of the member from the company registry.

## **5.04 Lapse of Membership**

- (a) A member ceases to be a member from the date of the removal of the member's name from the company registry.
- (b) Any member may be expelled from membership by Special Resolution.
- (c) Membership shall cease upon the death of a member or if the member resigns by written notice given to the Harbour Authority.
- (d) Members not in good standing or in arrears with membership fees, dues, rent or levies assessed by the board may have their names removed from the company registry by Board Resolution.

- (e) A member shall cease to be member in accordance with the by-laws or where the member is expelled by Board Resolution.

### **5.05 Meetings of the Membership**

- (a) The annual meeting of the members shall be held each year at a time and place to be fixed by the board.
- (b) At every annual meeting, in addition to any other business that may be transacted, the annual report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. Where vacancies exist, the members shall elect directors and may consider and transact any business at any general meeting of the members.
- (c) The board or the president or vice-president shall have power to call, at any time, a special or general meeting of the members. The board shall call a special or general meeting of members on written requisition of members carrying not less than ten 10% of the voting rights. Members present in person at a meeting will constitute a quorum.
- (d) Fourteen (14) days' notice either by mail including electronic mail, or by notice in a local newspaper shall be given to each voting member of any annual, special or general meeting of members. Notice of any meeting where special business will be transacted or Special Resolutions presented, shall state the date, time and place of the meeting and shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken.

### **5.06 Voting at Membership Meetings**

- (a) Each voting member present at a meeting shall have the right to exercise one vote. There shall be no provision for proxy vote. Members who are not individuals may vote through a previously identified representative.
- (b) Every question shall be decided in the first instance by a show of hand, unless a count is demanded by at least three members. A declaration by the president that a resolution has been carried and an entry to that effect in the book of proceedings of the Harbour Authority shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favor of or against such resolution.
- (c) If a demand for a count is made, such a count shall be taken in such manner as the president shall direct. Any vote shall be taken by ballot if so demanded by 20% of the members present. In the event of a tie, the president shall cast the deciding vote.
- (d) A majority of the votes cast by the voting members present shall determine the questions in meetings except for Special Resolutions or where the vote or consent of a greater number of members is required by these by-laws or by Law.
- (e) No error or omission in giving notice of any annual, special or general meeting or any adjourned meeting thereof, shall invalidate such meeting or make void any proceedings taken thereat and any voting member may at any time waive notice of

any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

- (f) For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the company. The non-receipt of any notice by any member shall not invalidate the proceedings at any annual, special or general meeting.

## **ARTICLE VIII - BOARD OF DIRECTORS**

### **6.00 Composition of the Board**

The property and business of the Harbour Authority shall be managed by a board of directors that shall consist of at least nine (9) directors but no more than eleven (11) directors as follows:

- (a) A minimum of two (2) directors shall be eligible individuals who are voting members in good standing and elected by voting members in good standing listed as local community members in the company register,
- (b) A minimum of two (2) directors nominated the Pointe du Chêne Marina Ltd and approved by a majority vote of the board of directors shall be eligible individuals who are voting members in good standing,
- (c) A minimum of two (2) directors nominated the local fishers and approved by a majority vote of the board of directors shall be eligible individuals who are voting members in good standing,
- (d) A minimum of three (3) directors but no more than five (5) directors shall be eligible individuals who are voting members in good standing appointed by a two thirds (2/3) vote of the board.

### **6.01 Function of the Board**

Except as provided in the laws of the Province of New Brunswick and otherwise in these by-laws, in addition to the duties and powers of the board prescribed elsewhere herein, the board shall:

- (a) Manage the property and business of the Harbour Authority, and
- (b) keep the overall mission of the Harbour Authority clearly in focus and satisfy itself that its objectives and activities are in harmony with the mission, and
- (c) protect the assets and property owned by or entrusted to the Harbour Authority, and
- (d) prepare an annual report covering all the activities of the Harbour Authority and present the report at the annual meeting, and
- (e) appoint individuals to fill vacancies on the board, and

- (f) select the executive director or consultant and establish the conditions of employment for the executive director or consultant, and
- (g) designate those persons or officers who shall have the responsibility of signing checks, notes, bills of exchange, other financial documents, contract, engagements, applications, deeds, documents and other instruments of the company of whatsoever kind or nature, and
- (h) accept responsibility for securing and managing adequate financial resources, and
- (i) appoint general or special legal counsel as may be necessary from time to time, and
- (j) recommend the appointment of an auditor, and
- (k) implement Ordinary Resolutions and Special Resolutions where further action may be required, and
- (l) perform such other duties as may be assigned to them by the president or as outlined in any resolution of the Harbour Authority.

## **6.02 Powers of the Board**

- (a) The board shall serve the interest and objectives of members in supervision, control and direction of the affairs of Harbour Authority in determining policies and in performing its duties and may adopt rules and regulations for the conduct of its business and affairs.
- (b) The board shall administer the affairs of the Harbour Authority in all things and make or cause to be made for the company, in its name, any kind of contract which the Harbour Authority may lawfully enter into and generally, may exercise all such other powers and do all such other acts and things as the company is by its charter or otherwise authorized to exercise and do.
- (c) The board shall have power to authorize expenditures on behalf of the Harbour Authority and may delegate by Board Resolution to an officer or officers, employee or designated person, the right to employ and pay salaries to employees.
- (d) The board shall have the power to enter into a trust arrangement with a chartered bank or trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Harbour Authority in accordance with such terms as the board may prescribe.
- (e) The board is hereby authorized, from time to time:
  - i) to borrow money and create debt obligations from any bank, corporation, government, firm or person upon such terms, covenants and conditions at such time, in such sums, to such an extent and in such manner as the board in its discretion may deem expedient, and
  - ii) where permitted under these by-laws, to set, limit or increase the amount debt obligation to a maximum amount equivalent to fifty percent (50%) of the value of the capital assets as stated in most recent annual audited financial

statements, and

- iii) to issue debenture or other securities and to pledge or sell the same for such sums and upon such terms, covenants and conditions and at such prices as may be deemed expedient by the board, and
  - iv) except as specifically restricted otherwise in these by-laws, to secure any such bond, debentures or other securities, or any other present or future debt obligation or liability, by mortgage, hypothecate, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property, and the undertaking and rights thereof, and
  - v) to delegate to such officer or officers as the board may designate, all or any of the foregoing powers to such extent and in such manner as the board may determine.
- (f) The board shall take such steps as they may deem requisite to enable the Harbour Authority to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Harbour Authority.
- (g) The board may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the board at the time of such appointment.
- (h) Remuneration for all officers, and committee members shall be fixed by Board Resolution. Such Board Resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by Ordinary Resolution, or in the absence of such confirmation by the members, then the remuneration to such officers and committee members shall cease to be payable from the date of such meeting of members.
- (i) Remuneration for agents, contract providers and employees shall be fixed by Board Resolution.

## **ARTICLE VI - DIRECTORS**

### **7.00 Eligibility for Directors**

Any individual who is a voting member in good standing of at least nineteen (19) years of age, with the power under law to contract, eligible to be a director of a Company under the laws of the Province of New Brunswick and who supports the mandate and objects of the Harbour Authority, is eligible to be a director.

### **7.01 Selection of Directors**

- (a) Elected directors shall be individuals who are voting members in good standing and are elected by a majority of the voting members in attendance and listed appropriately in the company register. Individual candidate names may be

nominated by the board or from the floor by any voting member, provided it is established that the individual nominated is eligible and has agreed to serve if elected. If the number of candidates exceed the number of vacant positions, the election shall be by written ballot. Otherwise, the election may be by voice vote or the raising of hands. Elected directors shall be individuals elected by local community members at the annual meeting of members where a vacancy exists for either of the two (2) directors designated for that category.

- (b) Nominated directors shall be individuals who are voting members in good standing and approved by a majority vote of the board of director after having been nominated from either:
  - i) the Pointe du Chêne Marina Ltd where a vacancy exists for either of the two (2) directors designated, and
  - ii) the local fishers where a vacancy exists for either of the two (2) directors designated.
- (c) Appointed directors shall consist of a minimum of three (3) individuals and maximum of five (5) individuals who are voting members in good standing and approved by a two third (2/3) vote at a meeting of the board of directors. From time to time, the board may chose specialty designations or sector allocations for these directors.

## **7.02 Director Remuneration**

- (a) Directors as such shall not receive any stated remuneration for their services, but by resolution of the board, expenses for their attendance may be allowed for their attendance at each meeting of the board. Nothing herein contained shall be construed to preclude any director from serving the Harbour Authority in any other capacity and receiving compensation therefrom.
- (b) The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such, provided that a director may be paid reasonable expenses incurred in the performance of the directors duties and provided further that any director who is engaged in or is a member of a firm engaged in any business or profession may act in and be paid the usual professional costs and charges for any professional business required to be done in connection with the administration of the affairs of the Harbour Authority.
- (c) On becoming a director, the Harbour Authority shall provide the new director without charge, a copy of the constitution and by-laws of the Harbour Authority and any other materials required for the proper orientation of the director.

## **7.03 Term Limits for Directors**

Directors shall serve for a term between three (3) to five (5) years, which term for each director shall be determined by the board. Individuals shall not serve more than eight (8) consecutive years as directors.

## **7.04 Director Vacancies**

- (a) The office of director shall be automatically vacated:

- i) if at a general meeting of members, a Special Resolution is adopted that the director be removed from office, and
  - ii) if a director has resign office by submitting a written resignation to the secretary of the Harbour Authority, and
  - iii) if a director ceases to be a member, and
  - iv) if a director is dead or found by a court to be of unsound mind, and
  - v) if the director is no longer eligible to be a director of a corporation under the laws of the Province of New Brunswick.
- (b) Where a director is absent for three consecutive meetings, the board may notify the director and schedule a vote for the expulsion of the director at the next regularly scheduled board meeting.
  - (c) Where any vacancy occurs for any reason in this Article, the board by two third (2/3) vote, may by appointment, fill the vacancy with a voting member, except that a retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected or appointed.

## **ARTICLE VI - OFFICERS**

### **8.00 Officers**

Officers shall be the president, the vice-president, the secretary and the treasurer and any such other officers as the board may determine. Officers shall be directors and any two offices may be held by the same individual.

### **8.01 Selection of Officers**

- (a) The president shall be chosen after the election, appointment or selection of any new directors at the first meeting of the board following an annual meeting of members.
- (b) Any director willing to serve as president shall be elected by majority voice vote or the raising of hands vote of the directors in attendance at the meeting, except that elections of the president shall be by secret ballot if more than one candidate is nominated for the position.
- (c) Officers other than president of the Harbour Authority shall be appointed by Board Resolution.
- (d) Officers shall hold office for terms of one year from the date of appointment or election or until their successors are elected or appointed in their stead. Officers are subject to removal by Board Resolution.

## **8.02 Office of President**

- (a) The president shall be the chief executive officer, chairperson of the board, and ex-officio members of all standing committees except the nominations committee.
- (b) The president shall preside at all regular, special and general meetings of the board and the annual, special or general meetings of members in accordance with the provisions of these by-laws.
- (c) The president shall perform such other duties as may be required by these by-laws and the Harbour Authority.
- (d) The past-president may act as ex officio to advise and assist the president and the board generally on all matters which are presented to the past-president.

## **8.03 Office of Vice-President**

The vice-president, in case of vacancy in the office of president, or during the absence of the president or the president's inability to act, shall exercise all the powers and responsibilities of the president and any such other duties as shall from time to time be imposed by the board.

## **8.04 Office of Treasurer**

- (a) The treasurer shall be charged with the custody of all papers and documents relating to the financial interest of the Harbour Authority. The treasurer shall have the custody of the funds and securities of the company and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Harbour Authority in the books belonging to the Harbour Authority and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Harbour Authority in such chartered bank of trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the board from time to time.
- (b) The treasurer shall disburse the funds of the Harbour Authority as may be directed by proper authority taking proper vouchers for such disbursements.
- (c) The treasurer shall render to the president and directors whenever requested, and at least once a year to the members at the annual meeting, an accurate account of all transactions and a statement of the financial condition of the Harbour Authority.
- (d) The treasurer shall also perform such other duties as usually pertained to his office or may be assigned to him from time to time by the board.

## **8.05 Office of Secretary**

- (a) The secretary shall attend all meetings and act as clerk thereof and shall cause to be kept a careful record of all proceedings of the meetings and record all votes and minutes of all proceedings in the books to be kept for that purpose.
- (b) The secretary shall in general perform such other duties as are incidental to the office of secretary or as may be assigned through resolution of the board.

- (c) The secretary shall be custodian of the seal of the Harbour Authority, and shall affix the same upon all contracts and instruments requiring the seal when authorized by a Board Resolution to do so and to such persons as may be named in the resolution.
- (d) The secretary shall give or cause to be given notice of all meetings of members and the board.

#### **8.06 Office of Other Officers**

The duties of all other officers of the Harbour Authority shall be such as the terms of their engagement call or as required through resolution of the board.

### **ARTICLE IX - MEETINGS**

#### **9.00 Board Meetings**

- (a) The board shall hold meetings at any time and place to be determined by the President or upon the written request of a majority of the board, provided that forty-eight (48) hours notice of such meeting shall be given directly or in writing, other than by mail to each director. Notice by mail shall be sent at least fourteen (14) days prior to the meeting.
- (b) There shall be at least six (6) meetings of the board each year inclusive of the annual meeting and a board meeting within forty-five (45) days following the annual meeting of members.
- (c) Where necessary, the president or vice-president may convene an special board meeting with or without notice if an emergency or special situation emerges and immediate board action is required. To be valid, any Board Resolution passed at such a meeting must be ratified at the next meeting of the board duly called and if not so ratified, that Board Resolution shall be null and void but any action affecting any person dealing with the Harbour Authority and relying on the resolution in good faith shall remain valid and binding on the Harbour Authority.
- (d) A director may participate in a meeting of the board or of a committee of the board by means of telephone or other communication medium that permits the director's participating in the meeting to hear each other, and a director participating in a meeting by those means is deemed to be present at that meeting.
- (e) No error or omission in giving notice of any meeting of the board or any adjourned meeting of the board shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **9.01 Decision-Making at Board' Meetings**

- (a) Decisions of the board shall be arrived at by a majority of votes.
- (b) Votes will be taken by a show of hands unless a secret ballot is requested by any director.

- (c) Each director attending a board meeting is authorized to exercise one (1) vote.

## **9.02 Minutes of Board' Meeting**

The minutes of board meetings shall not be available to the members but shall be available to directors, each of whom shall receive a copy of such minutes.

# **ARTICLE X - COMMITTEES**

## **10.00 Establishment of Committees**

The board may establish and appoint such standing or ad hoc committees and delegate some but not all of their power to committees consisting of one or more directors. A committee so formed in the exercise of the powers so delegated shall conform to any rules imposed on it by the board, and shall report every act of thing done in exercise of those powers to the earliest meeting of the directors held after it has been done.

## **10.01 Committee Members**

- (a) Appointed committee members will hold their offices at the will of the board. The board shall determine the duties of such committees and may fix by Board Resolution, any remuneration to be paid.
- (b) Each committee shall elect a chairperson, but if no chairperson is elected, or if at a meeting, the chairperson is not present within ten (10) minutes after the time appointed for holding the meeting, the directors present who are members of the committee shall choose one of their members to be chairperson of the meeting.
- (c) The members of a committee may meet and adjourn as they see fit.

## **10.02 Minutes of Committee Meeting**

The minutes of the board committee meetings shall not be available to members but shall be available to directors, each of whom shall receive a copy of such minutes.

## **10.03 Executive Committee**

- (a) There shall be an executive committee composed of directors appointed by the board. The executive committee shall exercise such powers as are authorized by the board. Any executive committee member may be removed by a majority vote of the board. Executive committee members shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
- (b) Meetings of the executive committee shall take place at any time and place to be determined by the chairperson, provided that forty-eight (48) hours notice of such meeting shall be given to each director on the committee.
- (c) No less than two (2) directors of the executive committee shall constitute a quorum.
- (d) No error or omission in giving notice of any meeting of the executive committee or

any adjourned meeting shall invalidate such meeting or make void any proceedings taken thereat and any director on such committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

#### **10.04 Nominating Committee**

The board may appoint a nominating committee composed of directors and members to nominate candidates for appointment or election as directors.

#### **10.05 Finance Committee**

The board may establish and appoint a finance committee whose function shall be as follows:

- (a) to plan for and pursue sufficient funds to operate, and
- (b) to approve and monitor the operating budget and other financial and material resources, and
- (c) to report to the community, stakeholders, the board, and all funding agencies regarding the management of financial resources, and
- (d) to approve negotiated contracts with respect to salaries, wages and benefits for staff, and
- (e) to assure the maintenance of accurate financial records, and
- (g) to produce annual financial statements and reports, and
- (h) to review the annual financial statements and report, and
- (i) to ensure adequate insurance for all possible and/or likely eventualities.

#### **10.06 Public Relations Committee**

The board may establish and appoint a public relations committee whose function shall be to interpret the objectives of the Harbour Authority to the community and to promote the historical legacy of the area.

#### **10.07 Other Committees of the Board**

The board may, from time to time, establish and appoint special committees as may be deemed necessary to carry out the objective of the Harbour Authority or to advise the board. The board shall prescribe the terms of reference and function of such committees.

## **ARTICLE XI - QUORUM**

### **11.00 Board Quorum**

A majority of the directors in office from time to time, but no less than three directors, shall constitute a quorum for meetings of the board. Any meeting of the board at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws.

## **ARTICLE XII - CONFLICT OF INTEREST**

### **12.00 No Remuneration of Directors and Officers**

The directors and officers shall serve as such without remuneration and no director or officer shall directly or indirectly receive any profit from this position as such, provided that a director or officer may be paid reasonable expenses incurred by him in the performance of his duties, and that no part of the income of the Harbour Authority is payable to or is otherwise available for the personal benefit of any director or officer, including any of their associates or immediate family.

#### **12.01 Voting on Matters of Conflict of Interest**

No director may vote on any question from which the director or any associate or individual of the director's immediate family will or could derive any material advantage. Immediate family is not limited to, but shall include spouse, child, parent, siblings or a relative living at the same address as the director.

#### **12.02 Declaration of Conflict of Interest**

Any director placed by a vote in a position of conflict of interest or the appearance of a conflict of interest, must declare his situation and refrain from discussion or voting on the issue in consideration.

#### **12.03 Employment of Directors**

A director may be employed or contracted by the Harbour Authority, but any remuneration shall be decided by Board Resolution.

## **ARTICLE XIII - INDEMNITIES**

### **13.00 Indemnity for Directors and Officers**

Every director or officer or other person who has undertaken or is about to undertake any liability on behalf of the Harbour Authority or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Harbour Authority, from and against:

- (a) All costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against that person, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by that person, in or about the execution of the duties of that person's office or in respect of any such liability, and
- (b) All other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default or dishonesty.

## **ARTICLE XIV - GENERAL PROVISIONS**

### **14.00 Finances and Administration**

- (a) All monies belonging to the Harbour Authority shall be deposited in a bank account in the name of the Harbour Authority at a branch of a chartered bank, trust company or caisse populaire in Canada by any officer or employee so designated by the board. No checks, drafts or other instrument or order for the payment of monies shall be valid unless signed in accordance with the authorities granted in a Board Resolution.
- (b) Any sale of assets with a value in excess of twenty-five thousand dollars (\$25,000) shall only be approved by way of Special Resolution.
- (c) The terms of any lease shall not exceed twenty five (25) years unless approved by Special Resolution.
- (d) Any sale, divestment, mortgage or other type of loan or charge of real property assets of the Harbour Authority shall require the unanimous approval of all directors and shall be confirmed by Special Resolution.

### **14.01 Financial Year**

Unless otherwise ordered by Board Resolution, the fiscal year end of the Harbour Authority shall be October 31<sup>st</sup>.

### **14.02 Signing Authority**

The signing officers shall be any two officers of the Harbour Authority or as provided in a Board Resolution.

### **14.03 Auditors**

At the annual meetings, the members shall appoint an auditor to audit the accounts and annual financial statements of the Harbour Authority for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the board.

### **14.04 Execution of Documents**

- (a) Deeds, transfers, assignments, contracts, documents or any instruments in writing requiring the signature of the Harbour Authority, shall be signed by two officers and all contracts, documents and instruments in writing so signed shall be binding without any further authorization or formality.
- (b) The directors shall have power from time to time by Board Resolution to appoint an individual, officer or officers to sign specific contracts, documents and instruments in writing. The directors may give the Harbour Authority's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Harbour Authority. The seal of the company when required may be affixed to contracts, documents and instruments in writing as aforesaid or by an officer appointed by Board Resolution.

#### **14.05 Books and Records**

The directors shall see that all necessary books and records required by the by-laws or by any government authority are regularly and properly kept.

#### **14.06 Policies, Rules and Regulations**

- (a) The board may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Harbour Authority as they deem expedient.
- (b) The board shall approve or ratify all policies established by the executive director relating to its operations and all additions and amendments to the same. Such policies shall have force and effect only until the next board meeting when they shall be ratified, and failing such ratification, shall at and from that time cease to have any force and effect.

#### **14.07 Rules of Procedure**

- (a) The parliamentary authority shall be Robert's Rules of Order or any revised addition.
- (b) From time to time, the board may establish special rules or standing rules governing and detailing various board procedures and may establish operating procedures for any committee of the board provided that the special rules or standing rules are not inconsistent with the by-laws.

#### **14.08 Dissolution and Wind-up**

It is the unalterable provision of this by-law that directors and members shall have no interest in the property and assets of the Harbour Authority and that upon dissolution or winding up, any funds and assets remaining after satisfaction of its debts and liabilities, shall be distributed to a volunteer organization in the area whose objectives most clearly accord with those of this Harbour Authority and determined by its members at dissolution.

#### **14.09 Interpretation**

In these by-laws and in all other by-laws hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

## ARTICLE XV - BY-LAW AMENDMENTS

### 15.00 Amending Rules

- (a) The by-laws of the company not embodied in the letters patent may be repealed or amended by way of by-law, or a new by-law relating to the requirements of applicable statutes and may be enacted by a majority of the directors at a meeting of the board and sanctioned by an affirmative vote of a Special Resolution at a general meeting of members, provided that the repeal or amendment of such by-laws shall not be enforced or acted upon until the approval of the Minister where such approval is required.
- (b) Any one of the proper officers or director of the company, are authorized to make application for supplementary letters patent amending the Charter of the company and are authorized to sign and execute all other documents and do all other acts and things necessary and desirable for carrying this By-Law into effect.

## ARTICLE XVI - BY-LAW ENACTMENT

### 16.00 Enactment

This by-law of the Pointe du Chêne Harbour Authority duly enacted at a meeting of the board of directors of the said company held on the 24<sup>th</sup> day of April, 2012, and duly approved, ratified, sanctioned, and confirmed by at least two-third of the votes cast at a special or general meeting of the members of the said company called and duly held for the purpose of considering the same on the \_\_\_ day of \_\_\_\_\_, 2012 at which meeting a quorum of the members of the company were present in person and that the said by-law is still in force and effect, unamended.

\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

*corporate seal*