

BY-LAW NO 1.

BUSINESS IMPROVEMENT AREAS OF NEW BRUNSWICK INC.

Be it enacted and it is hereby enacted as a By-law of BUSINESS AREAS REVITALIZATION OF NEW BRUNSWICK INC. (hereinafter called the “Company”) as follows:

HEAD OFFICE

- 1 The Head Office of the said Company shall be within a Business Improvement Area within the Province of New Brunswick.

SEAL

- 2 The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Company.

MEMBERSHIP

- 3 Classification of Memberships

There shall be two classes of Members:

- (a) Active Member (“AM”)
- (b) Honorary Member (“HM”)

- 4 Qualification for Membership

- (a) Active Member

The qualification for an Active Membership are:

- (i) a member must be an incorporated company under the laws of the Province of New Brunswick
- (ii) a member must be a company in receipt of or entitled to receive proceeds of a special business improvement loan under section 3 or the Business Improvement Areas Act of New Brunswick; and
- (iii) a member must be approved by the Board of Directors.

- (b) Honorary Member

The Board of Directors may, in their discretion, admit to honorary membership any person, firm or corporation whom they feel is worthy of such, notwithstanding that such person (s) does not meet any of the qualification of paragraph (a) above.

- 5 Membership Rights

The rights of each member shall be as follows:

- (a) An AM shall have full voting privileges at all meetings of the Members and
- (b) An HM shall be entitled to attend all special and general meetings of the Members
But shall not be entitled to enter into or participate in the discussion unless so permitted by the chairman. An HM shall not be entitled to vote at any meeting of the Members.

6 Membership Dues

The Directors of the company shall have power to establish the yearly dues payable by a member.

7 Admission of Members

The applicants for membership shall be qualified active members as defined under article 4 (a) hereof. Eligibility for membership and admission to membership in the Company shall be determined by the Directors in accordance with these By-laws and rules promulgated hereunder, which Committee shall be appointed by the Directors of the Company.

The period of membership of all Members shall be for the fiscal year of the Company, or the unexpired portion thereof, and shall be renewed automatically each year, provided the membership fees as specified by the Board of Directors from time to time are paid and providing the Member meets all the qualifications as set forth in these By-laws and the rules established thereunder.

The Board of Directors by resolution may suspend or revoke the membership on any person, firm or corporation who fails to observe, obey or comply with this or any By-law of the Company suspension or revocation may be subject to such terms and conditions (including reinstatement) as may be determined by the Board of Directors.

8 Termination of Membership

The interest of a member in the company is not transferable and lapses and ceases to exist upon the surrender of forfeiture of charter, or when the period of membership expires or when the Member ceases to be a Member by resignation or otherwise in accordance with the By-laws or rules made thereunder of the company. Any Member may resign from membership upon notice in writing to the Secretary of the company.

DIRECTORS

9 Board of Directors

The affairs of the company shall be managed by the Board of **eight to ten directors** who may exercise all such powers and do all such acts and things as may be exercised or done by the company.

10 Qualification of Directors

Every director shall have attained the age of majority and must be the representative of a Member of the Company.

11 Election of Directors and Term of Office

The directors shall hold office for a term of one year.

- (a) The directors shall be elected annually by the active members from each of their representatives at a general meeting of the members by those entitled to vote as such a meeting, in a general show of hands of just the one representative of each member, unless a poll is demanded and if a poll is demanded, such election shall be by ballot.
- (b) Retiring directors shall be eligible for re-election to the Board of Directors and otherwise qualified and retiring directors shall continue in office until their successors have been duly elected or appointed.

VACANCY

- (c) From time to time in the event of any vacancy, however caused, occurring in the Board of Directors (except through an increase in the number of directors) such vacancy may, as long as there is a quorum of directors then in office, be filled by the directors from among the qualified proxies of Members of the company if they see fit to do so; otherwise, such vacancies shall be filled at the next annual meeting of the Members as the case may be; and any director appointed or elected to fill any such vacancy shall hold office for the unexpired term of the director who ceases to be a director and who causes such vacancy.

12 Vacation of Office

- (a) if she/he is found to be mentally incompetent or becomes of unsound mind;
- (b) if she/he ceases to be representative of a Member of the company;
- (c) if for any reason the membership of the company of which she/he is the representative is revoked or suspended by the Board of Directors

13 Removal of Directors

The member of the company may by a resolution passed by at least two thirds (2/3) of the votes cast at a special meeting of the representatives of each active member of which notice specifying the intention to pass such resolution has been given, remove any or all

of the directors appointed by them before the expiration of his, her or their term (s) of office and may, by majority of the votes cast at such a meeting, elect any qualified representative of a member in his, her or their stead for the remainder of his, her or their term(s).

14 Remuneration of Directors

The directors of the company shall serve 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 by him in the performance of his duties.

15 Quorum of Directors

The presence of ~~four~~50% of directors shall constitute quorum for the transaction of any business either in person or via email.

MEETING OF DIRECTORS

16 Place and Notice of Meeting

Meeting of the Board of Directors and of the executive committee of the Board of Directors (if any) may be held either at the head office of the company or at any place within the Province of New Brunswick. At anytime a meeting of directors may be convened upon directions to the Secretary by the President or Vice President or any two Directors of the company including the Secretary.

The directors may from time to time by resolution determine to hold regular meetings of the directors and shall by such resolution for the dates or times of such regular meetings; so long as any such resolution is in effect the Secretary of the company shall convene such regular meetings by notice given in the manner hereinafter referred to.

Notice of any meeting of directors shall be delivered or mailed or emailed to each director not less than seven (7) days(exclusive of the day on which the notice is delivered or mailed, emailed, telephoned or faxed, but inclusive of the day for which notice is given) before the meeting is to take place; provided always, that meetings of the Board of Directors may be held at any time without formal notice of all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting or irregularity in any meeting or in the notice thereof may be waived by the directors.

For the first meeting of the Board of Directors to be held immediately following the election of directors at a general meeting of the members or for a full meeting of the Board of Directors at which a director is appointed to fill a vacancy in the Board, no notice of such a meeting shall be necessary in order for the meeting to be duly constituted, providing that a quorum of the directors is present.

17 Voting

Questions arising at any meeting of the directors shall be decided by a majority of votes. In any case of an equality of votes, the Chairman of the meeting, in addition to his original vote, shall have a second or casting vote.

18 Indemnities to Directors and Others

Every director or officer of the company or other persons who have undertake, or who are about to undertake, any liability on behalf of the company 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 company from an against:

- (a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him on or about the execution of the duties of his office;
- (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs hereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

19 For the protection of directors and officers

No director or officer for the time being of the company shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the company through the insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the company shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or corporation with or which any monies, securities or effects shall be lodged or deposited or for any other loss damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful or wilful act or through his own wrongful or wilful neglect or default.

The director for the time being of the company shall not be under any debt, or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name of or on behalf of the company, except such as have been submitted to and authorized or approved by the Board of Directors. If any director or officer of the company shall be employed by or shall perform services for the company otherwise than as a director or officer or shall be a member of the firm or a shareholder, director or officer of a company which is employed by or performed services for the company, the fact of his being a director or officer of the company shall not disentitle such director or officer of such firm or company as the case may be, from receiving proper remuneration for such services.

20 Meeting of Members

The annual meeting of the Members shall be held at any place with the Province of New Brunswick, on such day in each year, and at such time as the directors may by resolution determine. At annual meetings there shall be presented a report of the directors of the affairs of the company for the previous year, a financial statement of the company, the auditors report (if any) and other information or reports relating to the company affairs as the Directors may determine.

21 Special or General Meetings

Other meetings of the Members, to be known as “Special General Meetings”, may be convened by order of the President and Vice-President, or Secretary, or by the Board of Directors to be held at any date and time at any place with New Brunswick.

22 Notices

A printed, written or typewritten notice, stating the day, hour and place of any meeting of Members and the general nature of business to be transacted, shall be sent by prepaid mail or email to each Member at his last address shown on the books of the company seven (7) days prior to such meeting, or in lieu thereof, the directors may direct such notice be published in a daily newspaper of general circulation in the Province of New Brunswick, twice during the week preceding any such meeting; provided always, that a meeting of Members may be held for any purpose at any date and time and at any place within New Brunswick without notice if all the Members are present in person at the meeting, or if all the absent Members shall have signified their absence in writing to such meeting being held. Notice of any meeting or any irregularity in any meeting or in the notice thereof, may be waived by any member of the company.

23 Voting

Every question submitted to any meeting of their representatives of each active member shall be decided by a majority of the votes given on a show of hands by the one representative for each active member and in case of equality of votes, the chairman shall have the final or second and casting vote.

At any meeting, unless a poll is demanded, a declaration by the Chairman that a resolution has been carried or carried unanimously or by a particular majority or loss, or the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

24 Chairman

In the absence of the President and Vice-President and Secretary, the Members present at any meeting of Members shall choose another Director as chairman and if no director is present, Members present shall choose one of their number to be Chairman.

25 Polls

If at any meeting a poll is demanded on the election of a chairman or on the question of adjournment, it shall be taken forthwith without adjournment. If a poll is demanded on any other question, it should be taken in such manner and either at once or later at the meeting or after adjournment as the Chairman directs; the result of such poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for poll may be withdrawn.

26 Adjournment

The chairman may, with the consent of the majority in attendance at any meeting of the active members, adjourn etc. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

27 Quorum

The presence of eight members shall be a quorum of any meeting of the Members for the choice of Chairman and the adjournment of meetings, and for all other purposes.

28 Officers

The Board of Directors shall annually or more often as may be required, elect from among their member a President, and shall also elect one or more Vice-Presidents, a Secretary and a Treasurer. The Directors may appoint such other officers and agents as they shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board of Directors. The Members at any annual meeting of the Company may indicate, by the usual nomination and voting procedures, the representatives they prefer to see elected by the Directors to fill the various positions as officers.

29 Remuneration and Removal of Officers

The Directors may fix the remuneration (if any) to be paid to officers of the company who are not Directors. All officers, in the absence of agreement to the contrary, shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

30 Delegation of Duties of Officers

In case of the absence or inability to act of the President, a Vice-President or any other officer of the company or for any other reason that the Directors may deem sufficient, the Directors may delegate all or any of the powers of such officer to any other officer or to any Director for the time being.

31 President

The President shall, when present, preside at all meetings of the Directors and Members; he shall sign contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors or as are incident to his office.

32 Vice-President

The first Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President. The first Vice-President shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to him by the Board of Directors.

33 Secretary

The Secretary shall, when present, act as Secretary of all meetings of Directors and Members, shall have charge of the minute books of the company and any and all other documents and registers, which he may be required under the Act to keep. She/he shall sign such contracts, documents or instruments in writing as require his signature and shall have such other powers and duties as may from time to time be assigned to her/him by the Board of Directors or as are incident to his office. The position of Secretary / Treasurer may be held by the same individual.

34 Treasurer

Subject to the provisions of any resolution of the Board of Directors, the Treasurer shall have the care and custody of all the funds and securities of the company and shall deposit the same in the name of the company in such bank or banks or with such depository or depositories as the Board of Directors may direct. She/he shall sign such contracts, documents or instruments in writing as require his signature and shall have other powers and duties as may from time to time be assigned to her/him by the Board of Directors or as are incident to his office. The position of Secretary / Treasurer may be held by the same individual.

35 General manager

The Board of Directors may from time to time appoint a General Manager and may delegate to her/him full authority to manage and direct the business and affairs of the company (except such matters and duties as By-law must be transacted and performed by the Board of Directors or by the Members in general meeting), and to employ and discharge agents and employees of the company, or may delegate to her/him any lesser power. She/he shall conform to all lawful order to give to her/him by the Board of Directors of the company and shall at all reasonable times give to the Directors of any of them, all information they may require regarding the affairs of the company. Any agent or employee appointed by a General Manager shall be subject to discharge by the Board of Directors.

36 Vacancies

If the office of the President, Vice-President, Secretary or Treasurer, or one or more shall be or become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an officer to fill such vacancy. The position of Secretary / Treasurer may be held by the same individual.

37 Voting shares and securities in other companies

All of the shares or other securities carrying voting rights of any other company or corporation held from time to time by the company may be voted at any and all meetings of shareholders, bondholders, debenture holders, or holders of other securities (as the case may be) of such other company or corporation and in such manner and by such person or persons as the Board of Directors of the company shall from time to time determine.

NOTICE

38 Service

Any notice to be given to any Members, directors, officer or auditor shall be served either personally or by sending it through the post in a prepaid envelope or wrapper, or by email or telephone or fax, addressed to such Member, director, officer or auditor known to the Secretary of the company. With respect to every notice sent by post, it shall be sufficient to prove that the envelope or wrapper containing the notice was properly addressed and put into a post office or into a post office letter box.

39 Signature to Notices

The signature to any notices may be written, stamped, typewritten or printed, or partly written, typewritten or printed.

40 Proof of Service

A certificate of the President, Vice-President, Secretary, Treasurer, General Manager or of any other officer of the company in an office at the time of the making of the certificate as to the facts in relation to the mailing or delivery of any notice to any Member, Director, Officer or Auditor or publication of any notice shall be conclusive evidence thereof and shall be binding on every Member, director officer or auditor of the company as the case may be.

41 Cheques, drafts, notes, etc.

All cheques, drafts, or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the company, and in such manner as the By-laws of the company may

provide or in the absence of such By-law, then in such manner as the Board of Directors may from time to time designate by resolution.

42 Execution of contracts, etc.

Contracts, documents or instruments in writing requiring the signature of the company may be signed by the President or Vice-President, together with the Secretary or the Treasurer, and all contracts, documents or instruments in writing to signed shall be binding upon the company without any further authorization or formality. The Board of Directors is authorized from time to time by resolution to appoint any officer or officers or any person or persons on behalf of the company, either to sign contracts, documents or instruments in writing generally, or to sign specific contracts, documents or instruments in writing.

There term “contracts, documents or instruments in writing” as used herein shall include deeds, mortgages, hypothecates, charges, conveyances, transfers and assignments of property, real or personal, moveable or immovable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, bonds, debentures or other securities and all paper writing.

In particular, without limiting the generality of the foregoing, the President, or Vice-President, together with the Secretary or Treasurer are authorized to sell, assign, transfer, exchange, convert or convey any and all shares, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the company and to sign and execute (under the corporate seal of the company or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying any such shares, bonds, debentures, rights, warrants or other securities.

43 The fiscal year of the company shall terminate on the 31st day of October in each year, or on such other date as the Directors may from time to time by resolution determine.

44 Proxy

Any firm, company or organization admitted as a Member shall file with the Secretary a designation of the person entitled, on its behalf, to attend and vote for it at meetings of Members, and such form, company or organization shall not be entitled to participate in the affairs of the company, other than through such designate. Any firm, company or organization may, by notice in writing delivered to the Secretary of the company, remove any person designated and appoint a different person to attend and vote for it at meetings of Members, which notice shall take effect upon receipt of the same by the Secretary of the company.

45 Committees

The Board of Directors may establish such committees as they, in their absolute discretion, deem fit and shall appoint a Member to be Chairman of any committee so established,

The Board of Directors shall, if necessary, establish the purpose of such committee and the rules and guidelines necessary for its operation.

46 Rules

The Board of Directors may, from time to time, make rules governing:

- (a) The conduct, deportment or behaviour of Members and other persons attending, observing or participation in any activity of the company; and
- (b) The conduct, deportment or behaviour of Members and other persons while in, on or about or using the premises or property of the company.

For the purpose of this clause:

- (a) "activity" includes

48 Repeal

By-Law No 1: By-law relating to the BUSINESS IMPROVEMENT AREAS OF NEW BRUNSWICK INC. PASSED this 16th day of November, 1990 hereby repealed: PASSED this _____ day of _____, 19____ WITNESS the corporate seal of the Company.

President

Secretary

The undersigned, Secretary of BUSINESS IMPROVEMENT AREAS OF NEW BRUNSWICK INC., hereby certifies under the corporate seal of the company that the foregoing is a true and correct copy of the By-law Number 1 of the Company, duly enacted at a meeting of subsequently approved, ratified, sanctioned and confirmed by the unanimous vote of all of the Members of the Special General Meeting of the Members of the Company held on the _____ day of _____, 19____, and called for this specific purpose of considering the foregoing By-law.

DATED AT _____ in
New Brunswick, this _____
Day of _____, 19_____

WITNESS the corporate seal of the Company.

Secretary