

UNION OF THE MUNICIPALITIES OF NEW BRUNSWICK BY-LAW NO. 1

A By-law relating generally to the conduct of the affairs of UMNB

INTERPRETATION

1. Definitions

In this By-law, unless the context otherwise specifies or requires:

- a. **"Act"** means the Companies Act (R.S.N.B. 1973, c. C-13) and the Regulations as from time to time amended and every statute and corresponding regulations that may be substituted therefore, and, in the case of such substitution, any references in the By-laws of UMNB to provisions of the Act shall be read as references to the substituted provisions therefor in the new statute or statutes.
- b. **"AMANB"** means the Association of Municipal Administrators of New Brunswick;
- c. **"Annual General Meeting"** or **"AGM"** means an annual general meeting of the Members of UMNB.
- d. **"Board"** or **"Board of Directors"** means all of the directors of UMNB.
- e. **"By-laws"** means this by-law and any other by-laws of UMNB as amended and which are, from time to time, in force and effect.
- f. **"City"** means an area of New Brunswick that has been incorporated pursuant to section 22 of the LGA to represent a population of at least 10,000 people and **"Cities"** means more than one City.
- g. **"Corporation"** means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act.
- h. **"Director"** means a member elected or appointed to the Board of Directors, and includes any Ex Officio Director.
- i. **"Executive Committee"** means a committee of officers of UMNB including the President, Vice-President, Secretary-Treasurer, UMC Chair and the Past President.
- j. **"Ex Officio"** is a Director who is not eligible to vote.
- k. **"Letters Patent"** means the Letters Patent and any supplementary letters patent of UMNB.
- l. **"LGA"** means the Local Governance Act (S.N.B. 2017, c. 18) and the regulations thereto as from time to time amended and every statute and corresponding regulations that may be substituted, therefore.
- m. **"Meeting of Members"** includes an Annual General Meeting and a special meeting of Members.
- n. **"Member"** means a member Municipality.

- o. **"Municipal Association"** means those associations other than UMNB and AMANB that represent or advocate on behalf of Municipalities including the Association francophone des municipalités du Nouveau-Brunswick (AFMNB) and any other advocacy association representing municipalities as may be identified by resolution of the Board of Directors from time to time.
- p. **"Municipality"** means an area of New Brunswick that has been incorporated to represent residents of that area pursuant to Section 22 of the LGA.
- q. **"Officer"** means a Director that has been elected to the Executive Committee.
- r. **"Past President"** means an immediate preceding President, or if not re-elected during a municipal election, then a previous Past President that is eligible to fill the role.
- s. **"Person"** shall include individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and any number or aggregate of persons.
- t. **"RSC Boundaries"** means the membership of an RSC (Regional Service Commission).
- u. **"Region"** means any Region within the Province of New Brunswick identified by special resolution of the Members from time to time.
- v. **"Regulations"** means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefore and, in the case of such substitution, any references in the By-laws of UMNB to provisions of the regulations shall be read as references to the substituted provisions therefore in the new regulations.
- w. **"UMNB"** means the Union of Municipalities of New Brunswick and all references to the Corporation herein shall also refer to UMNB.
- x. **"Urban Municipal Caucus" or "UMC"** means the Committee representing the cities (Bathurst, Campbellton, Dieppe, Edmundston, Fredericton, Miramichi, Moncton, Saint John and the Town of Riverview) in the Province of New Brunswick.
- y. **"Voting Member"** means a municipal member council that is eligible to vote.

2. Interpretation

This By-law shall, unless the context otherwise required, be construed and interpreted in accordance with the following:

- a. all capitalized terms which are contained but not defined in the By-laws shall have the meanings given to such terms in the Act;
- b. words importing the singular number only shall include the plural and vice versa;

- c. masculine gender includes feminine and is used without discrimination in order to simplify the text, and
- d. the headings used in the By-laws are inserted for reference purposes only and are not to be considered or taken into account in construing the terms or provisions thereof or to be deemed in any way to clarify, modify or explain the effect of any such terms or provisions.

SEVERABILITY AND PRECEDENCE

3. Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act, as the case may be, shall prevail.

HEAD OFFICE

4. Head Office

The head office of UMNB shall be in the City of Fredericton, in the Province of New Brunswick or such other place in the Province of New Brunswick as the Board of Directors may from time to time determine.

SEAL

5. Seal

The seal, an impression of which is stamped in the margin hereof, shall be the seal of UMNB.

EXECUTION OF INSTRUMENTS

6. Execution of Instruments

Deeds, transfer, assignments, contracts, obligation, documents or any instruments in writing requiring the signature of UMNB, including cheques, drafts and orders for the payment of money and all notes and acceptances and bills of exchange, may be signed by any two (2) officers and all contracts, documents and instruments in writing so signed shall be binding upon UMNB without any further authorization or formality. The Board of Directors shall have the power from time to time by resolution to appoint any officer or officers or any person or persons on behalf of UMNB either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents or instruments in writing.

The seal of UMNB when required may be affixed to any instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the Board of Directors.

DIRECTORS

7. Duties and Number

The affairs of UMNB shall be managed by a Board of Directors of 17 members, structured as follows:

Region	Number of Board Seats
Region A	2
Region B	2
Region C	2
Region D	3
Region E	3
Region F	3
Urban Municipal Caucus Chair	1
AMANB Rep (non-voting)	1

Qualifications to be a director:

- a. an individual
- b. at least nineteen (19) years of age with power under the law to contract
- c. an individual who has not been declared incapable by a court in Canada or in another country
- d. an individual who does not have the status of bankruptcy
- e. not disqualified from being a director pursuant to subsection 87(1.2) of the Act
- f. an elected official of a Member of UMNB, with the exception of the AMANB ex officio, non-voting director.

8. Current Directors

The term of each director in office as of the effective date of these By-laws shall continue until their successor is elected in accordance with the By-laws.

9. Nominations and Elections

1. The election of Directors shall be held annually at the AGM.
2. In advance of the AGM, the Governance Committee, or a designated sub-committee, will work with each Region to develop the list of nominations for upcoming vacancies. All nominations must be received 45 days in advance of the AGM.
3. The Governance Committee will prepare and submit a report outlining all nominations to accompany the Agenda for the AGM. The nominations and elections shall take place in accordance with the following structure:

- a. Directors representing Region A. There shall be two (2) directors representing Region A, consisting of: one (1) nominee selected from Northwest RSC Boundaries and one (1) nominee selected from Restigouche RSC Boundaries.
 - b. Directors representing Region B. There shall be two (2) directors representing Region B, consisting of: one (1) nominee selected from Chaleur RSC Boundaries and one (1) nominee selected from the Peninsula RSC Boundaries.
 - c. Directors representing Region C. There shall be two (2) directors representing Region C, consisting of: one (1) nominee selected from the Kent RSC Boundaries and one (1) nominee selected from the Miramichi RSC Boundaries.
 - d. Directors representing Region D. There shall be three (3) directors representing Region D, consisting of: one (1) nominee selected within tri-community of Moncton, Riverview, Dieppe; one (1) nominee selected within Towns of Shediac, Salisbury, Tantramar, Cap-Acadie; and one (1) nominee selected within the Villages and Rural Communities of Fundy-Albert, Memramcook, Strait Shores, Three Rivers, Maple Hills.
 - e. Directors representing Region E. There shall be three (3) directors representing Region E, consisting of: one (1) nominee selected from Kings RSC Boundaries; one (1) nominee selected from the Fundy RSC Boundaries; and one (1) nominee selected from Southwest RSC Boundaries.
 - f. Directors representing Region F. There shall be three (3) directors representing Region F, consisting of: one (1) nominee selected from Fredericton / Oromocto Region; one (1) nominee selected at large from remaining communities in the Capital RSC Boundaries; and one (1) nominee selected from the Western Valley RSC Boundaries.
 - g. One (1) Director representing the Urban Municipal Caucus will be the Chair of the Caucus, as appointed within the Caucus.
 - h. The AMANB shall also have the ability to elect one representative chosen by the AMANB. That director shall be an ex-officio, non-voting advisor to the board.
 - i. Should a Region not fill all director spots in their Region, the elected directors in that Region could work within their sub-boundaries to elect a suitable candidate.
4. Voting at AGM or Full Membership Meeting
- a. Each eligible member municipality has 1 vote.
 - b. The voting representative for the municipality is presumed to be the Mayor, unless otherwise advised by resolution of council.
5. Terms

Board assignments will be for a two (2) year term, with the option to renew for three (3) additional terms. Board members will be recommended to have a break for a minimum of one term, after a maximum of eight (8) consecutive years on the Board.

10. Vacancies

The office of a director shall automatically be vacated:

- a. if the director becomes bankrupt or suspends payment of debts generally or compounds creditors or makes an authorized assignment or is declared insolvent;
- b. if the director is found to be a mentally incompetent person or becomes of unsound mind;
- c. if the director no longer meets the qualifications set out in Section 7 hereof;
- d. if the director by notice in writing to UMNB resigns office which resignation shall be effective at the time it is received by UMNB or at the time specified in the notice, whichever is later;
- e. if the director dies;
- f. if a director misses two consecutive meetings of the Board of Directors without reasonable grounds as determined by the other members of the Board of Directors;
- g. if a director seeks if a director registers with Elections NB as an official candidate for election as a member of the Legislative Assembly, or if a director registers with Elections Canada as a candidate for election as a member of the House of Commons.;
- h. if a director serves as a board member of any other Municipal Association operating in New Brunswick;
- i. if, at a special meeting of Members, a resolution is passed by at least two-thirds (2/3) of the votes removing the director because of actions inconsistent with UMNB's code of conduct.
- j. if the director is suspended by the Local Governance Commission.

11. Filling Vacancies

A vacancy occurring in the Board of Directors shall be filled as follows:

- a. the Members of the Region where a vacancy has been created shall within 45 days of the vacancy being created elect a replacement director to sit for the duration of the former director's term of office;
- b. in the event that a Region does not elect a director to fill a vacancy, the directors then in office shall designate a replacement from that Region for the duration of the director's term if they shall see fit to do so, so long as there is a quorum of directors in office; provided that if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Members to fill

the vacancy, and, in default or if there are no directors then in office, the meeting may be called by any Member;

- c. in a year of a municipal election as outlined in the *Local Governance Act*, any vacant positions for a Region must be filled by Members of that Region's RSC Boundaries by the end of June of that year. Elections for new Region representatives may take place at that time or no later than 45 days prior to the Annual General Meeting; and
- d. otherwise such vacancy shall be filled by the Members at the next Annual General Meeting.

The individual elected or appointed to fill a vacancy under subsections (a), (b) and (c) above must meet the same eligibility requirements as the departing director, at the time of their departure.

12. Committees

The Board of Directors may from time to time appoint any committee as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. Any committee member may be removed by resolution of the Board of Directors. The Board of Directors may fix any remuneration for committee members who are not also directors of UMNB.

13. Remuneration of Directors

The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from occupying the position of director; provided that a director may be compensated for reasonable expenses incurred by the director in the performance of the director's duties in accordance with policy established by the board from time to time.

MEETINGS OF DIRECTORS

14. Place of Meeting

Meetings of the Board of Directors may be held at any place within the Province of New Brunswick.

15. Notice

A meeting of directors may be convened by the President or, in their absence, the Vice-President, the Secretary-Treasurer or the Past President. Notice of any such meeting that is sent to each director shall be served in the manner specified in Section 48 of this By-law not less than fourteen (14) days (exclusive of the day on which the notice is delivered or sent but inclusive of the day for which the notice is given) before the meeting is to take place; provided always that a director may in any manner and at any time waive notice of a meeting of directors and attendance of a director at a meeting of directors shall constitute a waiver of notice of the meeting except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called; provided further that meetings of directors may be held at any time without notice if all the directors are present (except where a director attends a meeting for the express purpose of objecting to the transaction of any business on the

grounds that the meeting is not lawfully called) or if all of the absent directors waive notice before or after the date of such meeting.

16. Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of directors shall invalidate such meeting or make void any proceedings taken at such meeting.

17. Adjournment

Any meeting of directors may be adjourned from time to time by the chairperson of the meeting, with the consent of the majority, to a fixed time and place. Notice of any adjourned meeting of directors is not required to be given if the time and place of the adjourned meeting is announced at the original meeting. Any adjourned meeting shall be duly constituted if held in accordance with the terms of the adjournment and a quorum is present thereat. The directors who formed a quorum at the original meeting are not required to form the quorum at the adjourned meeting. If there is no quorum present at the adjourned meeting, the original meeting shall be deemed to have terminated forthwith after its adjournment. 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.

18. Regular Meetings

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

19. Quorum

The President, or in their absence, the Vice-President and 7 directors shall form a quorum for the transaction of business, and notwithstanding any vacancy among the directors, a quorum of directors may exercise all the powers of directors. Quorum is established by 50% plus one (1) of voting directors, provided one is the President, or the Vice President in the absence of the President.

20. Voting

Each director is authorized to exercise one (1) vote, except for the President. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of equal votes (tie), the President shall vote to break the tie.

21. Telephone / Electronic Participation

If all of the directors consent thereto in advance, generally or in respect of a particular meeting, and all directors have equal access, a director may participate in a meeting of the Board of Directors by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to communicate with each other, and a director participating in such a meeting by such means is

deemed to be present at the meeting. The chairperson of the meeting shall ensure each particular meeting is handled in a secure fashion. Quorum shall be established by a verbal roll call conducted at the beginning of each particular meeting. Each vote cast by a director participating by teleconference call shall be recorded in the minutes of the meeting.

POWERS OF DIRECTORS

22. Administer Affairs

The Board of Directors of UMNB may administer the affairs of UMNB in all things and make or cause to be made for UMNB, in its name, any kind of contract which UMNB may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as UMNB is by its Letters Patent or otherwise authorized to exercise and do.

23. Duties of directors

Directors:

- a. shall attend all board of director meetings;
- b. advise the Board of Directors on issues and opportunities that may impact or be of interest to Municipalities so long as those matters do not violate any confidentiality or privacy concerns;
- c. encourage all municipalities within their Region to become active Members of UMNB;
- d. represent all municipal Members within their Region at board meetings; and
- e. conduct a Regional meeting within their Region at least two times per year.

24. Expenditures

The Board of Directors shall have power to authorize expenditures on behalf of UMNB from time to time and may delegate by resolution or policy to the Executive Director of UMNB the right to pay expenditures, employ and pay salaries to employees.

25. Borrowing Power

The Board of Directors of UMNB may from time to time:

- a. borrow money on the credit of UMNB;
- b. limit or increase the amount to be borrowed;
- c. charge, mortgage, hypothecate or pledge all or any currently owned or subsequently acquired real or personal, movable or immovable property of UMNB, including book debts, rights, powers and undertakings, to secure any debt obligations or any money borrowed, or other debt or liability of UMNB; and

- d. delegate the powers conferred on the directors under this Section to such officer or officers of UMNB and to such extent and in such manner as the directors shall determine.

The powers hereby conferred shall be deemed to be in supplement of, and not in substitution for, any powers to borrow money for the purposes of UMNB possessed by its directors or officers independently of this By-law.

26. Agents and Employees

The Board of Directors may appoint employees such as the Executive Director 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 of Directors at the time of such appointment.

OFFICERS

27. Appointment

The Members shall annually elect from amongst its newly elected directors at the Annual General Meeting a President, a Vice-President, and a Secretary-Treasurer. The Members shall also appoint at that time a Past President from the ranks of any Past President of UMNB who meets the qualifications of directors noted in Section 7 to be a Member of the Board of Directors, who need not be a director to be appointed to this position.

Voting and election will follow the process outlined in Section 9.4 of these by-laws.

The office of President, Vice President, Past President and Secretary - Treasurer are two (2) year terms, with the option to renew for a maximum of two (2) additional terms.

In the event that no Past President is appointed, the Board will operate without a Past President until the next Annual General Meeting.

Candidates for positions of officers shall indicate their intentions to run for a specific position a minimum of 30 days prior to the Annual General Meeting. Only if the position remains vacant may a candidate be nominated from the Member meeting held to appoint officers.

The Chair of the UMC will also be appointed as an Officer.

28. Vacancies

Notwithstanding the foregoing, each incumbent officer shall continue in office until the earlier of:

- a. that officer's resignation, which resignation shall be effective at the time the written resignation is received by the Secretary-Treasurer of UMNB or at the time specified in the resignation, whichever is later;
- b. the appointment of a successor;

- c. that officer ceasing to be a director if such is a necessary qualification of appointment;
- d. the meeting at which the directors annually appoint the officers of UMNB;
- e. that officer's removal;
- f. that officer's death.

Directors may, by resolution, appoint a person to fill such vacancy from its numbers to fill that role until the next Annual General Meeting.

Following regularly scheduled municipal elections, should a member of the Executive Committee not be re-elected in the municipal elections, will give up their positions immediately after the confirmation of election results. Should a member of the Executive Committee decide not to re-offer in the municipal election, they will give up their position on the close of nomination period. The Board of Directors will hold a meeting and appoint replacements for any vacant positions within 60 days of the municipal election date. Those officers appointed in such a manner shall retain their positions until the next AGM.

29. Remuneration of Officers

The remuneration of all officers appointed by the Board of Directors shall be determined from time to time by resolution of the Board of Directors; provided that the President, the Vice-President, and Secretary-Treasurer shall not receive any remuneration in connection with serving in such capacity. All officers shall be entitled to be reimbursed for reasonable expenses incurred in the performance of the officer's duties, in accordance with policy.

30. Duties of Officers May be Delegated

In case of the absence or inability to act of any officer of UMNB or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate all or any of the powers of any such officer to any other officer or to any director for the time being.

31. Powers and Duties

All officers shall sign such contracts, documents or instruments in writing as require their respective signatures and shall respectively have and perform all powers and duties incident to their respective offices and such other powers and duties respectively as may from time to time be assigned to them by the Board of Directors. The duties of the officers shall include:

- a. President. The President, shall, when present, preside at and chair all meetings of the Board of Directors, committees of directors, if any, and the Members. The President or the President's designate shall also represent UMNB at all official functions.
- b. Vice-President. If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at and chair all meetings of the Board of Directors, committees of directors, if any, and the Members. The Vice-President shall, when present, chair such Corporation committees as the Board of Directors may dictate in the terms of reference of each committee.

- c. Secretary-Treasurer. The Secretary-Treasurer shall give, or cause to be given, notices for all meetings of the Board of Directors, if any, and Members when directed to do so and have charge of the corporate seal of UMNB, the minute books of UMNB and of the documents and registers referred to in Section 104 of the Act. The Secretary-Treasurer shall chair such Corporation committees as the Board of Directors may dictate in the terms of reference of each committee.
 - i. The Secretary-Treasurer shall also keep, or shall cause to be kept, an accurate account of all receipts and disbursements of UMNB and proper books of account, and shall deposit or shall cause to be deposited all moneys or other valuable effects in the name and to the credit of UMNB in such bank or banks as may be designated from time to time by the Board of Directors. The Secretary-Treasurer shall disburse or cause to be disbursed the funds of UMNB under the direction of the Board of Directors, receiving proper vouchers thereof and render to the Board of Directors at its regular meetings or whenever required, an account of all of his or her transactions as Secretary-Treasurer, and of the financial position of UMNB. The Secretary-Treasurer shall also work with the Auditors of UMNB and the Executive Director in completing audited financial statements for UMNB as soon as possible following the financial year end of UMNB (but at no time longer than six months following the financial year end of UMNB) which shall be presented to the Members by the Board of Directors at the following Annual General Meeting.
- d. Past President. The Past President shall, when present, chair such Corporation committees as the Board of Directors may dictate in the terms of reference of each committee.

FOR THE PROTECTION OF DIRECTORS AND OFFICERS

32. For the Protection of Directors and Officers

Except as otherwise provided in the Act, no director or officer for the time being of UMNB shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for any loss, damage or expense happening to UMNB through the insufficiency or deficiency of title to any property acquired by UMNB or for or on behalf of UMNB or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to UMNB shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person including any person with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to UMNB or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of the director's or officer's respective office or trust or in relation thereto unless the same shall happen by or through the director's or officer's own willful neglect or default.

33. Conflict of Interest

A Director who is party to a material contract or transaction or proposed material contract or transaction with UMNB, or is a director or officer of, or has a material interest in, any person who is a party to material contract or transaction with UMNB shall make the disclosure required by the *Local Governance Act*. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

INDEMNITIES TO DIRECTORS AND OTHERS

34. Indemnities to Directors and Others

- a. Except in respect of an action by or on behalf of UMNB, or another entity hereafter referenced, to procure a judgement in its favour, UMNB shall indemnify a present or former director or officer of UMNB, or another individual who acts or acted at UMNB's request as a director or an officer or 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 UMNB or other entity.
- b. UMNB shall advance money to a director, an officer or other individual for the costs, charges and expenses of a proceeding referred to in subsection (a) above. The individual shall repay the money if the individual does not fulfil the conditions of subsection (c) below.
- c. Notwithstanding the provisions of this By-law, UMNB may not indemnify an individual under subsection (a) unless the individual:
 - i. acted honestly and in good faith with a view to the best interests of UMNB or, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at UMNB's request; and
 - ii. in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that his conduct was lawful.
- d. Despite subsection (a), an individual referred to in that subsection is entitled to indemnity from UMNB in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defense of any civil, criminal, administrative, investigative or other proceeding to which the individual is subject because of the individual's association with UMNB or other entity as described in that subsection, if the individual seeking indemnity
 - i. was not judged by the court or other competent authority to have committed any fault or to have omitted to do anything that the individual ought to have done; and
 - ii. fulfils the conditions set out in subsection (c).
- e. UMNB shall purchase and maintain insurance for the benefit of an individual referred to in subsection (a) against any liability incurred by the individual
 - i. in the individual's capacity as a director or an officer of UMNB; or
 - ii. in the individual's capacity as a director or an officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at UMNB's request

- iii. provided that insurance need not be purchased or maintained in respect of an individual who would not be entitled to receive indemnification pursuant to subsection (c).

MEMBERSHIP

35. Entitlement

Every Municipality in good standing shall be eligible to be a voting Member of UMNB. Member municipalities shall have a resolution to authorize a representative to vote on behalf of the Municipal Council at UMNB meetings. It is the responsibility of each Member Municipality to ensure the voting representative meets the eligibility requirements. The resolution shall be shared with UMNB.

36. Termination of Membership

Once acquired, a Member shall not lose its membership in UMNB except:

- a. when the Member voluntarily withdraws their membership from UMNB by submitting a letter of withdrawal to the Secretary-Treasurer or Executive Director; or
- b. if at a special meeting of Members, a resolution is passed to remove the Member by at least two-thirds (2/3) of the votes cast at the special meeting provided that the Member shall be granted the opportunity to be heard at such meeting.

A Member which has lost their membership in UMNB by virtue of 36 (a) or (b) may make application to the Board of Directors for reinstatement as a Member once it has paid UMNB any outstanding membership fees. The Board of Directors shall present such application to the Members for consideration of reinstatement at the next Annual General Meeting.

37. Membership Fees

Annual membership fees shall be determined by the Board of Directors and approved by membership at the Annual General Meeting. Members shall be notified in writing of their annual membership fees, if any, which shall be due and payable by January 1 each year. If such fees are not paid by April 15th of that year and until such fees are paid, the Member in default shall lose: (a) its right to vote at Member meetings; and (b) if the Member has a director from its municipality representing their Region, that director shall also lose their power to vote at director meetings. Failure to pay membership fees shall not suspend a Member from being present and being heard at meetings of UMNB nor shall it suspend a director of that Member (if any) from being present and being heard at meetings.

MEMBERS' MEETINGS

38. Time and Place of Meetings

The Annual General Meeting shall be held at such place within the Province of New Brunswick as the directors may determine by resolution. UMNB shall hold the first annual meeting not later than 18 months after incorporation and subsequently before the end of the fourth quarter of each fiscal year of UMNB.

Members shall be entitled to be accompanied to all Member meetings by advisors who shall not have voting rights nor shall they be entitled to speak at such meetings unless given leave by the President with consent of the Members present at that meeting.

39. Annual Meetings

At every Annual General Meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented and the directors and officers shall be elected and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of Members.

40. Special Meetings

Other meetings of the Members may be convened by order of the Board of Directors at any date and time and at any place within the Province of New Brunswick. The Board of Directors shall call a special general meeting of Members on written requisition of Members carrying not less than ten percent (10%) of the voting rights.

41. Notice

Six weeks written notice shall be given to each voting Member of any Annual General Meeting of Members in the manner specified in Section 49. Seven (7) days written notice shall be given to each voting Member of any Special Meeting of Members in the manner specified in Section 49. Notice of any Special Meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.

42. Waiver of Notice

A Member and any other person entitled to attend a meeting of Members may in any manner waive notice of a meeting of Members and attendance of any such person at a meeting of Members shall constitute a waiver of notice of the meeting except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

43. Error or Omission in Giving Notice

No error or omission in giving notice of any annual or special meeting or any adjourned meeting of the Members of UMNB shall invalidate any resolution passed or any proceedings taken at any meeting of Members.

44. Quorum

A quorum at any meeting of the Members shall be a minimum fifty percent plus one of the Members of UMNB present and in person. No business shall be transacted at any meeting unless the requisite quorum be present at the time of the transaction of such business. If a quorum is not present at the time appointed for a meeting of Members or within such reasonable time thereafter as the Members present may determine, the persons present and entitled to vote may adjourn the meeting to a fixed time and place but may not

transact any other business and the provisions of Section 40 with regard to notice shall apply to such adjournment.

45. Chairperson of the Meeting

In the event that the President, the Vice-President, and Secretary-Treasurer are absent, the persons who are present and entitled to vote shall choose another director as chairperson of the meeting and if no director is present or if all the directors present decline to take the chair then the persons who are present and entitled to vote shall choose one of their number to be chairperson.

46. Adjournment

The chairperson of any meeting of Members may with the consent of the meeting adjourn the same from time to time to a fixed time and place and no notice of such adjournment need be given to the Members. 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.

47. Voting of Members

At all meetings of the Members, every question shall be determined on a show of voting cards by a majority of votes of the Members unless otherwise specifically provided by the Act or by the By-laws. Each Member shall possess one vote. If a vote results in a tie, such a vote shall be deemed negative and the resolution rejected.

No Member shall be entitled in person or by mail ballot to vote at meetings of Members of UMNB unless the Member has paid all dues or fees in accordance with Section 35, if any, then payable by the Member.

At any meeting unless a poll is demanded a declaration by the chairperson of the meeting that a resolution has been carried or carried unanimously or by a particular majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

A poll may be demanded either before or after any vote by show of hands by any person entitled to vote at the meeting. If at any meeting a poll is demanded on the election of a chairperson or on the question of adjournment it shall be taken forthwith without adjournment. If at any meeting a poll is demanded on any other question or as to the election of directors, the vote shall be taken by ballot in such manner and either at once, later in the meeting or after adjournment as the chairperson of the meeting directs. The result of a poll shall be deemed to be the resolution of the meeting at which the poll was demanded. A demand for a poll may be withdrawn.

NOTICES

48. Service

Any notice or other document required by the Act, the Letters Patent, or the By-laws to be sent to any Member, director, or the auditor shall be delivered personally or sent by prepaid mail or by facsimile or electronically to any such entity at their latest address as shown in the records of UMNB, or if no address be given therein then to the last address of such entity known to the Secretary-Treasurer; provided always

that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

49. Signature to Notices

The signature of any director or officer of UMNB to any notice or document to be given by UMNB may be written, stamped, typewritten or printed or partly written, stamped, typewritten or printed.

50. Computation of Time

Where a given number of days' notice or notice extending over a period is required to be given under the By-laws or Letters Patent the day of service or posting of the notice shall not, unless it is otherwise provided be counted in such number of days or other period.

51. Proof of Service

With respect to every notice or other document sent by post it shall be sufficient to prove that the envelope or wrapper containing the notice or other document was properly addressed as provided in Section 47 of this By-law and put into a Post Office or into a letter box. A certificate of an officer of UMNB in office at the time of the making of the certificate as to facts in relation to the sending or delivery of any notice or other document to any Member, director, officer or auditor or publication of any notice or other document shall be conclusive evidence thereof and shall be binding on every Member, director, officer or auditor of UMNB, as the case may be.

RULES AND REGULATIONS

52. Rules and Regulations

The Board of Directors may by by-law prescribe such rules, regulations and policies not inconsistent with the By-laws relating to the management and operation of UMNB and other matters provided for in these By-laws as may be deemed expedient.

BY-LAWS

53. By-laws

The Board of Directors may from time to time enact By-laws relating in any way to UMNB or to the conduct of its affairs, including, but not limited to, By-laws providing for applications for supplementary letters patent, and may from time to time by By-law amend, repeal or re-enact the By-laws but no By-law shall be effective until sanctioned by at least two-thirds (2/3) of the votes cast at an Annual General Meeting or Special Meeting of the Members duly called for the purpose of considering same. To be considered by the Members, any revisions or introduction of new By-laws must be presented to the Members along with a copy of the proposed amendments at least four weeks prior to the Annual General Meeting.

AUDITORS

54. Auditors

The Members shall at each Annual General Meeting appoint an auditor to audit the accounts of UMNB for reporting to the Members, which auditor shall hold office until the next following Annual General Meeting; provided, however, that the directors may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be fixed by the Members or by the directors if they are authorized so to do by the Members.

FINANCIAL

55. Financial Year

The financial year of UMNB shall terminate on the 31st day of December in each year or on such other date as the directors may from time to time by resolution determine.

56. Banking

The Board of Directors shall by resolution from time to time designate the bank in which the money, bonds or other securities of UMNB shall be placed for safekeeping.