

## **BY-LAW NO. 1**

A By-law relating generally to  
the transaction of the business and affairs of

### **FREDERICTON NORTH HERITAGE ASSOCIATION INC.**

**Revised at the March 13, 2012 & March 11, 2014 AGM**

BE IT ENACTED as a By-law of **FREDERICTON NORTH HERITAGE ASSOCIATION INC.** (hereinafter referred to as the "Company"), as duly incorporated under and by virtue of the Companies Act, R.S.N.B., 1973, c.13 as amended (hereinafter referred to as the "Act") as follows:

### **HEAD OFFICE**

1. The head office of the Company shall be at 34 Broadview Avenue in the city of Fredericton, county of York, in the Province of New Brunswick or as fixed by resolution of the Directors.

### **SEAL**

2. The corporation seal of the company shall be in the form impressed hereon.

### **MEMBERSHIP REQUIREMENTS**

3. Membership Requirements – Membership in the Company is open to any person, firm or corporation who accepts and supports the objects of the Company as set out in paragraph 72, hereof. Membership status will be determined by the Board at the Association's annual meeting. All members shall comply with the requirements herein. Members will volunteer their own time and will not be financially reimbursed for their services but may be reimbursed for reasonable expenses incurred for doing business for the Company.
4. Membership Fee – The Directors may from time to time establish a membership fee that must accompany the application for membership. A schedule of fees may be established at the annual meeting with a current (initial) annual fee of \$10. The membership fee shall be paid annually and may be altered at an annual meeting by resolution of the Members.
5. Membership Classifications – There shall be three membership classifications open to all persons who express an interest in pursuing the aims and objectives of the Company:
  - (a) "supporting members" who pay the annual membership fee are entitled to vote at all meetings.;
  - (b) "Friends" who do not pay the annual membership fee, but register their name with the Membership Chair to receive information, and
  - (c) "Honorary Members" who may only be appointed upon recommendation from an Executive meeting and who receives approval, by motion, at a regular meeting.
6. Membership Registry – The Membership Chair shall maintain a list of the Company Members which shall be known as the "Membership Registry". The Membership Registry shall be open to inspection by members in good standing upon written request to the Secretary.
7. Termination of Membership – Any member may terminate membership by written notice addressed and delivered to the Company's Secretary. The directors may terminate any membership where the member does not comply with the requirements herein, ceases or

refuses to accept the objects of the Company or fails to pay any annual membership dues that are established by the Directors.

### **MEETINGS OF MEMBERS**

8. Annual Meeting – The annual meeting of the membership shall be held at such place within New Brunswick, at such time and on such day in each year as the board or the chair, or a vice-chair who is a director may from time to time determine, for the purpose of hearing and receiving the reports and statements required by The Act to be read at and laid before the Company at an annual meeting, electing directors, appointing the accountant and fixing or authorizing the board to fix his remuneration and for the transaction of such other business as may properly be brought before the meeting. The annual meeting shall be called upon notice to all members either by email, telephone, newspaper or personal contact within 4 weeks of the date of the meeting.
9. Order of Business – The Order of Business at the annual meeting shall be as follows:
  - (a) Welcome – Call to Order
  - (b) Introduce Guest Speaker
  - (c) Recording of Attendance
  - (d) Reading of Minutes by the Secretary
  - (e) Business Arising from the Minutes
  - (f) Chair Report
  - (g) Treasurer Report
  - (h) Standing Committee Reports
  - (i) Nominations Report
  - (j) Elections
  - (k) New Business
  - (l) Adjournment.
10. Special Meeting – The board or the chair or a vice-chair who is a director shall have power at any time to call a special meeting of the members of the company to be held at such time and at such place within the Province as may be determined by the board or the person calling the meeting. Special meetings may also be requested in writing to the chair. The request must be signed by five members and the meeting shall be held within 20 days of the request. The phrase “special meeting of the members” whenever it occurs in this by-law shall include a meeting of any class or classes of members, as well as a special general meeting of the members, and the phrase “meeting of members” wherever it occurs in this by-law shall mean and include an annual meeting of members and a special meeting of members.
11. Open Meetings – Open meetings shall be held at such time and at such place within the Province as may be determined by the board.
12. Notices – No public notice or advertisement of any meeting of members shall be required, but notice of the time and place of each such meeting shall be given not less than ten days before the day on which the meeting is to be held to each member of record at the close of business on the day on which the notice is given. Notice of a special meeting of members shall state the general nature of the business which is to be transacted at it. A meeting of members may be held at any time without notice if all the members entitled to vote thereat are present in person or represented by proxy or those not so present or represented by proxy have waived notice and at such meeting any business may be transacted which the company at an annual or special meeting of the members may transact.

13. Reports to Members – A copy of the last financial statement and a copy of the treasurer’s report shall be furnished to any member on seven (7) days written request for such information.
14. Persons Entitled to the Present – The only persons entitled to attend a meeting of members shall be those entitled to vote thereat and the accountant of the Company and others who although not entitled to vote are entitled or required under any provision of The Act or by-laws of the company to be present at any meeting. Any other person may be admitted only on the invitation of the chair of the meeting or with the consent of the meeting.
15. Quorum – A majority of supporting members present in person and each entitled to vote thereat shall constitute a quorum for the transaction of business at any meetings of members.
16. Representatives – Any person duly appointed in writing as a proxy for a corporate member, upon filing with the secretary of the meeting sufficient proof of his appointment, shall represent the corporate at all meetings of the supporting members of the company and may vote accordingly as a member in the same manner and to the same extent as the member of record.
17. Proxies – Every supporting member, including a corporate member, entitled to vote at meeting of members may be instrument in writing appoint a proxy, who need not be a member, to attend and act at the meeting in the same manner, to the same extent and with the same power as if the supporting member were present at the meeting. The instrument appointing a proxy shall be in writing under the hand of the appointer or of his attorney, authorized in writing, or if the appointer is a corporation, under the corporate seal or under the hand of an officer or attorney so authorized and shall cease to be valid after the expiration of one year from the date thereof. The instrument appointing a proxy may be in such form as the directors may from time to time prescribe or in such other form as the chair of the meeting may accept as sufficient, and shall be deposited with the secretary of the meeting before any vote is cast under its authority, or at such earlier time and in such manner as the board may prescribe in accordance with The Act.
18. Scrutineers – At each meeting of members one or more scrutineers (who shall be members of the Company) may be appointed by a resolution of the meeting or by the chair with the consent of the meeting to serve at the meeting.
19. Votes to Govern – At all meetings of members every question shall, unless otherwise required by the letters patent or by-laws of the Company or by-law, be decided by the majority of the votes duly cast in the question.
20. Show of Hands – At all meetings of members every question shall be decided by a show of hands, unless a secret ballot thereon be required by the Chair or be demanded by any member present in person or represented by proxy. Whenever a vote by show of hands shall have been taken upon a question, unless a ballot thereon be so required or demanded, a declaration by the chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the proceedings at the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said questions, and the result of the vote so taken shall be the decision of the Company in annual or special meeting, as the case may be, upon the question. A demand for a secret ballot may be withdrawn at any time prior to the taking of the ballot. Members present and members represented by proxy are entitled to vote.

21. Casting Vote – In case of an equality of votes at any meeting of members, either upon a show of hands or upon a secret ballot, the chair of the meeting shall be entitled to a second or casting vote.
22. Adjournment – The Chair at a meeting of members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place.

#### **BOARD OF DIRECTORS**

23. Powers of Directors – The affairs of the Company shall be managed by its board of directors. Until changed by special resolution or supplementary letters patent the number of the directors of the company shall be at least three, of whom two shall constitute a quorum for the transaction of business at any meeting of the directors. Notwithstanding vacancies, the remaining directors may exercise all the powers of the board so long as a quorum of the board remains in office.
24. Board Executive – The Board shall consist of an Executive which is made up of the following Officers:
  - (a) Chair;
  - (b) Vice-Chair;
  - (c) Secretary;
  - (d) Treasurer;
  - (e) Past-President (ex-officio); and
  - (f) 3 Directors and 1 Alternate Director from the membership at large.
25. Qualifications – Each director shall be nineteen or more years of age, and within one week after his election or appointment and throughout the remainder of his term of office shall be a member in good standing of the Company.
26. Election and Term – Directors shall be elected yearly to hold office until the next annual meeting of members and until their successors shall have been duly elected. The whole board shall be elected at each annual meeting, and all the directors then in office shall require, but, if qualified, are eligible for re-election. The election may be by a show of hands or by resolution of the members unless a secret ballot is demanded by fifty-one percent of the membership.
27. Removal of Directors – The members may, by resolution passed by at least two-thirds of the votes cast a general meeting of membership of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office and, may by a majority of the votes cast at the meeting, elect any person in his stead for the remainder of his term.
28. Vacancies – If an office becomes vacant the board shall elect or appoint from the membership to fill such vacancy. If the number of directors is decreased a vacancy or vacancies in the board to the number of the authorized decrease shall thereby be deemed to have occurred which may be filled in the manner above provided.
29. Resignation – An officer may resign by submitting their resignation in writing to the Board.
30. Calling of Meetings – Meetings of the board of directors shall be held from time to time at such place, at such time and on such day as the chair or a vice-chair who is a director or any two board members may determine, and the secretary shall call meetings when directed or authorized by the chair or by a vice-chair who is a director or by any two board members. Notice of every meeting so called shall be given to each board member not less than forty-eight

(48) hours (excluding any part of a Sunday and of a holiday s defined by the Interpretation Act of Canada for the time being in force) before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the directors are present or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting.

31. Regular Meetings – Regular meetings of the board shall be held at a minimum of 4 times per year and shall be called by the chair and held at such place within New Brunswick, at such time and on such day in each year as the board, or the chair may from time to time determine.
32. Quorum – Four Board members or three board members and the alternate director shall constitute a quorum for the transaction of business at any Board meeting.
33. First Meeting of New Board – Each newly elected board may without notice hold its first meeting for the purpose of organization and the election and appointment of officers immediately following the meeting of members at which such board was elected, provided a quorum of directors be present.
34. Place of Meeting – Meeting of the board may be held at the head office of the company or any other place within or outside of New Brunswick.
35. Votes to Govern – At all meeting of the board every question shall be decided by a majority of the votes cast on the question; and in case of an equality of votes the chair of the meeting shall be entitled to a second or casting vote.
36. Protection of Directors and Officers – No director or officer of the company shall be liable for the acts, receipts, neglects or defaults of any other director or officer, or for joining in any receipts or other act for conformity, or for any loss of expense happening to the company through the insufficiency or deficiency of title to any property acquired by order of the board for on behalf of the company, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the company shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of the company shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same shall happen through his own dishonesty.
37. Indemnity of Directors and Officers – Every director or officer of the Company and his 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 and against;
  - (a) all costs, charges and expenses whatsoever which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in 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, thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

#### **EXECUTIVE DUTIES AND POWERS**

38. Affairs of the Company- The Affairs of the Company shall be managed by the Board. Notwithstanding vacancies, the remaining Board may exercise all the powers of the board so long as a quorum of the Board remains in office.

39. Elected Officer – The Chair and the Directors are elected at the Annual General Meeting by the supporting members or may take office through acclamation. The prior incumbent, if a member of the board, shall continue to hold office until the election of such meeting and, in default of such election, shall continue to hold office after such meeting. In case the officer or chair becomes vacant at any time, such vacancy may be filled by the board from among its members.

40. Appointed Officers – At the first meeting of the board after each election of directors, the board shall appoint a secretary, a vice-chair, a treasurer, and such other officers as the board may determine including one or more assistants to any of the officers so appointed. The officers so appointed shall be members of the board. One person may hold more than one office, and if the same person holds both the office of secretary and the office of treasurer, he may be known as the secretary-treasurer.

41. Term of Office – In the absence of written agreement to the contrary the board may remove at its pleasure any officer of the company. Each prior officer shall continue to hold office until the appointment of officers at such meeting and, in default of the appointment of officers at such meeting, shall continue to hold office after such meeting. The terms of employment and remuneration of the chair and other officers elected or appointed by it shall be settled from time to time by the board.

42. Chair – The Chair shall:

- (i) When present, preside at all meetings of the members and of the board;
- (ii) Be charged with the general supervision of the business and affairs of the Company;
- (iii) Act as a Chief Executive Office and has the primary responsibility of the day-to-day operations of the association;
- (iv) Be ex-officio of all committees;
- (v) Perform all duties incident to this office;
- (vi) Have any other such powers and duties as may from time to time be assigned by the board;
- (vii) Be privileged to speak on all resolutions; and
- (viii) May only vote in the case of a tie.

43. Vice-Chair – The vice-chair shall:

- (i) Perform such duties as the chair in the event of the absence of the chair or a refusal of the Chair to act; and
- (ii) Have such other duties as may be assigned by the board.
- (iii)

The Vice-Chair shall head a Finance Committee, with the treasurer and one other person as members. The Finance Committee shall, prior to the next fiscal year, receive a proposed budget from each standing committee, estimate the potential revenue and prepare a consolidated budget for all activities of the Association, which is to be submitted to the Board for its consideration and approval. No person or committee shall expend funds in excess of that in the approved budget with the approval of the Board.

44. Absence of Chair and Vice-Chair – In the event of the absence of the Chair and Vice-Chair, the members shall elect from their members a “Chair pro tempore”.

45. Secretary – The secretary shall:

- (i) Give, or cause to be given, all notices required to be given to members, directors, accountants, and members of committees;
- (ii) Attend all meetings of the directors and of the members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings;
- (iii) Be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the company and of all books, papers, records, documents and other instruments belonging to the company; and he shall perform such other duties as may from time to time be prescribed by the board;
- (iv) Have charge of the company’s minute books;
- (v) Be the custodian of and maintain the Company’s Membership Registry;
- (vi) Perform all duties incident to this office, and
- (vii) Have any other such powers and duties as may from time to time be assigned by the board.

46. Treasurer – The treasurer shall:

- (i) Act as Chief Financial Officer;
- (ii) Keep full and accurate books of account in which shall be recorded all receipts and disbursements of the company and, under the direction of the board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the company;
- (iii) Render to the board at the meetings thereof, or whenever required of him an account of all his transactions as treasurer and of the financial position of the company;
- (iv) Perform all duties incident to this office, and
- (v) Have any other such duties as may from time to time be assigned by the board.

47. Executive Directors – the Directors are included in the Executive to provide advice and direction in the operation of the Company and to assume executive duties in the absence of others.

48. Other Officers – The duties of all other officers of the company shall be such as the terms of their engagement call for or the board requires of them. Any of the powers and duties of an officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the board otherwise directs.

49. Variation of Duties – From time to time the board may vary, add to or limit the powers and duties of any officer or officers.

50. Agents and Attorneys – The board shall have power from time to time to appoint agents or attorneys for the company in or out of the Province with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

51. Fidelity Bonds – The board may require such officers, employees and agents of the company as the board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the board may from time to time prescribe.

52. Defect in Election or Appointment of Director – All acts done Bona Fide in a meeting of the Directors shall, notwithstanding that it be afterwards discovered that there was some defect in the election or appointment of any Director, be as valid as if every Director has been duly elected or appointed.

### **STANDING COMMITTEES**

53. The Standing Committees shall be:

- (i) Member Notification Committee;
- (ii) Membership
- (iii) Website Committee;
- (iv) Nominating Committee;
- (v) Programming Committee and Public Relations Committee;
- (vi) Identification and Preservation Committee; and
- (vii) Heritage Fair.

54. Establishment of Other Committees – the Company shall establish other committees of the Board as they deem necessary.

55. Eligibility – All Board members and paid-up members shall be eligible to serve on the Standing Committees, and all Standing Committees shall have as many members as the Board deems necessary.

56. Meetings – Each Standing Committee Chair shall be responsible for setting the place, date and time for their meeting.

### **BANKING ARRANGEMENTS, CONTRACTS, ETC.**

57. Banking Arrangements – The banking business of the company, or any part thereof, shall be transacted with such bank, trust company or other firm or corporation carrying on a banking business as the board may designate, appoint or authorize from time to time by resolution and all such banking business or any part thereof, shall be transacted on the Company's behalf by the Treasurer and 1 or the 2 other signing officers and/or other persons as the board may designate, direct or authorize from time to time by resolution and to the extent therein provided, including,



but without restricting the generality of the foregoing, the operation of the company's accounts; the making, signing, drawing, accepting, endorsing, negotiating lodging, depositing, or transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange and orders for the payment of money; the giving of receipts for and orders relating to any property of the company; the execution of any agreement relating to any banking business and defining the rights and powers of the parties thereto; and the authorizing of any officer of such banker to do any act or thing on the company's behalf to facilitate such banking business.

58. Signing Officers – The company shall have 3 signing officers, being the Treasurer and 2 other signing officers as the board may designate, appoint or authorize from time to time by resolution.

59. Execution of Instruments – Deeds, transfers, assignments, contracts and obligations on behalf of the company may be signed by the Chair and either the Treasurer or the Secretary and the corporate seal shall be affixed to such instruments as require the same. Prior to the signing of any Deeds, transfers, assignments, contracts and obligations on behalf of the company, such instrument must be approved by the Board.

60. Notwithstanding any provision to the contrary contained in the by-laws of the company, the board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract or obligation or any class of deeds, transfers, contracts or obligations of the company may or shall be signed.

## **FINANCIAL**

61. Financial Year – Until otherwise ordered by the board, the financial year of the company shall end on the 31<sup>st</sup> day of December in each year.

62. Method of Giving – Any notice, communication or other document to be given by the company to a member, director, officer, or accountant of the company under any provision of the letters patent or by-laws shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his last address as recorded in the books of the Company or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to him at his last address as recorded in the books of the Company or if sent by any means of wire or wireless or any other form of transmitted or recorded communication. The secretary may change the address on the books of the Company of any member in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; and a notice, communication or document so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communication company or agency or its representative for dispatch.

63. Computation of Time – In computing the date when notice must be given under any provision of the letters patent or by-laws requiring a specified number of days’ notice of any meeting or other event, the date of giving the notice and the date of the meeting or other event shall be excluded.

64. Omissions and Errors – The accidental omission to give any notice to any member, director, officer, or accountant, or the non-receipt of any notice by any member, director, officers, or accountant or any error in any notice not effecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

65. Waiver of Notice – Any mentor (or his duly appointed proxy), director, officer or accountant may waive any notice required to be given under any provision of the letters patent or by-laws of the Company of The Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

66. An auditor may be appointed at the annual meeting for the purpose of auditing and verifying the Association’s accounts. The auditor’s review shall be presented at the earliest convenience following its preparation and as approved by the Board.

#### **INTERPRETATION**

67. In this by-law and all other by-laws of the company words, importing the singular number only shall include the plural and vice-versa; words importing the masculine gender shall include the feminine and neuter genders; words importing persons shall include companies, corporations, partnerships and any number of aggregate of persons; “board” shall mean the Board of Directors of the Company; and “letters patent” shall include supplementary letters patent.

#### **AMENDMENTS**

68. The Constitution, By-Laws and Operations and Policy Manual may be amended at the annual meeting. Amendments shall require a two-thirds majority vote of the attending membership at the annual meeting.

69. Proposed amendments must be submitted to the Secretary in writing no less than 30 days prior to the annual meeting date.

#### **OBJECTS**

70. Objects of the Company – The objects of the Company are:

- (a) to foster, promote and encourage activities of heritage within the boundaries of the communities of Barker’s Point, Douglas, Marysville, Nashwaaksis, North Devon, South Devon, St. Mary’s Reservation and Lower St. Mary’s, which are now within the City of Fredericton limits (“Fredericton North”);
- (b) to foster, promote and encourage all residents within the Fredericton North boundaries to actively pursue the celebrating, collecting, identifying and recording of the history of the area as represented by individuals, families, places, objects, photographs, books, buildings,

- places of business, cemeteries, mechanical equipment, recreational facilities, sports people, natural features and other entities;
- (c) to acquire, record, store, organize and preserve, through gift, loan, purchase or otherwise, articles, documents, papers, maps, video recording, audio recording, electronic and virtual documents and items of a general historical nature as may be necessary to achieve the objects of the company;
  - (d) to create, maintain an electronic format for viewing over the internet, a virtual museum, displaying or making available copies of items of a historical interest that are acquired or stored;
  - (e) to operate a facility for the purpose of displaying, permanently or temporarily, the items of historical nature that are gifted or loaned to or purchased by the company;
  - (f) the items of historical nature shall be of general historical nature, but more specifically as those historical items relate to Fredericton North;
  - (g) to receive and maintain a fund or funds and apply from time to time all or part thereof, and the income therefrom, to historical and charitable activities carried on by the company itself;
  - (h) to promote the interest in historical items, of a general nature and particularly of items in relation to Fredericton North;
  - (i) to encourage participation by members of the community in the loaning, giving, displaying historical items in the virtual museum or facility;
  - (j) in pursuit of the aforementioned objects to effect a loan or loans and to borrow from any person, persons, associations, firm, company, corporation, trust company or chartered bank, such sum or sums of money as it may deem fit; and
  - (k) to do all other acts and things conducive to the attainment of the above objects or any of them and to exercise all the powers presently set out in Section 18(2) of the *Companies Act* as fully as if such powers were expressly set out therein.

71. Additional Communities – Additional areas and/or communities may be added to the list of communities in which the Company fosters and promotes activities of heritage upon written request to the Board.

72. Dissolution of the Company - Upon dissolution of the Fredericton North Heritage Association Inc., all assets, after payment of legal debts, will be turned over to a qualified donee described in subsection 1491.(a) of the Income Tax Act.

The foregoing by-law is hereby passed by the directors of the Company pursuant to The Act as evidenced by the respective signatures hereto of all the directors.

DATED the 16<sup>th</sup> day of November, 2011.

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AMANDA J. THIBODEAU

\_\_\_\_\_  
JAMIE CORMIER

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SUSAN BROWN

The foregoing by-law is hereby confirmed by all the members of the Company pursuant to The Act, as evidenced by their respective signatures hereto.

DATED the 16<sup>th</sup> day of November, 2011.

\_\_\_\_\_  
AMANDA J. THIBODEAU

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JAMIE CORMIER

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SUSAN BROWN

FILE: fnha.bylaws. **Revised at the March 13, 2012 & March 11, 2014 AGM**