

By-laws of Manuels River Community Inc.

Hereinafter the Manuels River Community Inc. shall be referred to as the "Corporation"

Section 1 Membership

1.01 Membership in the Corporation is divided into:

(a) Ordinary Members, who shall have normal voting privileges.

(b) Honorary Members who shall not have voting privileges, unless they are elected to the Board of Directors

Whenever the term "member" is hereinafter used it shall mean Ordinary Member.

1.02 Any individual wishing to become a member of the Corporation shall pay the relevant fee and follow the established process. (amended March 4, 2024)

1.03 The Board of Directors may appoint non-voting, *ex-officio* members to attend all meetings of the Corporation.

1.04 The Board of Directors may from time to time in their discretion approve Honorary Membership for any individual and determine the privileges of such membership.

1.05 Before membership is accepted in the Corporation, the individual must make an application and must pay to the Corporation the membership fee, if any.

1.06 The membership fee, if any, shall be determined by the Board of Directors.

1.07 For the purposes of registration, the number of members of the Corporation is unlimited.

1.08 Every member of the Corporation shall be entitled to attend any Annual General or Extraordinary Meeting of the Corporation, to vote at these meetings and to hold any office. In order for a member to vote on any issue he/she must be present at the time the vote is taken, and meet all requirements of the Corporation.

1.09 Membership in the Corporation shall not be transferable.

1.10 The Incorporators to the Articles of Incorporation shall have the same rights and duties as any other member.

- 1.11 It is the duty of each member, in order to remain in good standing in the Corporation, to comply with the Articles of Incorporation and the By-laws of the Corporation and with any other rules and regulations passed by the Corporation for its management and control.
- 1.10 Membership in the Corporation shall cease upon the death of a member, or if, by a notice in writing, he/she resigns his/her membership, or if he/she fails to pay his/her membership dues, if any, or if he/she, ceases to qualify for membership in accordance with these By-laws. The Corporation by Special Resolution may expel any member. A Special Resolution means a resolution passed by not less than three-fourths of such members, entitled to vote, as are present in person, at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution has been duly given. (amended March 4, 2024)

Section 2

Members Meetings

- 2.01 The Annual General Meeting of the Corporation shall be held within 120 days of the end of the fiscal year end on a day and place to be determined by the Board of Directors. (amended February 23, 2016)
- 2.02 An Extraordinary Meeting of the Corporation may be called by order of a majority of the Board of Directors at any time, and shall be called by the Board of Directors if requisitioned in writing by at least six (6) members of the Corporation.
- 2.03 Fourteen (14) days' notice of a meeting specifying place, date and time and in the case of special business, the nature of such business shall be given to the members. Notice of the Annual General Meeting or an Extraordinary Meeting shall be given as stated in Section 14 of these By-laws. Honorary Members shall be entitled to receive notice of all meetings and may attend meetings and take part in the discussion of business.
- 2.04 No business shall be transacted at any General Meeting of the Corporation unless a quorum of members is present at the commencement of such business and such quorum shall consist of at least twelve (12) of the total membership existing at that time. Honorary Members are not to be included in the ascertainment of a quorum.
- 2.05 Each member of the Corporation (including the Chair and Directors) shall have one (1) vote.
- 2.06 The Chair of the Corporation shall act as Chair of every meeting unless:

- a) There is no Chair or if the Chair is absent at the designated time of the meeting, the Vice-Chair shall preside as Chair.
 - b) There is no Chair or Vice-Chair or if neither the Chair nor the Vice-Chair is present at the designated time of the meeting, the members present shall choose someone of their number as Chair.
- 2.07 The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.
- 2.08 It shall be normal practice that items of business submitted to any meeting shall be dealt with by way of a motion duly proposed and seconded and every member shall have one vote upon each motion. A majority vote will carry the motion. At any General Meeting unless a poll is demanded by at least three (3) members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Corporation shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.
- 2.09 If a poll is demanded in manner aforesaid, the same shall be taken in such manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Corporation in a General Meeting.
- 2.10 If a meeting has been duly called and proper notice provided to the members and a quorum is not present, the Chair may adjourn the meeting to a date not more than thirty- one (31) days hence and the Chair shall provide notice to the members in accordance with paragraph 2.03 herein which states that the new meeting date was set by reason of lack of quorum. The second meeting shall proceed as if a quorum were present regardless of the number of members present.

Section 3

Administration and Fiscal Year

- 3.01 Effective January 1, 2016 the administrative and fiscal year of the Corporation shall be January 1st to December 31st. (amended February 23, 2016)

Section 4 **Amendments to By-laws**

- 4.01 The By-laws of the Corporation may be amended by the Board of Directors at any Board of Directors Meeting.
- 4.02 Ratification of amendments to the By-laws of the Corporation shall require a majority vote, fifty percent (50%) plus one (1) of the Directors present in person or by electronic means at any given meeting.
- 4.03 By-laws and any changes shall be maintained in the Corporation's records and posted electronically for public access.

Section 5 **Board of Directors Meetings**

- 5.01 The Board of Directors shall meet a minimum of four (4) times each year. Other meetings of the Board of Directors may be called by the Chair and shall be called if requested by three (3) members of the Board of Directors. (amended February 23, 2016)
- 5.02 All members of the Board of Directors shall be notified in accordance with Section 14 of the By-laws at least seven (7) days prior to each meeting of the Board of Directors.
- 5.03 Six (6) Directors or fifty percent (50%) plus one (1) of the total number of Directors existing at the time, whichever is less, shall constitute a quorum for transaction of business at any meeting of the Board of Directors.
- 5.04 The Chair shall be entitled to one (1) vote as a Director and should only exercise his/her vote in the case of a tie. Each of the other Directors present at a meeting shall be entitled to one (1) vote upon every motion.
- 5.05 If all the Directors participating consent, a Board meeting may be held by telephone, electronic or other communication facilities that permit all individuals participating in the meeting to communicate adequately with each other at the same time, and a Director participating by such means is deemed to be present at that meeting.

- 5.06 Voting shall take place by a show of hands for those Directors physically present or by voice for those present electronically.

Section 6

Directors

- 6.01 Any member of the Corporation shall be eligible to be a Director of the Corporation, including Honorary Members. (amended March 4, 2024)
- 6.02 Directors shall normally be elected for two (2) year terms by the members at the Annual General Meeting of the Corporation. It is intended that no more than half of the Board be eligible for re-re-election annually for two (2) year terms and therefore if more than eight (8) Directors are elected at any Annual General Meeting, any additional Directors shall be elected for an initial one (1) year term.
- 6.03 Commencing with the AGM in 2024, directors shall hold office until the dissolution of the meeting at which their successors are elected. Directors shall be eligible to be elected for a maximum of four two-year terms, for a total of eight years. At the completion of the maximum four terms, directors may, after a one year absence, seek re-election to the board for another maximum four two-year terms.
- 6.04 Directors shall, directly or via the use of a board committee, develop plans to ensure the orderly succession of directors, officers and senior management and shall regularly review and update those plans. (amended March 4, 2024)
- 6.05 No nominations for a directors position are permitted from the floor. Instead, any member interested in becoming a director must submit an application with their resume to the Nominating Committee a minimum of 10 days prior to the AGM.
- 6.06 In the event that a Director resigns his/her office or ceases to be a member of the Corporation, whereupon his/her office as Director shall *ipso facto* be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Corporation.
- 6.07 The Corporation may, by Special Resolution, remove any Director before the expiration of the period of office and appoint another individual in his/her stead. The individual so appointed shall hold office during such time only as the Director in whose place he/she is appointed would have held office if he/she had not been removed.
- 6.08 Directors shall not receive any remuneration for their services, but expenses may be allowed for business approved by the Board of Directors.
- 6.09 The Chair or, in his/her absence, the Vice-Chair or in the absence of both of them, any

Director appointed from among these Directors present shall preside as Chair at meetings of the Board of Directors.

- 6.10 On completion of their term of office, the Directors shall turn over all books, documents, records, funds, and other property of the Corporation to his/her successor or if there is no successor to the Board of Directors.
- 6.11 Ex officio appointments to the Board of Directors shall be made if deemed appropriate by the Board of Directors. Ex officio Directors shall have no voting privileges.

Section 7 Power of Directors

- 7.01 The business of the Corporation shall be managed by the Directors, who may exercise all such powers of the Corporation as are not hereby required to be exercised by the Corporation in General Meeting provided that no regulation made at a General Meeting shall invalidate any prior act of the Directors which could have been valid if such regulation had not been made.

Section 8 Officers

- 8.01 As soon as possible following the Annual General Meeting the Board of Directors shall elect the Officers from their elected number. The Officers of the Corporation shall be a Chair, a Vice-Chair, a Treasurer and a Secretary and they shall perform such duties as set out in Appendix I and/or as may be assigned to him/her by the Board of Directors from time to time. Treasurer and Secretary may be combined. If no Treasurer is available from the immediate board members an Accountant from outside the Board may at the approval of the Board be assigned and work under the supervision of the Secretary/Treasurer. Remuneration for this external position shall be at a rate as determined by the Board at a regular meeting.
- 8.02 The Board of Directors may elect or appoint such other Officers as they deem necessary and they shall perform such duties, as may be assigned to him/her by the Board of Directors from time to time.
- 8.03 The Directors shall elect all Officers for a term of one (1) year and each Officer shall hold office until the dissolution of the meeting at which their successors are elected. Retiring Officers shall be eligible for re-election.
- 8.04 The Directors may appoint a temporary substitute for the Secretary who shall, for the purposes of these By-laws, be deemed to be the Secretary.

- 8.05 Officers of the Corporation shall receive no remuneration unless approval shall first be obtained pursuant to a resolution passed by the Board of Directors.
- 8.06 Officers of the Corporation may be removed as Officers by a majority vote of the Directors. The Board of Directors may appoint any other individual to fill the vacancy caused by the removal of such Officer to hold office until the next meeting of members.
- 8.07 On completion of their term of office, the Officers shall turn over all books, documents, records, funds, and other property of the Corporation to his/her successor or if there is no successor to the Board of Directors.

Section 9

Committees

- 9.01 The Board of Directors may, from time to time, by resolution, establish such Standing or *Ad Hoc* Committees with such duties and powers as it deems to be in the interests of the Corporation. (amended March 4, 2024)

a) Composition of Committees

Each Standing Committee shall be composed of not less than two (2) individuals of which one (1) shall be a Director. Each *Ad Hoc* Committee shall be composed of not less than three (3) individuals of which at least one (1) shall be a Director. Standing or *Ad Hoc* Committees may also include members of the Corporation, senior staff members and other individuals deemed suitable by the Board of Directors. The Board of Directors may set the maximum size for any Committee.

b) Appointment of Committee Members

The Members of the Committee shall be appointed or reappointed by the Board of Directors and in the normal course will serve a one (1) year term; each Member shall continue to be a Member of the Committee until a successor is appointed, unless the Member resigns or is removed. The Committee may fill a vacancy as required and shall notify the Board of Directors.

c) Committee Chair and Secretary

The Board of Directors shall, by resolution, annually approve the Chair and Secretary of each Committee. Either the Chair or the Secretary shall be a Director. The Board of Directors shall, by resolution, fill any vacancy in the position of Chair and/or Secretary in any Committee.

d) Time and Place of Meeting

The time and place of and the procedure at meetings of the Committee shall be determined from time to time by the Committee Membership; Standing Committees shall meet no less than four (4) times annually. *Ad Hoc* Committees shall meet no less than two (2) times annually or as needed.

e) Quorum

Quorum for Committee meetings shall be two (2) Committee Members, at least one (1) of whom must be a Director.

f) Reporting to the Board of Directors

Each Committee shall regularly submit copies of its minutes for circulation to the Board of Directors. Each Committee shall, as required by the Board of Directors during the year, make an oral report to the Board of Directors with respect to its activities during the year with such recommendations as are deemed desirable in the circumstances. (amended March 4, 2024)

g) Evaluation of Effectiveness and Review of Mandate

The Committee shall annually review and assess the adequacy of its mandate and evaluate its effectiveness in fulfilling its mandate.

h) On completion of his/her term on committee, the member shall turn over all books, documents, records, funds, and other property of the Corporation to his/her successor or if there is no successor to the Board of Directors.

Section 10

Exercise of Borrowing Powers

10.01 The Directors on behalf of the Corporation may from time to time in their discretion:

(a) Raise or borrow money for the purpose of the Corporation;

(b) With the sanction of a Special Resolution, secure the repayment of monies so raised or borrowed in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the execution and delivery of mortgages of the Corporation real or personal property, or by the issue of debentures of the Corporation secured by a mortgage or other charge upon all or any part of the property of the Corporation both present and future;

(c) Sign or endorse bills, notes, acceptances, cheques, contracts, and other evidence of or securities for money borrowed or to be borrowed for the purposes aforesaid;

(d) Pledge debentures as security for loans.

Section 11 Seal of the Corporation

11.01 The seal of the Corporation shall be in the custody of the Secretary and shall be used only under the authority of a resolution of the Board of Directors, and shall be attested by the signature of the Chair or Vice-Chair and/or the Secretary, or such other Directors as the Board from time to time appoints.

Section 12 Protection of Directors and Others

12.01 No Director, Officer or committee member of the Corporation is to be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any individual, firm or Corporation with whom or which any moneys, 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 or her respective office or trust provided that they have:

(a) Complied with the Corporations Act and the Corporation's Articles and By-laws; and

(b) Exercised their powers and discharged their duties in accordance with the Corporations Act.

Section 13 Conflict of Interest

13.01 A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Corporations Act. Except as provided by the Corporations Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

Section 14 Notices

- 14.01 Any notice required to be sent to any Member or Director or to the auditor or individual who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the individual who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Secretary; 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 individual entitled thereto.
- 14.02 Where a given number of days' notice or notice extending over any period is required to be given, 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.
- 14.03 No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

In these By-laws the singular shall include the plural, the plural shall include the singular and the masculine gender shall include the feminine.

Dated at Manuels, Conception Bay South in the Province of Newfoundland and Labrador this 4th day of March, 2024.

Appendix 1

Position Description of the Chair

Role Statement

The Chair provides leadership to the Board of Directors, ensures the integrity of the Board of Directors' process and represents the Board of Directors to outside parties. The Chair co-ordinates Board of Directors' activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board of Directors and senior management of the Corporation. The Chair ensures the Board of Directors discusses all matters relating to the Board of Directors' mandate. The Chair shall have the following specific duties and responsibilities:

1. Agendas

Establish agendas aligned with annual Board goals and preside over Board of Directors meetings. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board of Directors meetings is prepared annually.

2. Direction

Serve as the Board of Directors' central point of communication with the senior management of the Corporation; provide guidance to senior management regarding the Board of Directors' expectations and concerns. In collaboration with senior management, develop standards for Board of Directors decision-support packages that include formats for reporting to the Board of Directors and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board of Directors.

3. Work Plan

Ensure that a Board of Directors work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

4. Representation

Serve as the Board of Directors' primary contact with the public.

5. Reporting

Report regularly to the Board of Directors on issues relevant to its governance responsibilities.

6. Board of Directors Conduct

Set a high standard for Board of Directors conduct and enforce policies and By-laws concerning Directors' conduct.

7. Leadership

Ensure that all Directors contribute fully. Address issues associated with under-performance of individual Directors.

8. Succession Planning

Ensure succession planning occurs for senior management and Board of Directors.

9. Committee Membership

Serve as a member of such Board of Directors' Committees as the Board of Directors may direct. Serve as an unofficial member on all other Board of Directors Committees, and have the right to attend any such committee meeting as he/she may deem fit.

10. Other

Such other duties as may be assigned to him/her by the Board of Directors from time to time.

Position Description of the Vice-Chair

The Vice-Chair shall assist the Chair in the performance of his/her duties and responsibilities and at the request of the Board of Directors and subject to its directions, perform the duties of the Chair during the absence/illness or incapacity of the Chair, or during such period as the Chair may request him/her to do so. Vice-Chair shall perform such other duties as may be assigned to him/her by the Board of Directors from time to time.

Position Description of the Treasurer

Role Statement

The treasurer works collaboratively with the Chair, Vice-Chair and senior management to support the Board of Directors in achieving its fiduciary responsibilities as follows:

1. Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and shall be responsible for (personally or through supervision of staff):

a) The keeping of full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation

b) The depositing of all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time.

c) The disbursing of funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair and Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation.

The treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.

2. Board of Directors Conduct

Maintain a high standard for Board of Directors conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

3. Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board of Directors together with the report of the auditor or of the individual who has conducted the review engagement, as the case may be.

Position Description of the Secretary

Role Statement

The Secretary works collaboratively with the Chair and Vice-Chair to support the Board of Directors in fulfilling its fiduciary responsibilities.

1. Board of Directors Conduct

Support the Chair and Vice-Chair in maintaining a high standard for Board of Directors' conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

2. Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation and the Board of Directors. Attend to correspondence on behalf of the Board of Directors. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board of Directors. Maintain copies of all Committee Meeting minutes and reports.

3. Meetings

Give such notice as required by the By-laws of all meetings of the Corporation and the Board of Directors. Attend all meetings of the Corporation and the Board of Directors.