

# **LA CORPORATION DU PARC DE L'ABOITEAU INC.**

## **REGULATION NO. 1**

*This document is a translation of the Règlement No. 1 de la Corporation du Parc de l'Aboiteau. In case of discrepancy, the French version shall prevail.*

### **1. NAME**

The Corporation is incorporated under the name "LA CORPORATION DU PARC DE L'ABOITEAU INC."

### **2. OBJECTS**

- 2.1 The objects of the Corporation are those expressed in the Letters Patent of the Corporation and the following:
- 2.1.1 ensure the proper management of the lease with the Department of Development of Energy and Resources in 2019 (registered on 2019-05-17 under number 39030904 against PID 70314075), as well as any amendments to the lease;
  - 2.1.2 to ensure the proper management of sub-leases concluded since the registration of the above lease; and
  - 2.1.3 except for the cottage management mandate, to ensure the proper management of sub-leases which have been in force since the registration of the first lease in 1997 (registered on September 30, 1997, under number 642320 in book number 2667, pages 564-568).

### **3. HEAD OFFICE**

The Corporation's head office is in Cap-Pelé, in Westmorland County, and province of New Brunswick.

### **4. LANGUAGE**

The usual language of the Corporation is French, but the documentation will be prepared in French and English.

### **5. INTERPRETATION**

In this document, the singular includes the plural, and the masculine includes the feminine.

## **6. MEMBERS**

- 6.1 Members of the Corporation are those persons who are members of the Board of Directors of the Corporation.
- 6.2 Members in good standing of the Corporation are entitled to the following rights:
  - 6.2.1 The right to obtain any information relating to the administrative, political, financial and other affairs of the Corporation;
  - 6.2.2 The right to examine the books and financial accounts of the Corporation; and
  - 6.2.3 The right to attend, speak and vote at any general meeting of the Corporation.

## **7. ANNUAL MEETING OF MEMBERS**

- 7.1 The members meet at the annual meeting to carry out the following mandate:
  - 7.1.1 Determine the Corporation's major orientations;
  - 7.1.2 Establish the Corporation's work priorities for the coming year;
  - 7.1.3 Receive all other reports related to the Corporation;
  - 7.1.4 Approve the financial statements for the year ended;
  - 7.1.5 Ratify the members of the Board of Directors suggested by the Council;
  - 7.1.6 Ratify the decisions of the Board of Directors for the previous year;
  - 7.1.7 Deliberates on all matters on the agenda;
  - 7.1.8 Create standing or temporary committees to examine any issue that falls within its remit.
- 7.2 The annual meeting of members will be held once a year, at a time and place determined by the Board of Directors. Notice of the meeting and the agenda must be sent to all members at least five (5) days prior to the meeting. Any member may waive notice in writing. A member's attendance at a meeting constitutes a waiver of such notice.

## **8. SPECIAL MEETING OF MEMBERS**

- 8.1 When requested in writing by at least two (2) members of the Corporation or when deemed necessary by the Board of Directors, the Corporation shall call a special meeting of members. This special meeting must be called and held within a maximum of thirty (30) days following receipt of the request by the Corporation.
- 8.2 Only the items specified in the request for this special meeting may appear on the agenda.
- 8.3 Notice of the meeting and the agenda must be sent to all members of the Corporation at least five (5) days prior to the date of the meeting. Any member may waive notice in writing. Attendance of a member at a meeting shall constitute waiver of such notice.

## **9. QUORUM AND VOTING AT MEMBERS' MEETINGS**

- 9.1 With the exception of 9.2, a quorum at any meeting of the members is present when at least 50% of the current members are present.
- 9.2 Notwithstanding 9.1, quorum shall not prevent the ratification of Board members following municipal elections.
- 9.3 Any proposal must obtain a majority of votes cast before being adopted, except in the case of an amendment or modification to the Regulations of the Corporation when a 2/3 majority of votes cast is required.

## **10. BOARD OF DIRECTORS**

- 10.1 The Board of Directors is composed of the following members:
  - 10.1.1 six (6) members of the municipal council of the Regional Town of Cap-Acadie;
  - 10.1.2 three (3) owners of cottages located within the Aboiteau Park;
  - 10.1.3 one (1) member representing Glamping Aboiteau;
  - 10.1.3 one (1) member representing the Vision H20 watershed group; and
  - 10.1.4 the Chief Administrative Officer of the Regional Town of Cap-Acadie as an ex-officio member (with voting rights).
- 10.2 The Board of Directors has the following powers:
  - 10.2.1 It determines the policies arising from the orientations adopted at the annual or special meetings;
  - 10.2.2 It administers the affairs of the Corporation;
  - 10.2.3 It appoints the Corporation's administrative officers and decides on the remuneration of all employees in its service;

- 10.2.4 It prepares, approves, and administers the budget and the allocation of any grant or funds obtained by the Corporation;
- 10.2.5 It deliberates on all matters on the agenda;
- 10.2.6 It adopts rules concerning the convening of assemblies, the composition of the committees and any other general administrative matters;
- 10.2.7 It creates, appoints, and administers the Corporation's committees and may delegate to them powers of representation of the Corporation and internal administration; and
- 10.2.8 He is primarily responsible for ensuring the preparation of the Corporation's financial statements and the submission of activity reports to the Annual Meeting.

## **11. QUORUM AND VOTING**

- 11.1 The quorum for any meeting of the Board of Directors is half of the members in office. Should the Board of Directors' meeting not be attended by the required number to form a quorum after due notice, the members of the Board of Directors present may adjourn the meeting to a later date, of which another five (5) clear days' notice must be given, in which case those present at the meeting so adjourned may validly deliberate, whatever the number of members present.
- 11.2 Decisions of the Board of Directors are taken by a simple majority of votes. In the event of a tie, the President has the casting vote.

## **12. MANDATE**

- 12.1 The term of office of members of the Board of Directors is one (1) year.
- 12.2 Any vacancy on the Board of Directors must be filled by appointment of the Board of Directors at a special meeting. A person so appointed will complete the current term of office.

### **13.BOARD MEETINGS**

- 13.1 Meetings are convened by the President or Secretary and, in their absence or refusal, by three (3) members of the Board of Directors.
- 13.2 Notice of any meeting of the Board of Directors shall be given five (5) days and given verbally, by telephone or in writing. Any member may waive notice written notice of a meeting, and a member's attendance at a meeting is equivalent to a waiver of such notice.
- 13.3 The Board of Directors meets a minimum of three (3) times a year in addition to the annual meeting.

### **14.EXECUTIVE COMMITTEE**

- 14.1 The Executive Committee is composed of the President, Vice-President, Secretary, Corporate Manager and Treasurer.
- 14.2 Executive Committee members are elected by the Board of Directors at annual or special meetings, as required. The term of office is one (1) year.
- 14.3 The Executive Committee has the following powers and duties:
  - 14.3.1 Performs all tasks delegated by the Board of Directors;
  - 14.3.2 Executes decisions taken by the Board of Directors.

### **15.PRESIDENT'S DUTIES**

- 15.1 The President chairs all meetings of the Members, the Board of Directors, and the Executive Committee.
- 15.2 He is an ex-officio member of all the Corporation committees.
- 15.3 He is primarily responsible for the administration of the Corporation.
- 15.4 He is the Corporation's principal spokesperson.

### **16.FUNCTION OF THE VICE-PRESIDENT**

- 16.1 The Vice-President shall perform the following duties:
  - 16.1.1 He replaces the President when the latter is unable to act or is absent;
  - 16.1.2 In the event of the resignation of the President, he assumes the presidency until the next general meeting of the members of the Corporation.

## **17. SECRETARY'S DUTIES**

- 17.1 The Secretary has the following duties:
  - 17.1.1 He prepares the minutes of meetings of the members, the Board of Directors and Executive Committee.
  - 17.1.2 He is responsible for the Corporation's archives and documents;
  - 17.1.3 He must prepare or delegate to the secretariat the preparation of meeting agendas and communicate to members committee reports, proposals, and other official documents in his care.
  - 17.1.4 Notwithstanding any other provision, the Secretary may be appointed from among the members of the Board of Directors or from the staff of the Regional Town of Cap-Acadie.

## **18. DUTIES OF THE CORPORATE MANAGER**

- 18.1 In the absence of the Secretary, the Corporate Manager assumes the same duties listed in 17.1.
- 18.2 The Corporate Manager is responsible for ensuring that all decisions of the Board of Directors are implemented.
- 18.3 Notwithstanding any other provision, the Corporate Manager may be appointed from among the members of the Board of Directors or from the staff of the Regional Town of Cap-Acadie.

## **19. TREASURER'S DUTIES**

- 19.1 The Treasurer has the following duties and tasks:
  - 19.1.1 He is primarily responsible for the financial administration of the Corporation;
  - 19.1.2 He has custody of all funds entrusted to his care;
  - 19.1.3 He is responsible for the annual financial report.
- 19.2 Notwithstanding any other provision, the Treasurer may be appointed from among the members of the Board of Directors or from the staff of the Regional Town of Cap-Acadie.

## **20. FINANCIAL YEAR**

The Corporation's fiscal year begins on January 1st of each year and ends on December 31st of each year.

## **21. EXECUTION OF DOCUMENTS**

- 21.1 The Corporation's cheques and banking documents are executed by the Treasurer and another member of the Executive Committee.
- 21.2 All contracts and other documents requiring the signature of the Corporation must be signed by the President and Secretary.
- 21.3 The Board of Directors may also delegate the signature of any document for a special purpose, to any other officer or person, even if outside the company, but this authorization is valid only for the purpose to which it relates.

## **22. COMMITTEES**

- 22.1 The Board of Directors may create standing committees and delegate powers and responsibilities in certain areas.
- 22.2 The Board of Directors appoints the members and determines the terms of reference of the committees. Any vacancy will be filled by the Board of Directors.

## **23. WAGES AND REMUNERATION**

The Board of Directors determines the salaries and remuneration of all persons in the service of the Corporation, which must be confirmed at an annual meeting.

## **24. REGULATIONS AMENDMENTS**

- 24.1 The Board of Directors may submit any proposed amendment to the regulations of the Corporation at an annual or special meeting of members.
- 24.2 The text of any proposed amendment must be communicated to members at the same time as the notice of meeting.
- 24.3 The draft amendment is adopted if it obtains 2/3 of the votes cast.

24.4 The regulations of the Corporation may also be amended by a vote of 2/3 of the members of the Board of Directors at a special meeting of the Board. Any such amendment shall remain in force until the next annual meeting of members, at which time it must be ratified or rejected by the members in accordance with article 24.3.

This regulation was adopted on the 29th day of January 2024.

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**President - Serge Léger**

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**Secretary - Carole Friolet-Landry**