

Bylaws:

THE SUSSEX SHARING CLUB INC.

A by-law relating generally to the conduct of the affairs of

THE SUSSEX SHARING CLUB INC.

BE IT ENACTED and it is hereby enacted as a by-law of the SUSSEX SHARING CLUB INC. (hereinafter called the "Company") as follows:

1. The head office of the Company shall be in the Town of Sussex and surrounding Areas in the County of Kings and Province of New Brunswick and at such place therein as the Directors of the Company may from time to time by resolution determine.
2. The seal, an impression of which is stamped in the margin hereof, shall be the seal of the company.
3. Membership shall be open to any resident in the County of Kings and Province of New Brunswick of the full age of nineteen (19) years or over, who acknowledges and adheres to the objects of the Company as specified in the Letters Patent incorporating THE SUSSEX SHARING CLUB INC. and who is prepared to participate and assist in its activities and functions.

BOARD OF DIRECTORS

4. The affairs of the Company shall be managed by a minimum of six (6) and a maximum of twelve (12) Directors.
5. The qualifications of a Director shall be the holding of a regular membership in the Company and activity participating and assisting in its programs.
6. The Directors' term of office shall be for a three (3) year period from the date of the meeting at which they are elected or appointed or until their successors are elected or appointed. So long as a quorum of Directors remain in office, any vacancy occurring in the Board of Directors may be filled by such Directors as remain in office. A person appointed by such Directors as remain in office to fill a vacancy in the Board shall hold office for the balance of the unexpired term of the vacating Director.
7. The office of a Director shall ipso facto be vacated if by notice in writing to the Company, accepted by resolution of the Directors, they resign their office.
8. A Director shall be deemed to have offered their resignation in writing to the Company if they fail to attend three (3) consecutive duly called meetings of the Board of Directors.
9. Election of Directors shall be by secret ballot. The Directors whose term is expiring shall retire at the annual meeting at which the Directors are to be elected but shall be eligible for re-election. A retiring Director shall retain office until the dissolution or adjournment of the meeting at which their successor is elected.
10. Meetings of the Board of Directors may be held at any place and no formal notice shall be necessary if all the Directors are present, or if the Director absent has signified their consent to such meetings. In other cases, Directors' meetings may be formally called by the President or by the Secretary on the direction of the President. Notice of such meeting shall be delivered or mailed by regular post to each Director to their address in the Company Registry not less than two days before the meeting is to take place.
11. For the first meeting of the Board of Directors to be held immediately following the election of Directors at an annual or special general meeting of members or for a meeting of the Board of Directors at which a Director is appointed to fill a vacancy on the Board, no notice of such meeting shall be necessary to the newly elected or appointed Director or Directors in order to legally constitute the meeting provided a quorum of the Directors is present.

12. Fifty percent (50%) of the Directors shall form a quorum for the transaction of business. Questions arising at any meeting of Directors shall be decided by a majority of votes. In the event of an equality of votes, the Chairman of the meeting shall have a vote.

OFFICERS

13. There shall be President, Vice-President, Secretary, Treasurer and such other officers as the Board of Directors may by resolution appoint. The offices of Secretary and Treasurer may be held by one person.

14. The President and Vice-President shall be elected by the Board of Directors from among their number at the first meeting of the Board of Directors after the annual election of Directors.

15. The Secretary, Treasurer and other officers need not be members of the Company and of the Board of Directors and may be appointed by resolution of the Board of Directors.

16. The President shall, when present, preside at all meetings of the Company and the Board of Directors and shall be the Chief Executive Officer of the Company, with powers to delegate to the Vice-President and shall be responsible as such to the Board of Directors.

17. The Vice-President shall be vested with the powers and shall perform all the duties of the President in the absence or inability or refusal to act of the President.

18. The Secretary shall be ex-officio clerk of the Board of Directors. They shall attend all sessions of the Board and record all facts and minutes of all proceedings in the books kept for that purpose. They shall be the custodian of the seal of the Company and of all books, papers and records belonging to the Company which they shall deliver only when authorized by resolution of the Board so to do and to such person as may be named in the resolution and they shall be ex-officio secretary of special and annual meetings of the Directors and members.

19. The Treasurer shall be ex-officio Assistant Secretary and shall be vested with all the powers and shall perform all the duties of the Secretary in the absence or inability or refusal to act of the Secretary. The Treasurer shall ensure the full and accurate accounts are kept of receipts, disbursements, funds and investments of the Company, shall be responsible for the Company's banking and general financial business and the preparation of financial statements annually as required by the Board of Directors.

ANNUAL AND GENERAL MEETINGS OF MEMBERS

20. (a) The annual general meeting of the members will be held in the Town of Sussex at such time and place as may be determined by the resolution of the Directors.

(b) A special general meeting of members of the Company shall be held for the transaction of business whenever the President so directs or whenever five regular members of the Company in writing request the President to call a special general meeting.

21. Public notice or advertisement or mail by regular post to each member to their address in the Company Registry not less than ten days before the meeting is to take place for the members' meeting, annual or special, giving notice of the time and place of the meeting.

22. Meetings of members may be held at any time and place without notice if all the members of the Company are present there or represented by proxy, duly appointed, or waive notice thereof in writing or by telegram, and at any such meetings any business may be transacted which the Company at a duly called meeting of members may transact.

23. A quorum for a meeting of members is six (6) members present in person or by proxy.
24. At all meetings of members each regular member shall be entitled to one vote, and may vote by proxy; the holder of such proxy must themselves be a regular member and before voting must produce and deposit with the Secretary a sufficient appointment in writing from their constituents.
25. At all meetings of members every question shall be decided in the first instance by a show of hands of the regular members unless a secret ballot be demanded by any regular member.
26. Upon a show of hands every regular member present in person or by proxy shall have one vote and unless a secret ballot be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the book of proceedings of the Company shall be sufficient evidence of the fact without proof of the number or proportion of the voices recorded in favor of or against such resolution. The results of such show of hands as declared by the Chairman shall be deemed the decision of the Company in general meeting upon the matter in question.
27. The demand of a secret ballot may be withdrawn, but if a secret ballot be demanded and not withdrawn, the question shall be decided by a majority of the regular members present in person or by proxy and such secret ballot shall be taken in such a manner as the Chairman shall direct and the results of such secret ballot as declared by the Chairman shall be deemed the decision of the Company in general meeting upon the matter in question.
28. In the event of an equality of votes, the Chairman of the meeting shall have a casting vote.
29. The order of business for the annual meeting of the members of the Company shall; be as follows:

1. The meeting shall be called to order by the Presiding Officer
2. Reading and disposal of the minutes of the preceding meeting
3. Business arising out of the minutes
4. Report of Committees
5. Report of Directors
6. Consideration of financial statements
7. Election of Directors
8. New Business
9. Adjournment

MISCELLANEOUS

30. All contracts, documents or instruments in writing as require execution by the Company shall be executed by the President or the Vice-President and the Secretary or Treasurer.
31. The Company's bank accounts shall be kept in such a bank or banks or trust companies or credit union as the Directors may from time to time determine and the operations of such bank account shall be regulated by the Board of Directors as they may from time to time determine.
32. The Board of Directors may by resolution appoint any person to represent the Company on any particular occasion or in respect of any matter whatsoever.
33. The fiscal year of the Company shall end on a day to be determined by resolution of the Board of Directors. The Board of Directors may from time to time appoint a firm of Chartered Accountants auditors of the Company.

INDEMNIFICATION OF DIRECTORS

34. Every Director, their heirs, executors, estate and effects, respectively, may from time to time and at all times be indemnified and saved harmless out of the funds of the Company from and against all costs, charges and expenses whatsoever which such Director sustains or incurs in or about any action, prosecuted against them for or in respect of any act permitted by them in or about the execution of the duties of their office; and also from and against all costs, charges and expenses which they sustain or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default, about or in relation to their duties as Director of the Company.

CHANGING OF BYLAWS

35. The members of the Board may from time to time repeal, amend and re-enact these by-laws, but in case such changes being made by the Board, the same, unless in the meantime confirmed by a special general meeting duly called for the purpose only have force until the annual general meeting of the Company, and if not confirmed there at shall from time to time then cease to have any force.

ENACTED by the Board of Directors this 18th day of February, A.D. 1987

End of Bylaws