

## **Solar NB Solaire Inc. (SNBS)**

### **Proposed By-laws (January 6, 2025)**

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# **1. Interpretation**

1.1 Legislation: When interpreting these by-laws, words and expressions have the same meaning as when used in the *New Brunswick Companies Act*, unless the context requires another interpretation.

1.2 Definitions: In these by-laws unless there is something inconsistent in the subject or context:

a) "Company" means Solar NB Solaire Inc., which may be abbreviated as "Solar NB", or "NB Solaire", or "SNBS".

b) "Special Resolution" means a resolution passed by not less than three-fourths of members entitled to vote at a general meeting of which fourteen (14) days' notice was given specifying the proposed special resolution.

1.3 Headings: The division of these by-laws into sections and paragraphs and the insertion of headings and indexes are for convenience and do not affect the interpretation of the by-laws.

# **2. Membership**

2.1 Classes and Conditions of Membership: The Company has the following classes of membership. The Board may establish other categories of membership and their admission criteria.

a) "Regular Member" means any individual, corporation, government or other entity that supports the objects of the Company, agrees to abide by the Voluntary Code of Ethics, satisfies any other requirements for admission, and pays the dues established by the Board.

i. A Regular member in good standing or its named designate is entitled to one vote on all matters at member meetings and may seek election to the Board.

b) "Supporter Member" means any individual, corporation, government or other entity that supports the objects of the Company, agrees to abide by the Voluntary Code of Ethics, satisfies any other requirements for admission, and pays the dues established by the Board.

i. A Supporter member in good standing or its named designate is entitled to attend

member meetings but may not vote or seek election to the Board.

2.2 Application: The Board may establish rules and policy for membership applications by individuals, corporations, governments or other entities interested in furthering the objects of the Company.

- a) Every application for membership shall be submitted in the form prescribed by the Board.
- b) The Board or its designate must approve all applications for membership before membership may be granted.
- c) A decision to refuse admission shall be communicated in writing to the applicant.
- d) The applicant may appeal a refusal of admission to membership by writing to the Board within thirty (30) days of the refusal.
  - i. The Board will review the appeal within thirty (30) days.
  - ii. The decision of the Board is final.

### 2.3 Register

- a) A register of members for each membership classification will be kept at the head office of the Company.
- b) It is the responsibility of the Member to ensure that their contact information in the Company's register is current, complete and correct.

2.4 Rights of Members: A member in good standing is entitled to receive notice of member meetings, attend member meetings, and exercise other rights and privileges given to members in these by-laws.

2.5 Fees: Members shall pay fees applicable to their class of membership as determined by the Board.

- a) The Board may levy other fees for determined purposes and amounts.
- b) Voluntary or involuntary withdrawal does not entitle a member to a refund of paid fees, except at the discretion of the Board.

### 2.6 Transferability, Resignation, Suspension, Cancellation, Obligations, and Readmission of Members

a) Transferability: Membership is not transferable and automatically terminates on insolvency, expiry, resignation, cancellation, death, or otherwise in accordance with the by-laws.

- i. Notwithstanding the foregoing, a Regular Member may designate another person therefrom as its voting member.

b) Resignation: Members may resign from the Company by providing written notice and the resignation is effective when accepted by the Board.

c) Suspension or Cancellation: Where fees are not paid within a time established by the Board and where notice has been sent, the Board may suspend or cancel a membership.

- i. A suspended or cancelled member may not apply for reinstatement until all fees are paid and any other conditions are fulfilled to the Board's satisfaction.
- ii. The Board may suspend or cancel a membership for breaches of the by-laws or the Voluntary Code of Ethics. A member so charged will be given notice of a meeting to

address the suspension or cancellation, and the charged member may make representations at that meeting.

iii. The Board may cancel the membership of a corporation if the objects of the corporation conflict with the objects of the Company or its practices are objectionable to the Company.

iv. The Board will deliver written notice of a suspension or cancellation to the member, and that decision will be final.

v. No member or former member may commence legal proceedings to alter a decision of the Board with respect to membership.

d) Continuing Obligations: The termination of membership by cancellation, suspension, resignation, or otherwise does not excuse any debts or obligations that existed prior to the termination.

e) Readmission: A former member may apply for readmission by submitting a request in the form prescribed by the Board.

i. All fees payable at the time of cancellation, and any new fees assessed by the Board, must be paid in full and any other conditions imposed must be fulfilled to the satisfaction of the Board.

2.7 Meetings of Members: There shall be Annual General and Special Meetings of members.

a) Annual General Meeting: The Annual General Meeting shall be held within six (6) months of the fiscal year end and at any time or place in the Company's jurisdiction.

i. At the Annual General Meeting the Board shall report to the membership on its activities and shall request the adoption of financial statements for the last fiscal year, appoint the auditors, present a slate of nominees for election to the Board of Directors, and address any other business that may properly be brought before the meeting.

b) Special Meeting: A Special Meeting may be called at any time by the Board for any purpose.

i. A Special Meeting shall be convened by the Board if a written petition is issued, signed by twenty-five (25) percent of the voting members in good standing stating the purpose of the meeting.

ii. A Special Meeting shall be held within thirty (30) days of receiving the petition.

iii. Discussion at a Special Meeting is limited to the initial purpose of the meeting unless a majority of those members present agree to introduce other agenda items.

c) Electronic communications:

i. If all the members of the Company consent thereto generally or in respect of a particular meeting and each has adequate access, a member may participate in a meeting of the members by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a member participating in such a meeting by such means is deemed to be present at the meeting.

ii. Provided further that at the outset of each meeting referred to in the foregoing subsection, the Chair of the meeting shall call roll to establish quorum and whenever votes are required, and unless a majority of the members present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.

2.8 Resolutions in Lieu of Meetings: If all voting members agree to and sign a resolution or special resolution, it will be as valid as one passed at a meeting.

- a) It is not necessary to give notice for a resolution in lieu of a meeting.
- b) The date on the resolution shall be the date it is passed.

2.9 Notice: The time and place of every Annual General or Special Meeting shall be given to each member fourteen (14) days before the date fixed for the meeting.

- a) All notices shall contain the time, place, and proposed business of the meeting, including the text of any special resolution or by-law to be considered.
- b) Notices shall be delivered by regular mail, registered mail, facsimile or email.

2.10 Quorum: A quorum for the transaction of business at any Annual General or Special Meeting shall be ten (10) voting members in good standing, or one third of regular members, whichever is less.

- a) If within thirty (30) minutes of the time appointed for a meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct.
- b) If the number of Members at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

2.11 Voting: Resolutions at an Annual General or Special Meeting may be passed by simple majority of the votes cast by members in good standing, unless the issue must be decided by special resolution.

- a) In the event of a tie, the motion is lost.
- b) At member meetings, questions will be decided by a show of hands unless a poll is demanded.
- c) No Member is entitled to vote by proxy on any matter.

## **3. Board, Officers, and Committees**

3.1 Powers: The management of the activities of the Company is vested in the Board of Directors which, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon it, may exercise powers and do acts that are not by Statute expressly directed or required to be done by the Company in a General Meeting. In addition, the Board of Directors may:

- a) Engage an administrator and to determine its duties, responsibilities, and remuneration;
- b) Appoint committees that will in its discretion benefit the Company; and
- c) Interpret the intent of any by-law, rule, regulation, resolution, or report in connection with the Company and determine any dispute in that regard.

3.2 Composition and Eligibility: In order to be elected as a Director, a person must be an individual or designate of a Regular Member in good standing.

a) The Board may also, at its discretion, accept nominations for Directors-at-Large who are not designated by a Regular Member and who support the objects of the Company and bring additional skills or perspectives that are advantageous to the Company.

i. The number of Directors-at-Large on the Board may not exceed the number of Directors designated by Regular Members.

3.3 Number of Directors: The number of elected Directors shall be no less than three (3) and no more than nine (9).

a) The Board may alter the number of elected Directors within the minimum and maximum.

3.4 Terms/Continuity: Directors are elected for two (2) year terms and take office immediately following the Annual General Meeting at which they are elected.

a) The terms are staggered and no Director may serve more than three (3) consecutive terms or six (6) consecutive years.

b) Directors who have served the maximum number of consecutive terms are not eligible for re-election for a period of one (1) year following the end of the final term.

c) Notwithstanding the term limits in a) and b) above, the Board may implement a transition process upon the introduction of term limits that may see some Directors elected for one (1), or two (2) year terms in order to create a staggered rotation schedule.

### 3.5 Nominations

a) Nominating Committee: Each year the Board shall appoint a Nominating Committee chaired by a Director or former Director and including up to two (2) other Regular Members in good standing who are not seeking election to the Board.

i. The Nominating Committee is responsible for presenting a slate of candidates for election to the Board.

ii. Candidates shall be for Director vacancies and may also be for Director-at-Large vacancies.

b) Nominations: The Nominating Committee will make a call for nominations at least sixty (60) days before the Annual General Meeting.

i. In addition to nominees identified by the Nominating Committee, individuals may nominate themselves or others in the form prescribed by the Nominating Committee.

ii. All nominations must be filed with the Nominating Committee at least thirty (30) days before the Annual General Meeting.

3.6 Elections: All duly nominated candidates shall be included on the slate for election of Directors at the Annual General Meeting.

a) In the event of more nominees than positions, an election will be held.

i. The ballot shall identify in alphabetical order the names of candidates for available positions and the number of Directors, and Directors-at-Large if any, to be elected for the available positions.

ii. Each Regular Member who is eligible to vote shall have one vote for or against each candidate.

b) In the event the election is being held by mail-in or electronic ballot, the Nominating Committee shall, no less than thirty (30) days prior to the Annual General Meeting, mail ballots to members who are eligible to vote.

i. Ballots must be returned to the Company no less than five (5) days prior to the Annual General Meeting.

c) For an election, however held, the Nominating Committee will appoint three (3) scrutineers who are not candidates for election to the Board.

d) The scrutineers will count the votes and report to the membership in accordance with procedures prescribed by the Board.

e) Directors will be declared elected based on a plurality of votes cast, as verified by the scrutineers.

### 3.7 Removal or Resignation

a) Resignation: A Director may resign in writing to the Chair or the Secretary and such resignation is effective when received.

b) Deemed Resignation: If a Director is absent from three (3) consecutive Board meetings, the Director is deemed to have resigned.

i. The Board, in its sole discretion, may accept the resignation and establish the effective date.

c) Removal: A Director may be removed from office before the expiration of the term by a special resolution of members present and voting at a Special Meeting of members duly convened for that purpose.

i. A Director whose membership has been cancelled shall be removed from the Board.

3.8 Vacancies on the Board: So long as a quorum of Directors remains in office, vacancies on the Board may be filled by the Directors from among the qualified members of the Company if they see fit to do so until the next Annual General Meeting. Otherwise, the vacancy will be filled at the next Annual General Meeting at which the Directors are elected.

3.9 Meetings of the Board: The Board shall meet at least four (4) times per year at such times and places and using whatever communication methods as the Chair designates, providing the methods are acceptable to a majority of Directors.

a) The Board shall meet following the Annual General Meeting to name its Officers.

### 3.10 Electronic communications:

a) If all Directors consent thereto generally or in respect of a particular meeting and each has adequate access, a Director may participate in a meeting of the Directors by means of such conference telephone or other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

b) Provided further that at the outset of each meeting referred to in the foregoing subsection, the Chair of the meeting shall call roll to establish quorum and whenever votes are required, and unless a majority of the Directors present at such meeting otherwise require, adjourn the meeting to a predetermined date, time and place whenever not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality.

3.11 Notice of Board Meetings: If the Board sets specific days and times in any month for regular meetings, no further notice is required provided that such dates and times have been communicated to all directors, otherwise at least 48 hours' notice is required.

3.12 Quorum for Board Meetings: At least two-thirds (2/3) of the Directors shall be present at Board meeting for the valid transaction of business, provided the number of Directors present is at least three (3).

a) If the number of Directors at a meeting falls below quorum, there can be no further transaction of business until a quorum is again present, except to set the date of the next meeting.

3.13 Voting at Board Meetings: All matters shall be decided by a simple majority of the votes cast except as otherwise required by these by-laws.

a) Proxies are not accepted at Board meetings.

b) In the event of a tie, the motion is lost and may not be reintroduced until the next Board meeting.

3.14 Resolutions in Lieu of Meetings: If all Directors agree to and sign a resolution, it will be as valid as one passed at a meeting.

a) It is not necessary to give notice for a resolution in lieu of a meeting.

b) The date on the resolution shall be the date it is passed.

3.15 Officers: The Board shall elect from among its Directors the following Officers: Chair, Vice Chair, Secretary, Treasurer.

a) Except for the Chair, the same person may hold more than one officer role.

3.16 Terms of Officers: All Officers shall serve a one (1) year term or until their successors are elected.

a) At the Board's discretion, Officers may be re-elected to the same office for one (1) additional consecutive term.

3.17 Duties of Officers: Duties of Officers are such as their titles would generally indicate:

a) Chair: Calls and chairs meetings of the Board and membership, implements policies governing the Board, and is an ex-officio member of all Committees except the Nominating Committee;

b) Vice Chair: Fulfills the role of Chair in the Chair's absence, disability, or refusal to act and normally assumes the Chair at the end of the term.

c) Secretary: Ensures that all books and records of the Company required by the Act or by-laws are regularly and properly maintained. The Secretary also:

i. ensures that minutes of proceedings at members' and Directors' meetings are entered in the books, and ensures notice is served to all members, Directors, and auditors;

ii. is the custodian of the seal; and

iii. ensures that the annual returns, records of special resolutions, and lists of Directors for the Company are filed within the time specified in the Act.

d) Treasurer: Ensures that proper accounting records as required by the Act are kept and that appropriate financial controls and processes are in place and may report to the Board on the financial position of the Company.

3.18 Vacancies of Officers: The Board may fill vacancies of Officers from among the Directors to serve until after the next Annual General Meeting at which the Directors are elected.

3.19 Removal of Officers: The Board may remove an Officer before the expiration of the term.

3.20 Committees: The Board may appoint individuals to Committees and Task Forces to manage certain activities of the Company and report to the Board.

a) Subject to terms of reference established by the Board, Committees and Task Forces have the power to fix their quorum, meetings, and their own rules of procedure;

b) Committees and Task Forces shall keep a record of their meetings and shall report the results of their work to the Board in the form and timelines requested by the Board.

3.21 Indemnification:

a) Each Director or Officer holds office with protection from the Company. The Company indemnifies each Director or Officer against all costs and charges that result from any act done as a Director or Officer for the Company. The Company does not protect any Director or Officer for acts of fraud, dishonesty, or bad faith.

b) No Director or Officer is liable for the acts of any other Director, Officer, or employee. No Director or Officer is responsible for any loss or damage due to the bankruptcy, insolvency, or wrongful act of any person, firm, or corporation dealing with the Company. No Director or Officer is liable for any loss due to an oversight or error in judgment, or by an action when acting as a Director or Officer of the Company, unless the act is fraud, dishonesty, or bad faith.

c) Directors and Officers can rely on the accuracy of any statement or report prepared by the Company's auditor. Directors and Officers are not liable for any loss or damage because of acting on that statement or report.

## 4. Financial and Contractual Matters

4.1 Fiscal Year: The fiscal year of the Company concludes on the 30<sup>th</sup> day of November in each year.

4.2 Audit: At each Annual General Meeting, members shall appoint an auditor to review the Company's accounts and to report to the members as to the financial position of the Company at each Annual General Meeting.



a) Auditors/Reviewers will hold office until the next Annual General Meeting and the Board may fill any casual vacancy in that office.

b) The Board will set remuneration of the Auditors/Reviewers.

4.3 Contracts and Documents: Contracts, deeds, bills of exchange, and other instruments and documents may be executed on behalf of the Company by two (2) officers or persons authorised by the Board.

4.4 Deposit of Funds: The Company's funds shall be deposited for safekeeping with one or more Canadian Chartered Banks, Trust Companies, or other financial institutions as determined by the Board.

4.5 Borrowing Powers: The borrowing powers of the Company may be exercised by special resolution of the members.

4.6 Remuneration: Directors may not receive remuneration for acting in that capacity on behalf of the Company.

a) Directors and volunteers may be repaid for out-of-pocket expenses reasonably incurred in the discharge of their duties as determined by the Board.

b) Directors are not prevented from serving the Company in other capacities and receiving compensation for such services.

## 5. Language Policy

Whereas the Company has undertaken a commitment to offer services in both English and French, the following measures and guidelines are hereby established and will be adhered to when capacity and resources allow.

5.1 Formal identification: Bilingual materials will be used to convey a bilingual image. (for example, logo, letterhead, electronic signature blocks, business cards, signage)

5.2 Written communications

a) Information, advertisements and promotional material

i. A bilingual format is to be used whenever possible.

ii. Brochures, pamphlets and all promotional material for general distribution will be made available in both official languages.

iii. Publications will include the appropriate version of the following notice: "This document is also available in English" or "Ce document est également disponible en français."

iv. When a publication is produced in one language only, serious consideration will be given to providing a summary in the other language.

v. Advertising will be done in both English and French-language media.

b) Correspondence

i. Mail from members or the public will be answered in the official language used in the original request.

ii. When initiating correspondence, the language preference of the individual to be addressed will be determined and respected.

iii. Language preference will be indicated in the Company's database.

c) Forms and contracts

i. All forms used by members and clients will be made available in English and French, preferably in a bilingual format. If separate English and French versions are produced, there must be an indication that the form is available in the other language.

ii. Contracts will be available in both English and French.

iii. Contracted service providers shall be required to provide their services in both English and French.

d) Newsletters, bulletins and publications

i. Newsletters, bulletins, publications and other documents, such as by-laws and regulations, will be made available in English and French.

ii. Publications produced in separate versions will indicate their availability in the other language.

iii. When a publication is produced in one language only, serious consideration will be given to provide an abstract in the other language.

e) Website

i. All website material will be created in both English and French.

ii. Website updates will be made simultaneously in both languages.

f) Media relations

i. All press releases will be produced in English for the English media and in French for the French media and released at the same time.

5.3 Oral communications

a) Pre-recorded telephone messages: All voice mail messages will be recorded in both official languages.

b) Meetings, conferences and other events

i. When holding meetings, conferences or other events, efforts will be made to ensure that participants feel free to use the official language of their choice.

ii. When holding a promotional activity or event, a bilingual image will be projected (for example, signage, publications and services available in both languages).

iii. Welcome speeches at public and official events will be given in both English and

French.

iv: Meetings and events will be chaired bilingually and presenters will be made aware of the language requirements of participants.

v: Press conferences held in one of the official languages will have a spokesperson in the other language.

#### 5.4 Organisational procedures

##### a) Board of Directors

i. All verbal or written information requests concerning the business of the Board will be answered in the language of the request.

ii. Participants in meetings of the Board of Directors are free to express themselves in the language of their choice.

iii. Both official language groups will be represented on the Board.

##### b) Various operational and executive committees

i. All verbal or written information requests concerning the business of the various committees will be answered in the language of the request.

ii. Participants in meetings and activities are free to express themselves in the language of their choice.

iii. Both official language groups may be represented on the various committees.

##### c) Annual general meeting

i. All information related to the annual general assembly (for example, invitation, notices, agenda, minutes) will be distributed in both official languages.

ii. During the annual general assembly, members are free to express themselves in the language of their choice.

iii. Simultaneous interpretation will be made available as required.

iv. The invitation to the annual meeting shall be issued in both official languages.

#### 5.5 Bilingual positions

a) Positions will be designated bilingual as required.

b) Linguistic requirements for designated bilingual positions and a linguistic evaluation process will be established.

c) Targeted recruitment procedures will be used to assist in the hiring of qualified bilingual personnel.

## 6. Miscellaneous Matters

6.1 Registered Office: The registered office of the Company shall be in the Town of Traceyville in the Province of New Brunswick or in such other place in New Brunswick as the Board determines.

6.2 Inspection of Books and Records: The following Company records may be inspected by a member who has given reasonable notice and has arranged a satisfactory time with the person having charge of them: Objects, By-laws, Minutes of Member Meetings, Register of Members at place of business, Register of Directors and Officers, Policies adopted by the Company, and Audited Financial Statements.

6.3 Notice: To send notice to a member or Director for any meeting, the address is the last known physical or electronic address in the Company's register.

a) Notice may be delivered personally, by electronic transmission, by prepaid mail, or by any other method.

b) A notice sent by prepaid mail has been sent when deposited in the public letterbox unless postal service has been disrupted by strike or lock-out, in which case the notice must be delivered by an alternate means approved in these by-laws.

c) A notice sent by electronic transmission has been sent at the time of sending.

d) No error or omission in giving notice of an Annual General or Special, Directors, or any other meeting will invalidate the meeting or make void its proceedings, and any member or Director may waive or abridge notice of a meeting and may ratify proceedings from that meeting.

6.4 Procedures at Meetings: At all Annual General, Special, and Directors' meetings procedural matters not specifically addressed in these by-laws or in Board policy shall be governed by Robert's Rules of Order.

6.5 Rules and Regulations: The Board may make, amend, or repeal Rules and Regulations relating to the management and operation of the Company as it deems expedient, provided they are not contrary to the provision of the Act or the by-laws.

6.6 Winding Up: The Company shall not be voluntarily wound up unless the Members at a meeting called for that purpose pass a special resolution to that effect.

a) If the Company is wound up, all assets remaining after payment of debts shall be distributed to one or more charitable organisations or to a municipal, provincial, and/or federal government.

b) Any distribution shall ensure that no direct benefit accrues to any member of the Company.

6.7 Amendment of By-laws: The by-laws of the Company may be repealed or amended by resolution passed by a majority of Directors at a Board meeting and sanctioned by a special resolution of the members in good standing voting at a meeting duly convened for that purpose.