

BYLAW NO.1, NEW BRUNSWICK BRANCH

CPFNB Bylaw No. 1 is deemed to be consistent with, and to reflect the sense and meaning of, the Canadian Parents for French National Bylaw. The CPF National Bylaw No.1 is available online at: cpf.ca/en/files/CPFBylaws-2026-1.pdf. Where the National and Branch Bylaws are silent, CPF will comply with what is written under the Canada NFP Act.

PART 1 - INTERPRETATION AND APPLICATION

1.1 Interpretation

- a) In this Bylaw, unless it is otherwise stated, words in the singular include the plural and vice-versa, and the use of the masculine or feminine form is intended to denote both genders.
- b) All words and expressions used in this Bylaw shall have the usual meaning given to them, unless otherwise specified.
- c) Other than as specified in b), words and expressions defined in the Act have the same meanings when used in these by-laws.
- d) CPFNB Bylaw No. 1 is deemed to be consistent with the ends statements of CPF as a whole.

1.2 Corporate Seal

The New Brunswick Branch of Canadian Parents for French (hereinafter CPFNB) shall have a corporate seal in such a form as authorized by the Branch Board of Directors and shall be safeguarded in the Branch Office. The CPFNB Branch is incorporated in the province of New Brunswick. (1.1B)

1.3 Definitions

In this by-law and all other rules, regulations and policies of the CPFNB, unless the context otherwise requires:

“Act”, means the Companies Act of New Brunswick, R.S.N.B. 1973, c. C-13.

“Adult” means a person having reached the age of majority, that is nineteen (19) years of age or older in New Brunswick.

“Affiliate Chapter” means an organized group of no fewer than six (6) voting members residing in New Brunswick created at the discretion of the Branch Board of Directors.

“Affiliate Member” is an individual who resides outside of Canada and has no voting rights.

“Annual General Meeting”, otherwise referred to as the AGM, is a mandatory yearly public gathering of CPFNB’s Board of Directors, interested members and stakeholders.

“Associate Member Organization (AMO)”, means an organization or group whose membership in CPFNB allows access to services and information from Canadian Parents for French New Brunswick Branch, for a maximum of fifteen (15) of their members. AMOs do not have voting rights.

“Branch”, unless otherwise specified, means the New Brunswick Branch of Canadian Parents for French, whose recognition requires a CANADIAN PARENTS FOR FRENCH Proposed Bylaw Amendments May 2020 BYLAW NO.1, NEW BRUNSWICK BRANCH May 2020 membership at

least two (2) Chapters and twenty- five (25) members.

“Branch Board” means the elected Board of Directors of CPFNB.

“Chapter” means an organized group of (ten) members residing in New Brunswick whose chapter activities are administered in accordance with the CPFNB Bylaw.

“Chairperson” means the person chosen to chair meetings of the Board, usually the CPFNB President.

“CoED” means the Council of Executive Directors comprised of all duly hired Branch of Executive Directors and the National Executive Director.

“CoP” means the Council of Presidents comprised of all duly elected Branch Presidents and the National President. The Branch Vice President and National Vice President can be asked to serve as respective designates. Vice Presidents may be invited to attend specific meetings with their respective Presidents.

“Director” means a member of the Board of Directors.

“Ends” comprise the operating philosophy and focus statements in accordance with the mission, vision, values and ends policy statements for the corporation.

“Executive Limitations” comprise constraints on executive authority establishing the prudent and ethical boundaries within which all executive activity and decisions shall take place.

“Ex officio” means persons who are members of a committee by virtue of some other office or position that they hold.

“Governance Process” involves setting priorities and specific rules as to how the Board of Directors conceives, carries out and monitors its own role in managing programs.

“Governance Structure” of the corporation consists of three corporate entities accountable to the wider membership: a) a National, b) a Branch, c) a Chapter Structure. Each has defined responsibilities, rights and rewards and must abide by the rules, practices and procedures ensuring proper supervision, control and information flow to serve as an integrated system.

“Member” means any adult who is interested in furthering the objects of Canadian Parents for French and whose application for admission as a member has been accepted.

“Member in good standing” means a member who has paid in full the membership dues for the relevant year of Branch activities.

“National Board” means the national Board of Directors of Canadian Parents for French, as constituted under the Canada Not-for-Profit Corporations Act and pursuant to the bylaws of the National Board.

“Notice in writing”, means notices delivered by mail, electronically or by any other method which results in a copy of the notice arriving at the last known mailing address or email address of the person for whom the notice is intended.

“Officer” means the President, Vice-President and Treasurer of the CPFNB Board, or any other individual occupying a position on the Board with defined functions.

“Ordinary Resolution” means a resolution passed by a majority not less than 50% plus one of the votes cast for that resolution.

“Place of Residence” means the province of New Brunswick, the place in which an individual files his tax return.

“Special Resolution” means a resolution passed by a majority not less than two-thirds of the votes cast for that resolution.

"Voting Delegate" means the Branch President who makes up the voting member on behalf of the Branch at the National AGM and Special General Meetings.

1.4 Property and Control

All property held on behalf of the CPFNB shall be subject to the direction of the Branch Board of Directors and managed in compliance with the Canadian Parents for French National Investment Policy. (2.3B)

PART 2 - INCORPORATION

2.1 Articles of Incorporation

- a) The New Brunswick Branch of the Corporation was constituted under the name of "CANADIAN PARENTS FOR FRENCH (NEW BRUNSWICK) INC.", a company under the Province of New Brunswick Companies Act and Letters Patent issued under the seal of the New Brunswick Minister of Justice dated the 19 day of January, 1984 and a Supplementary Letters Patent January 13, 2003.
- b) The Branch office of CPFNB is located in Sussex, New Brunswick, Canada.
- c) The Branch Board of Directors shall consist of five to seven (5-7) directors (7.1B).
- d) The CPFNB Branch of the Corporation is not registered as a charity (16.1B).

PART 3 - CAPACITY AND POWERS

3.1 Jurisdiction - Branch

CPFNB carries out its activities subject to and under the authority of the Companies Act of the province of New Brunswick and Letters Patent issued under the seal of the New Brunswick Minister of Justice, dated January 19, 1984 and a Supplementary Letters Patent, dated January 13, 2003.

3.2 Authority of Directors and Officers

The Branch Board of Directors has the authority to sign in the name of the Branch of the Corporation. (19.1B)

3.2 Authority of Directors and Officers

As set out in the Supplementary Letters Patent dated January 13, 2003, the CPFNB Branch Board of Directors has, in addition to the fulfillment of its purpose to provide educational opportunities for young Canadians to learn and use French and to provide information to the public about French educational activities outside of the classroom, the authority, among other things,

- a) to establish receive and maintain fund or funds and apply from time to time to all or part thereof and/or (sic) the income therefrom for French language learning opportunities.
- b) to use, apply, give, devote, accumulate or distribute from time to time all or part of the fund or funds of the company and/or (sic) the income therefrom for French language learning opportunities, and other like charitable purposes.
- c) to acquire, by purchase, lease, devise, or other title and to hold any real property necessary for the carrying on of its undertaking for the purpose of drawing a revenue there from (sic; see Supplementary Letters Patent, dated January 13, 2003) and to sell, lease, mortgage and dispose of and convey the same or any part thereof as may be considered advisable, provided that the said property shall be used solely for French language learning opportunities and no part of the income derived from such real property shall be payable to or otherwise available for the personal benefit of any member of the said company. (16, etc.)

PART 4 - REGISTERED OFFICE

4.1 The Branch Office of CPFNB shall be located in the town of Sussex, New Brunswick. (20.1B)

4.2 Holding Body Corporate

The National Corporation of CPF having exclusive use of the name "CPF" may at the request of a provincial or territorial body grant the right to use the name or any other name acceptable to the National Organization. Unless permission has been granted by the National Board of Directors, the name CPF shall not be used by any other body.

4.3 Subsidiary Corporate

"Branches" refers to the provincial or territorial bodies having incorporated and been granted the exclusive use of the name CPF. These bodies shall pass Bylaws and Policies which are consistent with and not conflict with those of the National Corporation. Any conflict between the two shall be resolved in favour of the National Bylaws.

PART 5 - BRANCH FINANCE

5.1 Branch Borrowing

The CPFNB Branch Board has the authority to borrow, issue, give guarantees, or mortgage on behalf of the Branch only, by ordinary resolution of the members. (28)

5.2 Ownership of Branch Property

Within the limits set by the Branch Board of Directors, expenditures for capital purposes may be made by the Branch Board or by persons authorized by the Board to do so. (31)

PART 6 - DIRECTORS AND OFFICERS OF CPFNB

6.1 Branch Directors

Branch Directors are required to be residents of the province of New Brunswick, sit in a personal capacity, and are responsible for the oversight of CPFNB and the Corporation as a whole, by upholding the mission, vision, values and ends policy statements of the Corporation. (124.1)

6.1.1 Change of Residency

Should a Director declare a change of residency and cease to be a resident of New Brunswick, notice of resignation must be given immediately to the Branch Office.

6.2 Role of the Branch Board

The CPFNB Branch Board may establish governing policies that align with those of the Corporation's National Board and that address: Ends, Executive Limitations, Governance Process, and the Board/Branch Executive Director Relationship which denotes how authority is delegated and its proper use monitored. (124.2)

6.3 Committees of the Branch Board

The CPFNB Branch Board may establish committees for purposes that are considered proper and fall within the Branch governance model. The Branch Board shall define the duties and powers of any committee of the Branch Board that it establishes and may prescribe the procedures, rules and policies to be followed. (124.4)

6.4 Branch Nominating Committee

The Branch Nominating Committee is a standing committee of the Branch Board. (124.4)

6.5 Branch Bylaws Committee

The Branch Bylaws Committee is a standing Committee of the Branch Board (124.4.2)

6.6 Removal of Committee Members

The Board Branch of Directors may by ordinary resolution remove any Committee Member.

6.6.1 Removal of Directors and Officers

The CPFNB Board may, by ordinary resolution, move to remove a Director, or Officer, or both, for actions that are deemed to be in violation of CPF bylaws or policies. (124.4.4)

6.7 Composition of Branch Board

The Branch Board of Directors shall consist of no fewer than five (5) and no more than seven (7) members. (125.1) A maximum of 2 persons from any Chapter jurisdiction may sit on the Branch Board of Directors at one time.

6.8 Membership

A Branch Director is required to be a member in good standing of Canadian Parents for French.

6.9 Term of Office

CPFNB Board Directors shall be elected annually at the Branch's AGM and they shall serve for two years until the following year's AGM. A person may be elected to the Branch Board of Directors for a maximum of eight (8) years. Terms should be staggered for continuity purposes. (128.2)

As per the Canada Not-for-profit Corporation Act, if directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected. (128.6)

6.10 Recruitment of New Members

In the spirit of succession planning, it is incumbent on the CPFNB Board to actively recruit new members on an ongoing basis.

6.11 Election of Branch Board of Directors

Branch Directors shall be elected by ordinary resolution using a secret ballot process by the members at the Annual General Meeting from a list of eligible nominees provided by the Branch Nominating Committee. (128.3)

6.12 Meeting of Directors

The Branch Board of Directors shall meet in conjunction with the Branch Annual General Meeting and at least twice on occasions other than the AGM. (136.1)

6.13 Methods of Conducting Board Meetings

In addition to meeting in-person, Board members may convene using electronic means such as audio- or video-conferencing. (136.2)

6.14 Quorum for Board Meetings

A majority of currently serving Branch Board Directors constitutes a quorum at Board Meetings. In the event of a vacancy on the Branch Board, remaining directors may continue to act, provided a quorum is met. (136.2)

6.15 Decisions Made by Consensus

Decisions taken during a Branch Board of Directors meeting are generally made by consensus, except for decisions taken with respect to special resolutions. (137.2)

6.16 Voting at Branch Board Meetings

Each member of the CPFNB Board, including the chairperson, may cast one vote with respect to each matter under consideration. Decisions on matters under consideration are usually made by ordinary resolution. (137.3)

6.17 Youth Directors

The CPFNB Branch may allow the participation of a Youth Director on the Branch Board by providing a special status to an individual not having reached the age of majority. The Board reserves the right to consider providing the Youth Director with a voting right.

6.18 Disclosure of Pecuniary Interest

Branch Board Directors shall avoid and shall disclose any circumstances in which their personal pecuniary interests conflict, or may

reasonably appear to conflict, with the interests of the Corporation. (141.1)

6.19. Power to Discipline, Expel a Member

The CPFNB Board shall have the authority to discipline any member for violating any provision of the articles, by-laws, or written policies. The CPFNB Board must consult the Branch prior to terminating the membership. A written explanation of the reasons for the discipline or for the termination of membership will be provided to the member 30 days prior to the termination taking effect. The disciplinary actions will be outlined, a window of 30 days will be provided to respond and appeal the decision. The membership is terminated after the thirty (30) day period.

6.20 Officers of CPFNB Board

Officers may hold positions for a one-year term. A Director may serve as President for a maximum of four (4) years. (132.1)

6.21 Election of Officers

The election of Officers to the Board shall be by ordinary resolution at the Branch's AGM.

6.21.1 Voting

At a meeting of the Members, voting may take place by a show of hands, except if a ballot is demanded by a Member. Voting for the positions of Directors and Officers is conducted by secret ballot. Voting decisions are by ordinary resolution.

6.22 Ceasing to Hold Office - Branch Officers

An individual shall cease to be a Branch Officer when the Board, by ordinary resolution, votes for the individual's removal for actions that are deemed to be in violation of CPF bylaws or policies. (142.1.2) Once removed from office, the Officer may also vacate his Director position on the Branch Board.

6.22.1 Termination of Membership

An individual shall cease to be a member when:

- a) A member resigns at any time by notifying the National Office in writing, effective immediately upon receipt by the National Office;
- b) A member does not renew membership within thirty (30) days of expiration;
- c) A member is expelled;
- d) A member dies.

6.23 Remuneration

No remuneration shall be paid to any elected or appointed Director, or to any person acting in a volunteer capacity for/or at the Branch level, including on committees, for services rendered to or on behalf of the CPFNB or the Corporation as a whole. (143.1)

6.24 Duties and Responsibilities of Branch Directors and Officers

The CPFNB Branch President shall, when present and able, convene and chair all meetings of the members. The Branch President may sit as an ex officio member of all Branch Committees and will be duly identified as such. The Vice President shall perform such duties as assigned by the Branch Board President or by the Branch Board of Directors. In the absence or disability of the Branch President, the Vice-President shall perform the duties and exercise the powers of the President for as long as required, or until the following AGM. The Treasurer shall oversee the financial operation of the Branch. Further responsibilities may be outlined in a policy document, as the case may be.

The Board may assign the duties of the Secretary, as required, on an "as needed" basis and is responsible for all meeting minutes. (148)

6.25 Representative as a Voting Delegate

The Branch President is recognized as the authorized person to represent the Board of Directors and the Branch Members at national meetings and is considered to be a Voting Delegate.

6.26 Representation on Branch or Chapter Board

A Branch Director may not serve concurrently as a Chapter Director, and vice-versa. Directors already serving on the Board of a Branch or one of its Chapters must resign that position before assuming the newer position.

6.27 Employees serving on a Branch Board

Paid employees may not serve on a Branch Board until a full twelve months have passed after resignation from the paid position.

PART 7 - DISSOLUTION

7.1 Dissolution of the CPFNB

In the event of the dissolution of the CPFNB, to be conducted in accordance with the Companies Act of the province of New Brunswick and any other relevant legislation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to Canadian Parents for French National Office, which is a registered charitable organization having objects that are the same as CPFNB and carrying on its business solely in Canada; no part of any property of CPFNB shall be made available to its members upon dissolution. (220)

7.2 Proposal to liquidate or dissolve CPFNB

Should CPFNB undertake the process of dissolution, it shall liaise with the National Board of the Corporation to fulfill any remaining of CPFNB's legal and financial obligations, ensure the payment of all of its liabilities relating to the dissolution and ensure the

transfer of its remaining assets, as the case may be, to the National Office. (221)

7.3 Proposing Liquidation and Dissolution of Chapters

In the event of a dissolution of a Chapter, it is the responsibility of the Chapter Board to liaise with the Branch Office to fulfill any remaining local and financial obligations that insure all dissolution costs and payments have been made. If any assets remain, these are distributed to the Branch Office.

PART 8 - MEETINGS

8.1 Branch Annual General Meetings

The Branch Annual General Meetings of CPFNB shall be held yearly at the location within the province chosen by the Board of Directors. (159.1)

8.2 Special General Meetings

The CPFNB Branch Board may call a Special General Meeting at any time, and shall call a Special General Meeting of the Branch Board and Members upon the written request of one percent (1%) or more of voting members at large. (160.3)

8.2.1 Quorum

Equal amount of eligible voting members plus one compared to the number of Directors present constitutes a quorum at an AGM or Special General Meeting.

8.3 Notice of Annual General Meetings and Special General Meetings

In order to ensure effective communication and the fullest participation of the membership as possible, notice of Branch Annual or Special General Meetings shall be conveyed to members in advance of the meeting and include details of the business to be discussed, allowing the Board

of Directors and members at large to form a reasoned judgment in relation thereto. (162.1)

8.4 General Voting Rights - Branch and Chapter

At Branch and Chapter Meetings, each member shall have the right to register one vote. (154.4)

8.5 Voting Rights at Branch Annual and Special General Meetings

CPF members may vote to elect new or incumbent Directors to the Branch Board from a slate proposed by the Branch Nominating Committee. Each individual is elected individually at the Branch AGM or Special Meeting. (154.4)

8.6 Rules governing Branch Annual General Meetings and Special General Meetings

The Branch Annual General Meeting and any Special General Meeting shall be conducted in accordance with these Branch Bylaws, and where the Bylaws are silent, in accordance with current Roberts Rules of Order. (162.9)

PART 9 - FINANCIAL DISCLOSURE

9.1 Branch and Chapter Fiscal Year

For the purposes of Financial Disclosure and reporting, the Fiscal Year for Branches and Chapters refers to that period from April 1st to March 31st of the previous year. (172.1)

9.2 Annual Financial Statements

CPFNB shall, at its AGM, submit to its membership and to the National Board its year-end audited or reviewed financial statements relating to the previous fiscal year. (172.2)

9.3 Chapter Financial Statements

CPFNB Chapters shall submit to the Branch Office a summary statement of their year-end financial statements in relating to the previous fiscal year.

PART 10 - PUBLIC ACCOUNTANT

10.1 Appointment of Public Accountant

The CPFNB Branch Board of Directors shall appoint a Public Accountant to conduct a financial review or audit for the purpose of preparing a report to members at the Branch AGM. The selection of the Public Accountant for the following year shall be ratified at the Branch AGM. (191)

10.2 Report on Branch Financial Statements

Subsequent to the completion of a financial audit or review, the CPFNB Branch Board shall report the findings thereof to its members.

PART 11 - FUNDAMENTAL CHANGES

11.1 Amendment of Branch Bylaws

The Bylaws of CPFNB that were in force immediately prior to this Bylaw, to wit **BYLAW NO. 1, NEW BRUNSWICK BRANCH**, are hereby repealed. (197.1)

11.2 Effective Date

This CPFNB Bylaw, **BYLAW NO. 1, NEW BRUNSWICK BRANCH**, shall come into effect following approval by special resolution at a Branch Annual General Meeting or Special General Meeting and upon coming into force this Bylaw shall be deemed to be the consolidated general Bylaw of Canadian Parents for French New Brunswick Branch. Chapters of the New Brunswick Branch of CPF shall be governed by **BYLAW NO.1, NEW BRUNSWICK BRANCH**, except where a Chapter is itself incorporated, as required by fundraising regulations.

11.3 Confirmation, Rejection or Amendment

Voting Members shall have the option of confirming their support for **BYLAW NO.1, NEW BRUNSWICK BRANCH**, of rejecting that bylaw or of calling for an amendment thereto.

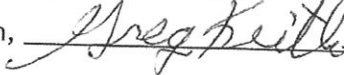
PART 12 - NOTICE TO AMEND - BRANCH

12.1 Notice of Motion or Amendment

Notice of any motion to amend or repeal CPFNB Bylaws by the Branch Board shall be forwarded, together with the proposed amendments, to the Branch President, who shall cause the notice to be circulated in writing to the Branch membership and to the Canadian Parents for

French National Office not less than sixty (60) days prior to their consideration at the Branch Annual General Meeting or Special General Meeting. Should any provision of this Branch Bylaw be inconsistent with any policy, rule or regulation of Canadian Parents for French, the provision will be brought to the attention of the membership for further consideration at the Meeting. (198.2)

Enacted by the Board at a Meeting of the Board. Confirmed by members at a Special General Meeting on February 06, 2021, at which time this Bylaw shall come into effect.

Witness the Seal of the Corporation,  President, Canadian Parents for French New Brunswick

Greg Keith, President, Canadian Parents for French New Brunswick

