

# Tantramar Seniors' College Inc.

## BY-LAW # 1

(Adopted at AGM September 5, 2017)

### Article 1: Interpretation

1.1. In these By-laws, unless the context otherwise requires, at any particular point in time:

“**Act**” means the *Companies Act*, being *Chapter C-13* of the *Revised Statutes of New Brunswick, 1973*, as it has been amended to the time in question by proclaimed amendment(s);

“**AGM**” means the Annual General Meeting of Tantramar Seniors' College Inc.;

“**Board**” means the Board of Directors of the said College in office at the time in question;

“**Charter**” means the Letters Patent as modified by any Supplementary Letters Patent that may have been granted to the said College at the time in question;

“**College**” means the company called **Tantramar Seniors' College Inc.**;

“**College Year**” means the period from September to the following August, including both months;

“**Constitution**” means the Charter, By-law # 1, and Rules, Guidelines, Policies and Regulations of the College that have been duly adopted at the time in question;

“**Executive**” or “**Executive Committee**” means the Officers of the College at the time in question;

“**Fiscal Year**” means the period from June 1<sup>st</sup> to the following May 31<sup>st</sup>, including both dates;

“**General Meeting**” means a meeting of the general membership of the College and includes the AGM and Special General Meetings;

“**Officers**” means the College President, Vice-President, Secretary and Treasurer at the time in question;

“**Regional Committee**” means a Regional Committee of the College in office at the time in question;

“**Registry**” means the Company Registry of members maintained by the College pursuant to the Act, arranged alphabetically by surname;

“**Senior**” means any person who is fifty years of age or over;

“**Territory**” means Cumberland County in Nova Scotia and Albert and Westmorland Counties in New Brunswick.

## **Article 2: Name, Status, Description, Incorporation, and Charitable Status**

2.1. This is By-law # 1 of the Tantrammar Seniors' College Inc., which was incorporated under Section 18(2) of the Act as a non-profit company without any capital stock by Letters Patent dated January 22<sup>nd</sup>, 2009 and assigned Reference Number 642550.

2.2 The College was granted status as a registered charitable organization on October 26, 2010, under Registration Number 82220 4897 RR0001, with the File Reference Number 3044866.

2.3 The College is a volunteer, seniors governed, locally operated, membership based organization providing non-credit courses for all seniors in the Territory. Members are encouraged to participate actively in the College.

## **Article 3: Statement of Purpose and Objectives**

3.1. The purpose and objectives of the College shall be:

- (a) to provide peer learning opportunities and programs for seniors;
- (b) to provide structures for seniors to share skills, knowledge, expertise and life experiences;
- (c) to be a knowledge resource to the community;
- (d) to initiate and participate in research on relevant subjects;
- (e) to enhance the quality of life for seniors by providing peer learning educational opportunities in a comfortable and affordable environment.

## **Article 4: Location of Head Office**

4.1. The College's Head Office shall be in the Town of Sackville, in the County of Westmorland, in the Province of New Brunswick, Canada, or wherever else in New Brunswick is deemed appropriate and approved by the Board.

4.2. Notice of any change in the Head Office shall be filed with The Director as defined by the Act, c/o Service New Brunswick, within fifteen days of the change.

## **Article 5: Corporate Seal**

5.1. Based on the advice of Service New Brunswick that a corporate seal is optional, the College shall not have a seal at this time.

## **Article 6: Change in Fiscal Year**

6.1. The Board may change the dates in the definition of "Fiscal Year" in Article 1, but only after first obtaining approval for the change from the Canada Revenue Agency.

## **Article 7: Membership**

7.1. The members of the College shall consist of the surviving applicants for Letters Patent of incorporation of the College and such other persons as are members in good standing at the time.

7.2. All seniors who reside in the Territory who support the purpose and objectives of the College, and such other persons as are approved by the Board, may apply for membership in it. An application for membership shall be accompanied by the annual membership fee or Board waiver of fees and must be

approved by the Membership Committee to be successful. If the application is rejected, any fees paid shall be returned.

7.3. Membership in the College shall be non-transferable.

7.4. Membership may be Regular or Contributing. Regular Members of the College shall pay annual dues as set by the Board from time to time, as a membership fee. The Board may confer Contributing Membership upon a person who has taught or co-ordinated College courses for at least the minimum period specified by the Board in the Regulations by waiving his or her annual membership fee.

7.5. Every member shall notify the College Secretary promptly of any changes in his or her email address and other contact information so that College notices can be sent to him or her. Notices sent to members at the last addresses provided by them to the College shall be deemed sufficient service.

7.6. Members of the College shall be considered to be “in good standing” if their application for membership has been approved by the Board and they have been entered in the Registry, their membership fees have been paid in full or waived, they have abided by the Constitution, and they have not been suspended or expelled from the College.

7.7. All members in good standing of the College shall be entitled to all rights, benefits and privileges of membership, including the right to attend General Meetings and to receive notice of them, the right to vote at these meetings, and such insurance coverage as the College may provide.

7.8. A member who fails to renew his or her membership when it expires, or resigns, or is expelled from the College, shall cease to be a member forthwith and his or her name shall be promptly removed from the Registry. However, the College may continue to email information to current and expired or retired members, except for those who have been expelled.

7.9. Conduct of Members: If, on the recommendation of the Membership Committee, in the opinion of, and after due consideration by, the Board, a member conducts himself or herself in such a manner as to bring discredit to the College, or causes discord within the membership, he or she may be asked to resign. The resignation request should be made only if, after discussion between the member and the Board, the conflict is not resolved. If the member resigns as requested, his or her name shall be removed from the Registry and any portion of membership fees then paid in advance shall be refunded to him or her. If a member who is asked to resign refuses to do so, the Board may refuse to accept further membership fees from him or her, thereby terminating his or her membership when it expires.

7.10. A member may be expelled from membership for cause by a two-thirds written vote by secret ballot of the members present at a duly convened meeting of the Discipline Committee, provided that at least two weeks notice of this proposed action is given to all Discipline Committee members and the accused member is provided with full details of the alleged cause and ample opportunity to defend his or her conduct at the meeting. An aggrieved party may appeal an expulsion to the Board, provided that the notice and grounds of appeal are delivered to the President within one week; the appeal shall be heard within four weeks after that.

## **Article 8: Board Directors and Executive Officers**

8.1. At each AGM, the members of the College should elect as its Board of Directors, from among its qualified members (1) the following Executive Officers: President, Vice-President, Secretary, and Treasurer, (2) one representative nominated by each Regional Committee, and (3) as many Directors at

Large as would be needed to bring the total number of Directors to a maximum of thirteen. The Board is committed in principle to having regional representation on its Board and committees, commensurate with its membership and locations where it operates. The Board shall consist of not fewer than seven Directors.

8.2. If between AGMs, there become fewer than seven Directors, a Special General Meeting shall be called to elect the missing Directors. Otherwise, if a vacancy arises on the Board, the other Directors may appoint qualified College members to those positions for the remainder of the original term of office.

8.3. Where there is a vacancy, or are vacancies, on the Board, the remaining Directors may exercise all the powers of the Board as long as there are at least seven directors.

8.4. To be qualified to serve as a Director, a person must be a member of the College in good standing who is not bankrupt, is not and has not been found to be of unsound mind, is not involved in a conflict of interest, and has not been convicted of a criminal offence as described in Section 87 (1.2) of the Act.

8.5. The term of office of Directors shall be approximately one year, beginning at the conclusion of the AGM or meeting at which they are elected or appointed and ending at the conclusion of the next AGM, provided that they may continue to serve thereafter until their successors have been elected or appointed. All Directors shall assume office at the conclusion of the AGM at which they are elected or, if not elected at an AGM, immediately following their election or appointment.

8.6. After a Director other than the President has served for four consecutive years on the Board, he or she shall be ineligible to be re-elected to the Board for at least one year.

8.7. The Board is responsible for overall policy and direction of the College and may administer its affairs in all matters and make or cause to be made for the College, in its name, any kinds of contract which it may lawfully enter into and generally, save as provided elsewhere in these By-laws, and exercise all such other powers and do all such other acts and things, including the appointment and regulation of committees of all kinds, as the College is by its Charter or otherwise authorized to exercise and do. Except for the power to amend the College's Charter and By-Laws, the Executive shall have all powers and authority of the Board to conduct day-to-day business between meetings of the Board, subject to the discretion and control of the full Board.

8.8. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings, and/or other real property, moveable or immovable or mixed, and also personal property, or any right or interest therein, for such consideration and upon such terms and conditions as they may deem advisable, subject to any real estate dealing receiving prior approval by the membership at a Special General Meeting called for such purpose, and provided that the College does not hold or acquire real property worth more than \$25,000 at any time.

8.9. The Board may from time to time adopt, amend, add to or repeal such Forms, Mandates, Policies, Procedures, Protocols, Rules, Guidelines and Regulations as it deems desirable to govern the operation of the College, provided that any such Forms, Mandates, Policies, Procedures, Protocols, Rules, Guidelines and Regulations are consistent with the Act and the College's Charter and By-laws. All policies and other guidelines designed to assist governance and day-to-day operations of the College must be approved by the Board.

8.10. Each year the Board shall establish Standing Committees as provided in the Regulations and may create ad hoc Committees, Task Forces, Advisory Boards and other such bodies, including committees dealing with Administration, Communications, Constitution, Curriculum, Discipline, Finance, Legal and Insurance Matters, Membership, Nominating, Strategic Review, and Succession Planning, as well as committees in regional locales in which it operates. The Board may appoint, remove or replace members to serve on such bodies as needed. Mandates for them shall be prescribed when such bodies are established. The term of such committees and bodies is usually until the end of the next AGM unless they are abolished before then, but unless their committee or group is abolished, its members may continue in office until they are replaced. Board appointees may be dismissed at any time without notice or cause.

8.11. The Board may appoint such officials as it deems desirable to promote the purposes of the College, including agents, editors, managers, co-ordinators, administrators and other such functionaries. The Board should set out the mandate for officials when appointing them, including whether they are entitled and expected to serve on the Board and any security to be given by them to the College. Appointed officials serve at the pleasure of the Board and may be dismissed at any time without notice or cause. The usual term of such appointees is until the end of the next AGM unless they are dismissed before then, but if they are not dismissed, appointees may continue in office until they are replaced.

8.12. The Board may hire, manage and dismiss employees to assist with administration and operations of the College, and engage professional advisors. The terms of employment should be in writing and include the duties of the employee, term of service, remuneration and fringe benefits, but reserve to the College the right to dismiss the employee or advisor at any time without cause.

8.13. Directors shall cease to act as such and resign forthwith if they cease to be a member of the College in good standing, declare bankruptcy, become or are found to be of unsound mind, are in a conflict of interest, miss three consecutive Board meetings without explanation, are convicted of a criminal offence as described in Section 87 (1.2) of the Act, or tender their resignation to the President. Officers and Directors may resign at any time for any reason. A College member in good standing who is elected to the Board, regularly participates in Board functions, and has not transgressed any of the disqualifications listed above, is a Director “in good standing”.

8.14. Any Officer or Director charged with failure to perform the duties of the office may be removed from office if approved by a two-thirds vote by secret ballot at a duly constituted Special General Meeting, provided that at least two weeks notice of this hearing is given to all members of the College in good standing and the Officer or Director is provided with full details of the alleged failure and ample opportunity to defend his or her conduct at the meeting.

8.15. The College Secretary shall maintain the minutes, records and archives of the College, notify Service New Brunswick of any change in its List of Directors within fifteen days of the change, and file its Annual Return with Service New Brunswick before the end of May.

## **Article 9: Regional Committees**

9.1. The Board may approve additional communities to offer College courses or revoke its approval of existing ones. This shall include authority to dismiss a member or members of a Regional Committee.

9.2. Each community offering College courses shall have a Regional Committee responsible for its curriculum, instructors, facilities, organization of courses and any other necessary arrangements. That

committee shall appoint a Chairperson and Vice-Chairperson and have power to add and to fill vacant positions on it.

9.3. The Regional Committee may nominate one candidate to represent it on the Board, to stand for election at the AGM, and may remove such a representative or replace him or her at any time, without cause or notice. It shall notify the College President within one week, and no later than one week prior to a scheduled meeting of the Board, of any change in its Representative or change of any of the members on the Regional Committee.

9.4. Regional Committees shall meet at least three times annually to propose curricula for the Board Curriculum Committee and Board approval.

### **Article 10: General Duties and Powers of Directors, Officers and Appointed Officials**

10.1. Directors, Officers and appointed officials are expected to discharge the duties set out in the Mandates describing their duties adopted by the Board from time to time.

10.2. All Directors and appointed officials are expected to attend meetings regularly and to carry out their duties ethically and in good faith to the College, including declaring any conflicts of interest or potential such conflicts, and withdrawing from discussing and voting on these matters.

10.3. All Directors, Officers and members of Committees, should if possible participate in all deliberations and decisions of the Board, Committee or Executive to which they belong, and shall keep confidential all College business unless authorized to divulge it.

10.4. All Directors, Officers, members of committees, and appointed officials, acting on behalf of the College and under the direction of the Board, shall be entitled to be reimbursed for authorized expenses incurred during their term of office. No Director, Officer or appointed official shall be entitled to receive any remuneration for carrying out the duties of his or her office.

10.5. The term of office of officials of the College appointed by the Board (such as the Chairpersons or members of Committees or Task Forces, agents, editors, managers, co-ordinators and administrators) shall be as outlined for their position in Mandates prescribed for them by the Board.

10.6. All Officers, officials and Committee Chairs should submit timely reports of their activities during the previous Fiscal Year for the Annual Report to the AGM.

### **Article 11: Meetings**

11.1. **Meetings** of the Board, Committees, Executive and general membership shall be held as provided in the following provisions of this Article. Meetings may also held by teleconference call if all members consent and participate, in which case all members will be deemed to be present where the call originated. In an emergency, where all members consent, they may discuss and vote upon an issue by email, which shall be as effective as if done at a meeting.

11.2. The **AGM** shall be held at the beginning of the College Year, normally in September but in any case on or before the 31<sup>st</sup> day of December, for the purpose of electing Officers and Directors, appointing an Accountant, receiving Annual Reports and Financial Statements based on the previous Fiscal Year, and transacting such other business as may be properly brought before it.

11.3. **Special General Meetings** of the members for the purpose of considering a specific and urgent matter of business which cannot be delayed until the next AGM may be called at any time by the Board and shall be called by the President within a week after a request for such a meeting made signed by at least fifteen College members in good standing is delivered to the Secretary. Any such request shall specify the purpose(s) for which the meeting is to be called and the meeting shall be held within four weeks of the date of receipt of the written request.

### **Calling and Chairing College Meetings**

11.4. If possible, the President shall call and chair **General Meetings** of the members of the College and **meetings of the Board and Executive**. If the President is unable, unwilling or unavailable to do so, the Vice-president shall call and chair such meetings. If neither the President nor the Vice-President is able, willing and available to call or chair a meeting, the Board may appoint another of its members to do so. Board meetings shall be held at least four times annually.

11.5. If possible, **Committee meetings** shall be called and chaired by the Committee Chairperson, or by a Vice-Chairperson, or by another member designated by the Committee, if the Chairperson (or Vice-Chairperson) is unable, unwilling or unavailable to do so.

### **Notice of Meetings**

11.6. Notice of meetings shall include the day, date, time, agenda and location within the Territory.

11.7. Any notices of the College shall be sent to all affected members at their addresses as shown in the current Registry either electronically, via the internet, or by Canadian postal services.

11.8. Irregularities in the notice or in the giving thereof, as well as the accidental omission to give notice to any member(s), shall not invalidate any action taken by or at any such meeting.

11.9. Notice of the AGM, including the Agenda for the meeting, shall be sent to all College members in good standing at least two weeks prior to the meeting date.

11.10. Notice to the members of a Special General meeting shall state in general terms the purpose or purposes of the meeting and be sent to all College members in good standing at least two weeks prior to the meeting date.

11.11. Notice of a Board or Executive Meeting shall be sent to all members at least five days prior to the meeting date, provided that a newly elected Board may meet without formal Notice on the day that it was elected. Also, if all members agree, they may waive formal notice of a meeting.

11.12. Notice of a Committee meeting shall be sent to all members of the Committee at least four days prior to the meeting date. If all members agree, they may waive formal notice of a meeting.

### **Quorum and Adjournment**

11.13. To validly transact any business at any Board, Committee, Executive or General Meeting of the College, a quorum must be mustered and maintained. In calculating a quorum, vacant positions shall not be included.

11.14. The quorum required for:

- (a) General Meetings to transact business is at least ten College members in good standing;
- (b) Board, Committee or Executive meetings to transact business is a majority of their members, provided that a quorum cannot be constituted by fewer than three members except in the case of a one or two member committee.

11.15. If a quorum is not mustered within fifteen minutes of the time set for a meeting to begin, the meeting shall be adjourned. If a quorum is mustered but not maintained at any College meeting, any member present may require the meeting to be adjourned and no further business may be validly transacted unless a quorum exists. The chairperson of the meeting shall try to monitor the number of members present and adjourn the meeting immediately after a quorum is lost.

### **Voting**

11.16. At all College meetings, each member of the College or Board, Committee or Executive who is present and in good standing shall have one vote, except for the Chairperson or presiding officer, provided that in the event of a tie vote at any meeting, the Chairperson or presiding officer shall cast the deciding vote. Voting by proxy is not permitted at any Board, Committee, Executive or General Meeting of the College.

11.17. A simple majority of votes cast by members present at any meeting who are entitled to vote shall carry the motion unless otherwise required by the College By-laws or Charter, the Act or any other applicable law. Abstentions shall be counted when calculating whether a majority exists.

11.18. Voting may be done verbally, by a show of hands, or by ballot. Should a counted vote or vote by ballot be requested by a member in good standing, the Chair shall appoint one or more persons to act as scrutineer or scrutineers at such meeting and have the vote conducted as requested.

### **Motions**

11.19. All proposals must be raised as motions and seconded before they may be debated or voted upon.

### **Parliamentary Rules of Order and Privacy**

11.20. All College meetings shall be governed by *Bourinot's Rules of Order*, supplemented by *Robert's Rules of Order* where necessary, in all cases to which they are applicable, provided that they are consistent with Canadian law, this By-law, the Charter of the College and any special Rules of Order that the College may have adopted at the time. Meetings of the College Board, Committees, Executive and General Membership shall not be open to the general public but specified non-members may be invited to attend by the Board, Committee or Executive.

### **Records**

11.21. Minutes shall be taken of all College meetings and be distributed within three weeks to all members of the College or its Board, Committee, or Executive that met. Records, including financial reports, shall be archived for seven years but may be destroyed thereafter.

## **Article 12: Nomination and Election of Directors and Officers**

12.1. Each year the Board shall appoint a Nominating Committee consisting of:

- (a) a Past-President of the College, or other College member appointed by the Board, who shall chair the Committee and present the Nominating Committee Report at the next AGM; and
- (b) two or more College members in good standing, at least one of whom is not a member of the Board.

12.2. To apply to be nominated as a candidate for election as an Officer or Director of the College, any College member in good standing shall read, complete, sign and submit to the Nominating Committee at least two weeks before the AGM an *Application and Consent to Stand for Election as an Officer and Director, and Certificate of Eligibility* in the prescribed form appended to By-law # 1.

12.3. After verifying that an applicant is a College member in good standing and has submitted the said form by the required deadline, the Nominating Committee shall include him or her in its list of candidates nominated for election at an AGM.

12.4. If more individuals have been nominated for Director at Large than there are Director at Large positions available, or if more than one candidate has been nominated for any of the Executive Officer positions, an election shall be conducted.

12.5. At the AGM, if only one candidate for an Office has been qualified and nominated by the Nominating Committee, he or she shall be declared elected by acclamation.

12.6. At the AGM, if no candidate for an Office other than that of a Regional Committee representative has been nominated by the Nominating Committee, nominations shall be invited from the floor.

12.7. A nomination made from the floor by any College member in good standing under the previous provision, shall be accepted as long as the nominated candidate is a College member in good standing and submits a signed *Application and Consent to Stand for Election as an Officer and Director, and Certificate of Eligibility* to the Nominating Committee immediately.

12.8. After three calls for further nominations for each unfilled Office have been made, the nominations for it shall be declared closed. If only one candidate is nominated from the floor for an Office, he or she shall be declared elected. If no candidate is nominated, the Office shall be declared vacant.

12.9. All elections shall be determined by plurality vote and votes shall be cast by ballots.

12.10. All votes shall be counted by two scrutineers appointed by the Chairman of the Nominating Committee, who shall serve as the Chief Scrutineer.

12.11. The election and installation of Officers and Directors shall be conducted by the Chairperson of the Nominating Committee.

### **Article 13: Financial Accounting**

13.1. The Board shall ensure that the College keeps proper accounting records with respect to all financial transactions of the College and, without limiting the generality of the foregoing, shall cause the College to keep records of all sums of money received and disbursed by it and the matters in respect of

which receipt and disbursement take place, all sales and purchases by it, all assets and liabilities, and all other transactions affecting its financial position.

13.2. The Treasurer shall have custody of all monies and financial records of the College. The records may be situated at another place in New Brunswick than in the Territory, if deemed necessary by the Board, as long as the records are readily accessible by the Board.

13.3. The Board shall ensure that all members annually have access to a report on the financial position of the College, in the form of a Balance Sheet and Statement of Income and Expenses, reviewed by the Accountant appointed by the College.

13.4. Before each AGM the Finance Committee members other than the Treasurer shall examine the accounts and financial records of the College to ensure the correctness of the Annual Financial Statement, which shall include a Statement of Operations and Changes in Net Assets detailing a summary of all Revenue and Expenses. The Finance Committee shall include at least one member who is at arm's-length from the Board.

13.5. Contracts: All deeds, documents, contracts, engagements, bonds, debentures, and other instruments requiring execution by the College shall be signed by any two Officers or as the Board may authorize. Save as otherwise provided in these By-laws, no Officers shall have power or authority to bind the College by any contract or engagement or to pledge its credit.

13.6. The only authorized Signing Officers for the College's bank account shall be the President, Vice-President, Secretary and Treasurer. Each year's Executive has discretion as to which of these Officers actually assume signing authority.

13.7. Any of the Executive Officers may arrange, settle, balance and certify all books and accounts between the College and its bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balance and release or verification slips.

13.8. Cheques and Drafts: All cheques or other orders for the payment of money, notes, or other evidence of indebtedness, accepted or endorsed in the name of the College, shall be signed by at least two Signing Officers, including either the President or Treasurer.

13.9. Deposits: When received, the funds of the College shall be deposited to the credit of the College into an account established with a recognized Canadian financial institution. All such accounts are to be approved by resolution of the Board.

13.10. Deposit of Securities for Safekeeping: Any securities of the College shall be held for safekeeping in an account or safety deposit-box established with a recognized Canadian financial institution and approved by resolution of the Board.

#### **Article 14: Indemnification of Directors and Officers**

14.1. All present and former Directors and Officers of the College and their heirs, executors, administrators, estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the College from and against:

- (a) all liabilities, costs, charges, and expenses whatsoever which Directors or Officers sustain or incur in or about any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them, for or in respect of any act, deed or matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their offices, except only such liabilities, costs, charges or expenses as are occasioned directly by their own wilful misconduct, intentional breach of trust, or gross negligence, so found; and
- (b) all other costs, charges and expenses that they may sustain or incur in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

14.2. In the absence of any dishonesty on his or her part, every Director who acts at the College's request shall be indemnified by the College against all losses and expenses should that person become liable to pay in respect of any claim made against him or her by reason of being a Director.

14.3. The College shall insure its Directors against liability and for defence cost coverage.

#### **Article 15: Enactment, Amendment and Repeal of By-laws**

15.1. The Board may, by a two-thirds majority vote of its members present at a duly constituted Directors meeting, enact, amend, repeal and re-enact any By-law, provided that:

- (a) any new or revised By-law is not contrary to the College's Charter, the Act or any other New Brunswick or federal law; and
- (b) such By-law, amendment, repeal or re-enactment thereof may not be acted upon unless and until confirmed by a simple majority of the members in good standing present and voting at a duly constituted General Meeting, and the College has sent notice of the motion to all its members in good standing at least two weeks before the meeting.

# Tantramar Seniors' College Inc.

## Application and Consent to Stand for Election as an Officer and Director, and Certificate of Eligibility

I, the undersigned, hereby certify that:

(a) I HEREBY APPLY AND CONSENT TO STAND FOR ELECTION AS AN OFFICER AND DIRECTOR OF TANTRAMAR SENIORS' COLLEGE INC. FOR THE FORTHCOMING YEAR, AND IN PARTICULAR, FOR THE FOLLOWING OFFICE(S) I HAVE CHECKED:

President,  Vice-President,  Secretary,  Treasurer,  Director at Large,  Regional Rep.;

(b) I AM A MEMBER IN GOOD STANDING OF THE SAID COLLEGE; AND

(c) I AM NOT DISQUALIFIED FROM BEING A DIRECTOR OF THE SAID COLLEGE BY SECTION 87 (1.2) OF THE *COMPANIES ACT* OF NEW BRUNSWICK BECAUSE:

(1) I am at least 19 years of age;

(2) I am not of unsound mind and have not been so found by a court in Canada or elsewhere;

(3) I am an individual;

(4) I do not have the status of a bankrupt;

(5) I have not been convicted of an offence under the *Criminal Code (Canada)* or the criminal law of any jurisdiction outside Canada

(i) in connection with the promotion, formation or management of a corporation,  
or

(ii) involving fraud,

unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest,

but the disability imposed by this paragraph ceases upon a pardon being granted.

DATED at \_\_\_\_\_, N. B. this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

(PRINT) NAME: \_\_\_\_\_ SIGNATURE: \_\_\_\_\_