

Parents for Bilingual Education New Brunswick (PBE NB) Bylaw is available on our website. Where the PBE NB Bylaws are silent, PBE NB will comply with what is written under the New Brunswick 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 Meaning when used in these bylaws.

1.2 Corporate Seal

Parents for Bilingual Education New Brunswick shall have a

corporate seal in a form as authorized by the Board of Directors and shall be safeguarded at the PBE NB office. The PBE NB is incorporated in the province of New Brunswick.

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

“Act”, means the New Brunswick Not for Profit Act.

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

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

“Annual General Meeting”, otherwise referred to as AGM, is a mandatory yearly public gathering of PBE NB Directors, interested members, and stakeholders.

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

“Board” means the elected Board of Directors of PBE NB.

“Chapter” means an organized group of (ten) members residing in a New Brunswick community whose chapter activities are administered in accordance with the PBE NB Bylaws.

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

“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. The President is an ex-officio of all Board Committees.

“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 two corporate entities accountable to the wider membership: a) the PBE NB, b) 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 PBE NB and whose application for admission as a member has been accepted.

“Member in good standing” means a member who has accepted for membership in PBE NB.

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

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

“Ordinary Resolution” means a resolution passed by a majority of PBE NB members present, 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 of the PBE NB members present, not less than two-thirds of the votes cast for that resolution.

1.4 Property and Control

All property held on behalf of the PBENB shall be subject to the direction of Board Directors and managed in compliance with the company act of New Brunswick.

PART 2 - INCORPORATION

a) The office of PBE NB is located in New Brunswick, Canada.

b) The Board of Directors shall consist of five to ten (5-10) directors.

c) The PBE NB Corporation is not registered as a charity.

PART 3 - CAPACITY AND POWERS

3.1 Jurisdiction

PBE NB carries out its activities subject to and under the authority of the of the province of New Brunswick Not for Profit Act.

3.2 Authority of Directors and Officers

The Board of Directors has the authority to sign in the name of PBENB.

3.2 Authority of Directors and Officers

PBE NB 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 funds and apply from time to time to all, or part thereof, the income for French language learning opportunities.
- b) to use, apply, give, devote, accumulate or distribute from time to time all or part of the funds of the company and/or the income 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 from 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.

PART 4 - REGISTERED OFFICE

4.1 The office of PBENB shall be located in New Brunswick.

PART 5 -BRANCH FINANCES

5.1 Borrowing

PBE NB Board of Directors has the authority to borrow issue, give guarantees, or mortgage on behalf of PBE NB, by ordinary resolution of the members.

5.2 Ownership of Property

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

PART 6 - DIRECTORS AND OFFICERS of PBE NB

6.1 Directors

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

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 PBE NB office.

6.2 Role of the Board

The PBE NB Board may establish governing policies that address: Executive Limitations, Governance Process, and the Board/Executive Director Relationship which denotes how authority is delegated and its proper use monitored.

6.3 Committees of the Board

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

6.4 Nominating Committee

The Nominating Committee is a standing committee of the Board.

6.5 Bylaws Committee

The Bylaws Committee is a

standing Committee of the Board.

6.6 Removal of Committee Members

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

6.6.1 Removal of Directors and Officers

The PBE NB may, by ordinary resolution, move to remove a Director, or Officer, or both, for actions that are deemed to be in violation of PBE NB bylaws or policies.

6.7 Composition of Board

The Board of Directors shall consist of no fewer than five (5) and no more than ten (10) members. A maximum of 2 persons from any Chapter jurisdiction may sit on the Board of Directors at one time.

6.8 Membership

A Director is required to be a member in good standing of PBE NB.

6.9 Term of Office

PBE NB Directors shall be elected annually at the AGM and they shall serve for two years until the following year's AGM. Terms should be staggered for continuity purposes.

As per the New Brunswick Not-for-profit Act, if directors are not elected at a meeting of members, the incumbent directors continue in office until their successors are elected.

6.10 Recruitment of New Members

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

6.11 Election of Board of Directors

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 Nominating Committee.

6.12 Meeting of Directors

The Board of Directors shall meet in conjunction with the Annual

General Meeting and at least quarterly on occasions other than the AGM.

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.

6.14 Quorum for Board Meetings

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

6.15 Decisions Made by Consensus

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

6.16 Voting at Board Meetings

Each member of the PBE NB Board of Directors, 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.

6.17 Youth Directors

The PBE NB may allow the participation of a non-voting Youth Director on the Board by providing a special status to an individual not having reached the age of majority (age nineteen, pursuant to the New Brunswick Not for Profit Act) . The Board reserves the right to consider providing the Youth Director with a voting right.

6.18 Disclosure of Pecuniary Interest

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.

6.19. Power to Discipline, Expel a Member

The PBE NB shall have the authority to discipline any member for violating any provision of the articles, by-laws, or written policies. The PBE NB must consult the member 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 for the member to respond and appeal the decision. The membership is terminated after the thirty (30) day period.

6.20 Officers of PBE NB

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

6.21 Election of Officers

The appointment of Officers, including President, Vice-President, Secretary, and Treasurer, shall be appointed by the board for a one-year term of office or by ordinary resolution at the 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 decisions are by ordinary resolution.

6.22 Ceasing to Hold Office - Officers

An individual shall cease to be an Officer when the Board, by ordinary resolution, votes for the individual's removal for actions that are deemed to be in violation of PBE NB bylaws or policies. Once removed from office, the Officer may also vacate his Director position on the 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 PBE NB office in writing, effective immediately upon receipt by the PBE NB office;
- b) A member is expelled;
- c) A member dies.

6.23 Remuneration

No remuneration shall be paid to any elected or appointed Board Director, or to any person acting in a volunteer capacity, including on committees, for services rendered to or on behalf of the PBE NB or the Corporation as a whole.

6.24 Duties and Responsibilities of Directors and Officers

The PBE NB President shall, when present and able, convene and chair all meetings of the members. The President may sit as an ex officio member of all Committees and will be duly identified as such. The Vice President shall perform such duties as assigned by the Board President or by the Board of Directors. In the absence or disability of the 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 PBE NB. 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.

6.26 Representation on a Chapter Board

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

before assuming the newer position.

6.27 Employees serving on a Board

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

PART 7 - DISSOLUTION

7.1 Dissolution of the PBE NB

In the event of the dissolution of the PBE NB, to be conducted in accordance with the New Brunswick Not for Profit Act and any other relevant legislation, and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to a registered charitable organization having objects that are the same as PBE NB and carrying on its business solely in New Brunswick; no part of any property of PBE NB shall be made available to its members upon dissolution.

7.3 Proposing Liquidation and Dissolution of Chapters

In the event of dissolution of a PBE NB Chapter, it is the responsibility of the Chapter Board to liaise with the PBE NB

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 PBE NB office.

PART 8 - MEETINGS

8.1 Annual General Meetings

The Annual General Meetings of PBE NB shall be held yearly in the province of New Brunswick at the location within the province chosen by the Board of Directors.

8.2 Special General Meetings

The PBE NB Board may call a Special General Meeting at any time, and shall call a Special General Meeting of the Board and Members upon the written request of ten percent (10%) or more of voting members at large.

8.2.1 Quorum

Equal amount of eligible voting members plus one compared to the number of Board 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 Annual or Special General Meetings shall be conveyed to members at least 60 days in advance of the meeting and include details of the business to be discussed (including, where applicable, any proposed amendments or repeal of any Bylaws which, by special resolution, members may confirm, reject, or amend during the meeting), allowing the Board of Directors and members at large to form a reasoned judgment in relation thereto.

8.4 General Voting Rights -and Chapter

At PBE NB and Chapter Meetings, each member shall have the right to register one vote.

8.5 Voting Rights at Annual and Special General Meetings

PBE NB members may vote to elect new or incumbent Directors to the Board from a slate proposed by the Nominations Committee. Each

individual is elected individually at at the AGM or Special Meeting.

8.6 Rules governing Annual General Meetings and Special General Meetings

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

PART 9 - FINANCIAL DISCLOSURE

9.1 Fiscal Year

For the purpose of Financial Disclosure and reporting, the Fiscal Year for PBE NB and Chapters refers to that period from April 1st to March 31st of the previous year.

9.2 Annual Financial Statements

PBE NB shall, at its AGM, submit to its membership its year-end audited or reviewed financial statements relating to the previous fiscal year.

9.3 Chapter Financial Statements

PBE NB Chapters shall submit to the PBE NB 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 PBE NB 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 AGM. The selection of the Public Accountant for the following year shall be ratified at the AGM.

10.2 Report on Financial Statements

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

PART 11 - FUNDAMENTAL CHANGES

11.1 Confirmation, Rejection, or Amendment

Voting members shall have the option of confirming their support, rejecting, or calling for an amendment.

11.2 Effective Date

This PBE NB By laws shall come into effect following approval by special resolution at an Annual General Meeting or Special General Meeting, and upon coming into force this Bylaw shall be deemed to be the consolidated general Bylaw of Parents for Bilingual Education New Brunswick. Chapters of the Parents for Bilingual Education New Brunswick shall be governed by the BYLAW of Parents for Bilingual Education New Brunswick, except where a Chapter is itself incorporated, as required by fundraising regulations.

PART 12 - NOTICE TO AMEND

12.1 Notice of Motion or Amendment

Notice of any motion to amend or repeal PBE NB Bylaws by the Board of Directors shall be forwarded, together with the proposed amendments to the President, who shall cause the notice to be circulated in writing to the membership not less than sixty (60) days prior to their consideration at the Annual General Meeting or Special General Meeting.

Enacted by the Board at a Meeting of the Board. Confirmed by members at the Annual General Meeting on Saturday, September 27, 2025, at which time this Bylaw shall come into effect.

Witness the Seal of the Corporation, _____
President,

Jane Keith, President, Parents for Bilingual Education New Brunswick