

June 9, 2012

ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION, INC.

CONSTITUTION

Amendment of Articles 20.3 and 22.1 according to By-Law 9.18(c), on June 9, 2012 by special meeting of the Board.

1. The name of the Association is ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION, hereinafter referred to as the Association, a bilingual (French and English) association.

2. OBJECTIVES

The objectives of the Association are:

a) To maintain, restore and preserve the Doucet Hennessy House located at 375 St Peter Avenue, Bathurst, New Brunswick with a view to educate the public and commemorate this historical site.

b) to educate and inform the public of the historical Doucet Hennessy House by offering workshops, information sessions and coordinate public exhibitions in heritage, genealogy, arts and culture.

c) To buy, own, hold, lease, mortgage, sell and convey such real property and other material or services as may be necessary or desirable in order to carry out the objects of the Association.

3. WINDING UP

In the event of winding up or dissolution of the Association, funds and assets of the Association remaining after the satisfaction of its debts and liabilities, shall be given or transferred to such organization or organizations whose purpose is dealing with social problems or organizations promoting the same purposes of this Association as may be determined by the members of the Association at the time of winding up or dissolution. If effect cannot be given to the aforesaid provisions, then such funds shall be given or transferred to some other organizations, providing however that any such organization referred to in this paragraph shall be a registered charity recognized by the Department of National Revenue, Taxation, as qualified as such under the provisions of the Income Tax Act of New Brunswick.

4. NON-PROFIT

The purpose of the Association shall be carried out without purposes of gain for its members and any profits and/or assets to the Association shall be used for promoting its purposes.

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BY - LAWS

ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION

ARTICLE I - CORPORATE STRUCTURE AND SEAL

1.1 ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION is an Association incorporated under the Companies Act of the Province of New Brunswick.

REGISTERED ADDRESS

1.2 The registered address of The Association shall be 375 St Peter Avenue, Bathurst, New Brunswick, E2A 2Y4

SIGNING OF DOCUMENTS

1.6 All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by two signing officers as designated by resolution of the Board, one of which must be the Treasurer.

1.7 Contracts, documents or instruments in writing, (other than those referred to in Section 1.6), requiring the signature of The Association, will be signed according to policy. All contracts, documents and instruments in writing so signed shall be binding upon The Association without any further authorization or formality.

ARTICLE II - MEMBERSHIP

MEMBERS OF THE ASSOCIATION

There shall be three categories of membership in the Association:

- Active
- Supporting
- Sustaining

2.1 Active Membership

- a) Active membership in the Association shall be open to all who subscribe to the objectives of the Association as outlined in the Constitution.
- b) Active members may have voice and vote at all meetings of the Association
- c) It is the duty of each active member, in order to remain in good standing in this Association to comply with the Bylaws of the Association and pay, when due, the annual dues for the current year.

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2.2 Supporting Membership

- a) Supporting membership in the Association shall be open to all who subscribe to the objectives of the Association as outlined in the Constitution.
- b) Supporting members may have voice but no vote at all meetings of the Association
- c) It is the duty of each supporting member, in order to remain in good standing in this Association, to comply with the Bylaws of the Association and pay, when due, the annual dues for the current year.

2.3 Sustaining Membership

- a) Sustaining membership in the Association shall be open to any individual or organization that supports the objectives of the Association as set forth in the Constitution.
- b) Sustaining members shall not be entitled to attend the meetings of the Association except upon prior invitation by the Chairperson of the meeting.
- c) Sustaining members who attend meetings of the Association shall have voice, at the discretion of the Chairperson or voting member, but shall not be entitled to vote.
- d) It is the duty of each sustaining member, in order to remain in good standing in this Association, to comply with the By-laws of the Association and pay, when due, the annual dues for the current year.

2.4 Categories of membership shall be determined from time to time by resolution of the Board.

2.5 Annual membership dues shall be determined at the Annual General Meeting of The Association.

(a) the fees will be determined at the last meeting of the Board before the Annual General Meeting

(b) the fees shall be based on a sliding scale for individuals and organizations.

(c) the fees may be waived at the discretion of the Board of Directors

TERMINATION OF MEMBERSHIP

2.6 Membership in The Association shall cease:

- (a) by mailing or delivering his/her resignation in writing to the Secretary/Treasurer of

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The Association at the registered address of the Association; or

- (b) on his/her death or, in the case of an entity/corporation, on dissolution; or
- (c) by refusal to pay annual membership dues on or before March 31 of the year in which the membership dues are payable.

EXPULSION OF MEMBERS

2.8 Expulsion of Members

- a) If a Member's behaviour may harm or tend to harm the reputation of the Association or interfere with the ability of The Association to achieve its purpose or mission, that Member may be expelled by a resolution passed by not less than a 2/3 majority vote at a Directors meeting called for that purpose.
- b) A Member who is the subject of a proposed resolution for expulsion shall be given an opportunity to be heard at the Directors meeting before the special resolution is put to a vote.
- c) Such Member shall be notified by registered mail of his/her status with the board.

ARTICLE III - BOARD OF DIRECTORS

STRUCTURE

3.1 The Board of Directors of The Association shall be the governing body of The Association.

3.2 (a) The Directors may exercise all such powers and shall perform all such duties as The Association may exercise and perform, or as required to be exercised and performed in General Meeting, subject to the provisions of:

- (i) all laws affecting The Association,
- (ii) these by-laws, and
- (iii) policy and procedures, not being inconsistent with these by-laws, which are made from time to time by the Directors.

(b) No by-law or resolution made by The Association in General Meeting invalidates a prior act of the Directors that would have been valid if that by-law or resolution had not been made.

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3.3 (a) The Board shall be comprised of:

(i) No more than 7, and no fewer than 4, elected Directors who carry one vote each;

(b) The Chair, Co-Chair, Secretary, Treasurer, and three Members At Large shall be elected by majority vote by the Directors after the Annual General Meeting of the membership and prior to the first scheduled Board of Directors meeting for the year.

(c) The Officers of The Association shall be the Chair, Vice-Chair, Secretary, and Treasurer.

(d) An Officer must be a Director and ceases to be an Officer when he ceases to be a Director.

DUTIES OF THE BOARD OF DIRECTORS

3.4 The Board shall be responsible for carrying on the business and activities of the Association in such a way as to fulfill the Association's objectives as outlined by the Constitution and governed by Policy.

NOMINATING PROCEDURE

3.5 A Nominating Committee shall be appointed by the Board and shall consist of not less than two Members of the Board.

3.6 If a member of the Nominating Committee stands for election to a position on the Board, that person will resign from the Nominating Committee. The Board will appoint a replacement.

3.7 The nominating procedure shall be as follows:

(a) The Nominating Committee will issue a call for nominations not less two (2) months prior to the Annual General Meeting of the Members of The Association.

(b) The Nominating Committee will compile a list of nominees and report to the Board of Directors not less than one (1) month prior to the Annual General Meeting of the Members of The Association.

(c) Consent of a nominee must be obtained prior to his/her nomination.

(d) Nominees must be Active members of the Association.

3.8 No person who is presently employed by or is under contract with The Association, or has been employed by or was under contract with the Association during the twelve (12) months preceding the election, may be nominated for a position on the Board.

ELECTIONS FOR BOARD OF DIRECTORS

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3.9 (a) The Directors shall hold terms of one (1) or two (2) years, to be determined at the first Board Of Directors meeting held after the Annual General Meeting.

(b) The Chair will ask the membership to appoint Scrutineers and Tellers. The Scrutineer will report the results of the election to the Chair who will announce the results to the membership.

3.10 A term of office shall start immediately following the Annual General Meeting of the Members of The Association, subject to the Director-elect becoming a Member of the Association, signing the Directors Letter of Agreement and the Confidentiality Agreement.

ELECTIONS PROCEDURE

3.11 Election for all Directors shall be by one ballot.

3.12 Elections shall be by secret ballot unless there are an equal number of candidates and vacant positions, at which time the candidates shall be declared elected by acclamation.

3.13 In the event of a tie vote, the Scrutineer shall advise the Chair of The Annual General Meeting of the tie vote and the Chair will instruct the Members to vote again.

APPOINTMENTS TO FILL A VACANCY

3.14 If there is a vacancy on the Board, the Board may appoint a person to fill that position for the remainder of the term. The appointee must become a Member of the Association, sign the Directors Letter of Agreement and the Confidentiality Agreement.

3.15 Such a Director will exercise such powers and authority and perform such duties as may from time to time be prescribed by the Board.

3.16 No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.

3.17 Any resolution passed by the Board may be vetoed by a resolution at a general meeting of ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION, see Article 9.18.(a).

3.18 Minutes of all Board meetings shall be available for review by all members.

3.19 Paid employees shall be hired by the Board and shall hold positions on such terms as the Board shall determine.

ARTICLE IV - COMMITTEES

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4.1 Committees may be appointed by the Board.

4.2 Each such committee shall be chaired by a Member of the Board.

4.3 Terms of Reference defining the responsibilities, authority and reporting procedures of each committee shall be provided by the Board.

4.4 Pre-authorized expenses incurred in the performance of the defined duties of each such committee shall be reimbursed, according to Policy, by The Association.

ARTICLE V - REMUNERATION OF DIRECTORS

5.1 No Director shall be remunerated for being or acting as a Director, but a Director may be reimbursed according to Policy for expenses necessarily and reasonably incurred by him while engaged in the affairs of The Association.

ARTICLE VI - CONFLICT OF INTEREST

6.1 Directors and Members of Committees are required to declare, to the Board or Committee, a conflict of interest or potential conflict of interest and will refrain from voting on resolutions concerning the conflict.

6.2 The Board may establish conflict of interest guidelines.

ARTICLE VII - FOR PROTECTION OF DIRECTORS, ETC

7.1 Except as otherwise provided in the Act, no Director of The Association shall be liable for the acts, receipts, neglects or defaults of a Director, Officer or employee, or for any loss, damage or misfortune whatever which may happen in the execution of duties of his or her respective office or trust or in relation thereto unless the same happens by or through his or her own willful neglect or default.

7.2 The Directors of The Association shall not be under any duty or responsibility in respect of any contract, act or transaction, whether or not made, done, or entered into in the name or on behalf of The Association, except such as have been submitted to and authorized by the Board.

7.3 Every Director of The Association or other person who has undertaken or is about to undertake any liability on behalf of The Association and their heirs, executors and administrators, and estate and effects, respectively, shall be indemnified and saved harmless out of the funds of The Association, from and against:

(a) all costs, charges and expenses whatsoever which such Director or other person sustains or incurs, or any action, suit or proceeding which is brought, commenced or

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prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him or her, in or about the execution of the duties of his or her office or in respect of any such liability; and

(b) all other costs, charges and expenses sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his or her own wilful neglect or default.

ARTICLE VIII - MEETINGS OF DIRECTORS

8.1 The Directors of The Association shall meet not less than two (2) times each fiscal year at such time and locations as may be determined by the Board.

8.2 The Chair, on the requisition of a majority of the Directors then in office shall convene a meeting of the Directors without delay.

8.3 Where all Directors consent, a Director may participate in a meeting of the Directors by telephone or any other communication medium that permits all persons participating in the meeting to communicate with each other.

8.4 The Directors may from time to time fix the quorum necessary for the transaction of business and unless so fixed the quorum shall be four of the Directors then in office, who must be either the Chairperson, Vice-Chairperson, Secretary, Treasurer or Member At Large.

8.5 Seventy-two (72) hours written notice of each meeting of the Directors shall be given by the Chair of The Association to each Director by post or electronic means.

8.6 Robert's Rules of Order (latest edition) will guide the conduct of the Directors at all meetings.

8.7 Each Director shall have one (1) vote at meetings of the Directors of The Association.

ARTICLE IX - MEETINGS OF MEMBERS

9.1 General Meetings of The Association shall be held at such time and place in accordance with The Association Act, as the Directors decide.

9.2 The Directors, on the requisition of 10% or more of the voting members of The Association, shall convene a general meeting of The Association without delay. The requisition shall

(a) state the purpose of the general meeting;

(b) be signed by the member(s) requesting the meeting; and

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(c) be delivered or sent by registered mail to the registered address of The Association, and may consist of several documents in similar form each signed by one or more member requesting such meeting.

9.3 An Annual General Meeting shall be held at least once every calendar year and not more than fifteen (15) months after the holding of the last preceding Annual General Meeting.

9.4 Every General Meeting, other than an Annual General Meeting, is an extraordinary General Meeting. The Directors may, whenever they think fit, convene an extraordinary General Meeting.

9.5 (a) One month written notice of each meeting of the Members shall be given by the Chair of The Association to each registered voting Member via post or electronic means.

(b) Such notice of a General Meeting shall specify the place, the day and the hour of a meeting, and in the case of special business, the general nature of the business.

(c) The accidental omission to give notice of a meeting to, or the non-receipt of a notice by any of the Members entitled to receive notice does not invalidate proceedings at that meeting.

(d) Any persons calling a meeting of the membership of the Association pursuant to Article 9.2, shall be responsible for the administration and preparation of the meeting.

(e) All costs incurred through the preparation and administration of the Special General Meeting shall be covered by the Association.

(f) A quorum for a Special General Meeting shall be 70% of the active members.

PROCEEDINGS AT GENERAL MEETINGS

9.6 Robert's Rules of order (latest edition) will guide the conduct of Members at all meetings.

- 9.7 (a) All business that is transacted at an Annual General Meeting includes:
- i. a report of the activities of the Association for the previous year and the financial statements of the Association
 - ii. Any new bylaws or changes to existing Bylaws approved by ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION in the previous year for approval

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- iii. such other materials or information relating to the affairs of the Association as is, in the opinion of the Board, of interest or importance to the members
- iv. items for which the Secretary has received prior notice from members
- v. other business relating to the affairs of the Association which a majority of the members present at the meeting consent to discuss and
- vi. election of new ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION Board Of Directors,
- vii. the report of the auditor, if any,
- viii. the appointment of the auditor, if required,
- ix. such other business as, under these by-laws, ought to be transacted at an Annual General Meeting, or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting, and
- x. special business.

(b) All business at a Special General Meeting is special business.

9.9 The Chair of The Association, the Vice-Chair, or, in the absence of both, one of the other Directors present, shall preside as Chair of a General Meeting.

9.10 If at a General Meeting:

- (a) there is no Chair, Vice-Chair, or other Director present within fifteen (15) minutes after the time appointed for holding the meeting, or
- (b) the Chair, Vice-Chair and all the other Directors present are unwilling to act as Chair, the Members present shall appoint a Chair.

9.11 (a) A General Meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(b) When a meeting is adjourned for ten (10) days or more, notice of the adjourned meeting shall be given as in the case of the original meeting per Paragraph 9.5(b).

(c) Except as provided in this by-law, it is not necessary to give notice of adjournment or of the business to be transacted as an adjourned General Meeting.

9.12 (a) The Chair of a meeting may move or propose a resolution.

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(b) In case of an equality of votes, the Chair shall not have a casting or second vote in addition to the vote to which he may be entitled as a Member, and the proposed resolution shall not pass.

9.13 (a) An Active Member in good standing present at a meeting is entitled to one vote.

(b) Voting is by a show of hands, unless the Members otherwise decide.

(c) A simple majority (51%) is required for adoption of regular resolutions.

(d) Special resolutions of the Association require a three-quarters (3/4) majority and written notification stating the intent of the resolution must be given to all members at least fourteen (14) days in advance of the meeting.

(e) Meetings of the Association are open to sustaining members at the discretion of the Chairperson.

9.14 - PROXIES

a) Every member entitled to vote at a meeting of the members may, by means of a proxy, appoint a person who need not be a member, as his/her nominee to attend and act at the meeting in the manner, to the extent and with the power conferred by the proxy.

b) A proxy shall be executed by a member, authorized in writing or by voice with witness, and ceases to be valid three (3) months from its date.

c) A proxy shall contain the date thereof and the appointment and name of the nominee and may contain restrictions, limitations or instructions as to the manner in which the proxy is to be used as well as a revocation of a former proxy.

d) In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the member or by him/her authorized in writing, and deposited either at the office of the Association at any time up to and including the last business day preceding the day of the meeting, or any adjournment thereof; or, with the Chairperson of such meeting on the day of the meeting; or, adjournment thereof, and upon either of such deposits, the proxy is revoked.

e) The Directors may by resolution fix a time not exceeding forty-eight (48) hours, excluding Saturdays and holidays, preceding any meeting or adjourned meeting of the members before which time proxies to be used at that meeting must be deposited with the Association or an agent thereof, and any period of time so fixed shall be specified in the notice calling the meeting or in the information circular relating thereto.

BY-LAWS

9.15 On request, a Member shall be provided with a copy of the Constitution and By-laws of The Association.

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9.16 Amendments to the By-laws of The Association may only be made by 2/3 majority of all votes cast at the Annual General Meeting with the exception of those changes permitted by Paragraph 9.17(c).

9.17 Written notice of proposed amendments shall be sent to the voting Members of The Association not less than 30 days prior to the Annual General Meeting.

9.18 (a) A by-law passed by the Board may be repealed, amended, varied or otherwise dealt with by The Association, at any General Meeting or at a Special Meeting called for the purpose.

(b) When, as provided by the Act, a By-law has been passed, amended or deleted by the Board, the Board shall:

(i) set an effective date; and
(ii) cause notice of such change to be mailed to Members within twenty-one days of the effective date.

(c) The Board shall have the power and authority to make changes to any By-law or Rule relating to grammar, spelling, punctuation, or phrasing as the Board at its discretion deems necessary, provided that such changes shall not in any way affect the substantial meaning or intent of such By-laws or Rules.

ARTICLE X - FINANCIAL RECORDS

10.1 The fiscal year end of The Association shall be March 31.

10.2 The Association will keep proper accounting records in respect of all its financial and other transactions.

10.3 Without limiting Paragraph 10.2, The Association will keep records of the following:

(a) All money received and disbursed by The Association and the matter in respect of which the receipt and disbursement took place;

(b) Every asset and liability of the Association;

(c) Every other transaction affecting the financial position of The Association.

10.4 The accounting records shall be kept at the Registered Address of The Association.

ARTICLE XI- BORROWING

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11.1 In order to carry out the purposes of The Association, the Directors may, on behalf of and in the name of The Association, raise or secure the payment or repayment of money in such a manner as they decide by 2/3 majority resolution at a meeting of the Directors.

11.2 In particular, but without limiting the generality of Paragraph 11.1, by the issue of debentures. No debenture shall be issued without the sanction of a special resolution passed by a 2/3 majority of the Members.

11.3 The Members may by special resolution restrict the borrowing powers of the Directors, but a restriction so imposed expires at the next Annual General Meeting.

ARTICLE XII - LENDING

12.1 The Directors may, on behalf of and in the name of The Association, lend money in such a manner as they decide, and in accordance with policy, by sanction of a resolution passed by a 2/3 majority at a meeting of the Directors.

ARTICLE XIII AUDITOR

13.1 This part applies only where The Association is required or has resolved to have an Auditor.

13.2 At each Annual General Meeting The Association shall appoint an Auditor by 2/3 resolution to hold office until the next Annual General Meeting.

13.3 The Board shall have the power to fill all vacancies occurring in the office of Auditor.

13.4 An Auditor may be removed by ordinary resolution.

13.5 An Auditor shall be informed forthwith in writing of appointment or removal.

13.6 No Director or employee of The Association shall be Auditor.

13.7 The Auditor may attend Annual General Meetings.

ARTICLE XIV - DISSOLUTION

14.1 In the event of winding up or dissolution of The Association, funds and assets of The Association remaining after the satisfaction of its debts and liabilities shall be given or transferred to an organization(s) with similar purposes to The Association as may be determined by the members of The Association at the time of winding up or dissolution.

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Such organization(s) shall be a charitable organization as prescribed by the Constitution and further shall operate within the province of New Brunswick.

ARTICLE XV - DUTIES OF DIRECTORS

15.1 To attend meetings of the Directors and perform such duties as assigned by the Officers to promote the objectives of The Association.

ARTICLE XVI - DUTIES OF THE OFFICERS

16.1 The Officers shall consist of a Chairperson, Vice Chairperson, Secretary, and Treasurer and shall be elected by the Board of Directors from its membership at its first meeting after the Annual General Meeting of the Association.

16.2 The duties of the Officers of the Association shall be as follows:

- a) The Chairperson shall preside at all meetings of members, directors and the executive officers. He/she shall be a member ex officio of all committees.
- b) The Vice Chairperson shall perform the duties of the Chairperson in the absence of the Chairperson and shall be responsible for the internal communications between and among ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION members and liaison with organizations with whom ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION is linked.
- c) The Treasurer shall have custody of all monies, obligations and contracts belonging to the Association and be responsible for the preparation of the annual budget and monthly and annual financial statements.
- e) The Secretary shall be the clerk of the Association and be responsible for organizing the recording of the proceedings of all general and special meetings of members and meetings of the directors and the executive. He/she shall be the custodian of any seal of the Association and other papers and documents belonging to the Association. He/she shall perform such duties as are usually performed by a Secretary.

ARTICLE XVII - REPLACEMENT AND REMOVAL OF DIRECTORS

17.1 Vacancies in office and on the Board may be filled by the Board on an interim basis, subject to membership at the next general meeting.

17.2 The Association may, by special resolution, Article 9.13(b), remove a Director before the expiration of office and may, by ordinary resolution, appoint another member of the Association in her place.

17.3 An office of the Board shall be considered to be vacant if:

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- a) The Director ceases to be a member of the Association, or
- b) The Director is absent from three (3) consecutive meetings of the Board without giving prior notice to the Board of the reason for the absence.

ARTICLE XVIII - FINANCIAL STATEMENT OF THE ASSOCIATION

18.1 The Treasurer shall present before the members of the Association at the Annual General Meeting, a financial statement showing the income and expenditures, assets and liabilities of the Association during the preceding fiscal year.

18.2 The financial statement shall be signed by two (2) or more Board members one of whom must be the Treasurer.

ARTICLE XIX - FISCAL YEAR

19.1 The fiscal year of the Association shall be from April 1st of each year to March 31st of the following year.

ARTICLE XX - FUNDS

20.1 All funds of the Association shall be deposited in the name of the Association at a financial institution to be determined by the Board of Directors.

20.2 The Board Of Directors shall have the power to borrow or raise or secure the payment of money in such manner as the Association shall deem fit without limiting the foregoing, may cause to be signed bills, notes, contracts, and other evidence of security for money borrowed from any person, firm, corporation, or bank, on such terms as the lender may be willing to advance the same, provided that debenture shall not be issued with the sanction of a special resolution of the Association.

20.3 The authorized signatories of the Association shall be three Directors, with two required to complete financial transactions.

20.4 The Association shall have the power to invest its funds only in securities authorized by the Securities Act of New Brunswick.

20.5 Every document, cheque, bill of exchange or other order for the payment of money, notes or other orders for the payment of money, notes or other evidence of indebtedness in the name of ASSOCIATION MAISON DOUCET HENNESSY

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HOUSE ASSOCIATION shall be signed by the Treasurer and any other of the authorized signatories described in Article 20.3.

ARTICLE XXI - MAINTENANCE OF MINUTES AND OTHER BOOKS AND RECORDS

21.1 The Directors shall see that the minutes of members' meetings and the minutes of the Directors' meetings, and all other necessary books and records of the Association required by the Bylaws of the Association or by any applicable statute or law are regularly and properly kept by the Association's Secretary as per Article 16.2(e).

ARTICLE XXII - INSPECTION OF RECORDS OF THE ASSOCIATION

22.1 The books and records of the Association shall be open to the inspection of the members in accordance with the Association's privacy policy and at all reasonable times at the office of the Association.

ARTICLE XXIII - ALTERATIONS OF THE BYLAWS

23.1 The Bylaws of the Association may only be altered by special resolution Article 9.13(d).

ARTICLE XXIV - INTERPRETATION

24.1 In these By-laws, unless the context otherwise requires,

- (a) "The Association" means ASSOCIATION MAISON DOUCET HENNESSY HOUSE ASSOCIATION;
- (b) "Director" means a Director of The Association for the time being;
- (c) "Board" means the Board of Directors of The Association for the time being;
- (d) "The Association Act" means The Association Act of the Province of New Brunswick from time to time in force and all amendments to it;
- (e) "registered address" of a member means his address as recorded in the register of members;

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(f) "term" means a period not exceeding two (2) years.

24.2 The definitions in The Association Act on the date these By-laws become effective apply to these By-laws.

24.3 Words importing the singular include the plural and vice versa.

ARTICLE XXV – A By-Law authorizing an application for supplementary letters patent.

WHEREAS it is deemed desirable that the provisions of the charter of the Company be amended by supplementary letters patent.

This Constitution and By-laws were amended to comply with Application to Register a Charity Under the Income Tax Act at a Special meeting of the Association Maison Doucet Hennessy House Association on September 2, 2010.

Signed:

Co-Chair M. P. A. Hennessy

Signed:

Co-Chair Rolande Doucet O'Connell

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Signed: Secretary Michael Hennessy

This Constitution and By-laws XX and XXII were amended according to By-Law 9.13(d), at a Special meeting of the Association Maison Doucet Hennessy House Association, Inc. on June 9, 2012

Signed: Co-Chair Melynda Jarratt

Signed: Co-Chair Rolande Doucet O'Connell

Signed: Secretary Mary Patricia Hennessy

APPENDIX 'A'

Privacy Policy June 9, 2012

Association Maison Doucet Hennessy House Association, Inc.(AMDHHA) is committed to operating as transparently as possible while addressing the need to handle information securely.

AMDHHA will develop and implement a comprehensive privacy policy by September 30, 2012.

Until the full privacy policy has been implemented, the standing guidelines for handling Association documents and records are as follows:

- 1) All Association documents and records, electronic or paper, will be kept until reviewed after the adoption of the full privacy policy;
- 2) All records of the AMDHHA will be made available for review by members of the Association; these records may be redacted to protect sensitive information at the discretion of the Secretary.
- 3) Appeals for access to information may be made to the Board of Directors, and a response must be given within two weeks of the appeal.
- 4) The Association will not rent, loan, trade, sell or otherwise transfer to any outside party any information provided to us by our members, donors, sponsors, visitors, volunteers or employees.
- 5) In all cases, the Association will provide or restrict access to information in accordance with city, provincial or federal laws and regulations.