



NO. 11970

**FORM 4NP  
LETTERS PATENT  
COMPANIES ACT, R.S.P.E.I. 1988, CAP. C-14, S.89**

**LETTERS PATENT  
INCORPORATING**

**FRIENDS OF COVEHEAD-BRACKLEY BAY LTD.**

**DATED November 29, 2001**

**BY THE HONOURABLE JEFFERY E. LANTZ**

**TO ALL TO WHOM THESE PRESENTS SHALL COME, GREETING:**


WHEREAS, the *Companies Act*, R.S.P.E.I. 1988, Cap. C-14, provides that the Minister may, by letters patent, grant a charter to three or more persons who apply therefor, constituting such persons and others who have become subscribers to the memorandum of agreement, and who thereafter become members of the corporation thereby created, a body corporate and politic, without share capital, for the purpose of carrying on in Prince Edward Island, without pecuniary gain to its members, objects of a patriotic, religious, philanthropic, charitable, scientific, artistic, social, professional or sporting character, or the like.

AND WHEREAS an application has been filed to incorporate a company pursuant to the provisions of Part II of the *Companies Act*, under the name of

**FRIENDS OF COVEHEAD-BRACKLEY BAY LTD.**

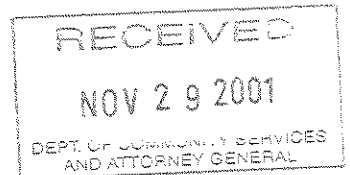
THEREFORE, the Minister under the authority of Part II of the *Companies Act*, by these presents, constitutes the applicants and such persons as may hereafter become members in the company hereby created, a body corporate and politic under the above name, with all the rights and powers conferred by the said Act, pursuant to the provisions of the application which is attached hereto and forms part hereof.

DATED AT Charlottetown, Prince Edward Island,  
the 29th day of November, 2001.

  
DEPUTY MINISTER

C A N A D A

PROVINCE OF PRINCE EDWARD ISLAND



IN THE MATTER OF Part II of the  
Companies Act, R.S.P.E.I., 1988,  
Cap. C-14 and amendments thereto

- and -

IN THE MATTER OF the Application  
for incorporation thereunder of  
"Friends of Covehead-Brackley  
Bay Ltd."

#### MEMORANDUM OF AGREEMENT

We, the undersigned, do hereby severally covenant and agree with the others to become incorporated under the provisions of Part II of the Companies Act, as a corporation without share capital under the name "Friends of Covehead-Brackley Bay Ltd.", or such other name as may be given to the corporation for the purpose of carrying on in the Province of Prince Edward Island without pecuniary gain to its members, the objects as described in the Petition hereto annexed as Schedule "A".

The subscribers hereto shall be the first members of the corporation and the corporation shall consist of the subscribers and of those who share hereafter and duly become members of the corporation in accordance with the By-laws from time to time in force.

The first directors of the corporation shall be as set out in the Petition herein.

The following shall be the By-laws of the corporation:

#### FRIENDS OF COVEHEAD-BRACKLEY BAY LTD. BY-LAWS

##### ARTICLE I - DEFINITIONS

1. "Board" shall mean the Board of Directors of the Corporation.
2. "By-laws" shall mean the by-laws of this Corporation as amended from time to time.
3. "Corporation" shall mean Friends of Covehead-Brackley Bay Ltd.
4. "Area" shall mean the region defined as the service area of the Corporation.
5. In these By-laws, all other By-laws, and all resolutions of the Corporation, unless a contrary intention is expressed, words importing the singular number only shall include the plural word and vice-versa and words importing the masculine gender shall include the feminine gender.

## ARTICLE II - HEAD OFFICE

The head office of the Corporation shall be located at North Shore Community Center, Covehead, P.E.I., mailing address: P.O. Box 41, York P.O., PE, C0A 1P0.

## ARTICLE III - MEMBERSHIP

1. The subscribers hereto shall be the first members and, thereafter, membership shall consist of all persons eligible for membership in conformity with the By-laws of the Corporation.
2. Eligibility for membership consists of anyone with an interest in environmental protection of the Covehead-Brackley Bay watershed and being in agreement with the aims and objectives of the Corporation.
3. The annual membership fees will be determined at each Annual General Meeting. The fee structure shall be based on single membership, family membership, junior membership (under the age of 18 years) and corporate membership.
4. Adult members are the only voting members.
5. No right or privilege of any member shall be in any way transferable or transmissible, but all such rights and privileges shall cease upon the member ceasing to be such, whether by death, non-payment of membership fees, resignation, or otherwise.
6. Adult members shall have the right to stand for election to the Board of Directors. The Board of Directors shall be elected by the membership at the Annual General Meeting.
7. Members shall have the right to submit a notice of motion to the Board to amend or repeal any Article of the Corporation or any of the By-laws.
8. The Board shall have the right, within reason, to terminate the membership of any member who does not support the aim and objectives of the Corporation.
9. Any member shall have the right to terminate their membership in the Corporation upon presentation of a written request to the Secretary. Dues are not refundable.
10. Registered societies or incorporated companies are eligible for membership and are entitled to One (1) vote at annual general meetings.

## ARTICLE IV - MEETINGS

1. The Corporation shall hold an Annual General Meeting not later than Six (6) months after the fiscal year end. Due notice shall be given to all members by the Secretary of the Board in the form of mailed notice, or by notice posted prominently in the Corporation's head office, or

by an advertisement placed in the local newspaper. Notice shall be given at least 10 days prior to the meeting.

2. Meetings of the Corporation may be called at any time by the Secretary upon the instructions of the Chair with reasonable notice, written or oral, being given to each member.
3. A special meeting shall be called by the Chair, in the same manner as is provided for annual meetings, within Seven (7) days upon receipt by him or her of a petition signed by five adult members setting forth the reasons for calling such meeting. The agenda of the special meeting will be limited to the reasons set forth.
4. Ten (10) adult members of the Corporation, in good standing, present at any duly convened meeting of the Corporation shall constitute a quorum for the conduct of business properly coming before said meeting.

#### ARTICLE V - VOTING

1. Any adult member shall have the right to vote at any general or special meeting of the Corporation at which he or she is personally present. No proxy votes shall be permitted.
2. The majority vote of adult members present at a properly constituted meeting of the Corporation shall bind the members of the Corporation, but a two-thirds vote of adult members present shall be required to approve a change in the By-laws of the Corporation.
3. By-laws shall become effective upon their passage by vote at any properly constituted meeting of the membership.

#### ARTICLE VI - DIRECTORS

1. The Corporation shall be managed by a Board of Directors consisting of no less than Six (6) and no more than Ten (10). The directors will be elected at annual general meetings.
2. The directors shall have the power to appoint another person to be a director to fill a casual vacancy. Any director so appointed shall only hold office until the next following annual general meeting of the Corporation and then shall be eligible for re-election. The continuing directors may act notwithstanding any vacancy in their body, so long as there remains a quorum of the Board of Directors qualified to act.
3. The office of a director shall be vacated;
  - (a) if by notice in writing he or she resigns his or her office;
  - (b) if he or she is removed from office by the members at a general meeting specially called for that purpose.

A member of the Board of Directors may for cause be dismissed from office by the Board of Directors but not before the person proposed to be removed from office has been given an opportunity to appear before the Board of

Directors with or without legal counsel to answer the complaint.

4. The Board shall choose from its members an executive committee consisting of a Chairperson and Vice-Chairperson or two Co-Chairpersons, a Secretary and a Treasurer. The Chairperson will designate a spokesperson for any committee formed based on their knowledge of the topic to be discussed. Where an officer discontinues his or her office for any reason whatsoever, the Board of Directors may appoint an officer in his or her place on an interim basis until the next Annual General Meeting.

Duties of the executive shall be as follows:

**CHAIR\CO-CHAIR\VICE-CO-CHAIR** - The chief executive officers of the Board are ex-officio members of all its committees. They shall, when present, preside at all meetings of the Corporation and of the Board.

**SECRETARY** - shall attend all meetings of the Corporation and of the Board and shall keep accurate minutes of the same. In the case of the absence of the Secretary at meetings, the duties shall be discharged by any director as may be appointed by the Board. The Secretary shall keep a record of all members and their address and he or she shall give notice of the various meetings as required. The Secretary shall have all correspondence to and from the Corporation available to be presented to the Board.

**TREASURER** - shall receive all moneys paid to the Corporation and shall be responsible for the deposit of same in whatever Bank, Trust Company, or Credit Union the board may order; shall properly account for the funds of the Corporation and keep such books of accounts and records as may be directed and shall present a full, detailed account of receipts and disbursements to the Annual Meeting, duly audited, containing a balance sheet and a statement of income and expenditures and the auditor's report, made up and submitted in accordance with the provisions of the Companies Act.

5. The Board may establish committees as they deem desirable to achieve the objects of the Corporation. Such committees shall be chaired by a member of the Board of Directors and may include members who are not directors.
6. The Board shall prescribe clear terms of reference for each committee established under Article VI, Section 5.
7. Directors are elected for a One (1) year term.
8. No business shall be transacted at any meeting of the Board of Directors unless a quorum of Four (4) directors is present.
9. The Chair, Vice-Chair or either Co-Chair shall preside at every general or annual meeting of the Corporation.
10. The Board shall meet in general meetings on a regular basis as determined to be necessary by the Board.
11. The Chair, Vice-Chair or either Co-Chair or any Three (3) members of the Board of Directors may call a special

meeting of the Board of Directors and such meeting shall be held within one (1) week of the date of receipt of the notice by the Chair, Vice-Chair or either Co-Chair. The notice shall state the purpose of the special meeting and the subject matter to be raised.

#### ARTICLE VII - POWERS OF DIRECTORS

1. The directors shall control and manage all of the affairs of the property of the Corporation and exercise all such powers of the Corporation and do on behalf of the members all such acts as may be exercised and done by the Corporation or as may be established by a motion of the Board of Directors.
2. The directors shall exercise all or any powers of the Corporation to borrow or raise money from whatever person and in whatever manner they see fit. The Board of Directors shall have power to sell, dispose of, mortgage or charge the entire undertaking and property of the Corporation, or any part thereof, for such consideration as they may think fit.
3. The directors may engage any and all such agents or persons as they consider necessary to carry out the objects of the Corporation and shall determine their duties and responsibilities and remuneration.
4. The directors may enter into agreements to co-operate with other incorporated or unincorporated entities where such co-operation advances the objects of the Corporation.

#### ARTICLE VIII - AUDITORS

Once in every year the accounts of the Corporation shall be examined and the correctness of the income and expenditure statement and balance sheet ascertained by one or more auditors. The Treasurer at such annual general meeting shall make a motion to appoint the auditor or auditors to hold office until the next annual general meeting and their appointment, remuneration, rights and duties shall be regulated by the Companies Act.

#### ARTICLE IX - FISCAL YEAR END

The fiscal year end of the Corporation shall end on the 31st day of March in each year.

#### ARTICLE X - SIGNING OF CHEQUES, DRAFTS AND NOTES, CONTRACTS DOCUMENTS AND INSTRUMENTS

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange, contracts, documents and instruments shall be signed by any two of the Chair, Vice-Chair, Co-Chair or Treasurer and in such manner as the Board may from time to time designate. All cheques, drafts, notes, contracts, documents and instruments so signed shall be binding upon the Corporation without further authorization or formality.

#### ARTICLE XI - ASSETS OF THE CORPORATION

1. All income of the Corporation shall be used for carrying out the objects and purposes of the Corporation.
2. The Corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.

#### ARTICLE XII - CORPORATE SEAL, BOOKS AND RECORDS OF THE CORPORATION

The corporate seal, books and records of the Corporation shall be available for inspection by all members at the head office of the Corporation upon written request of such member presented to the Board of the Corporation.

#### ARTICLE XIII - DISCLOSURE OF INTERESTS IN CONTRACTS

Every director of the Corporation who has, directly or indirectly, any interest in any contract or transaction to which the Corporation is or is to be a party shall declare his or her interest in such contract or transaction at a meeting of the Board and shall at that time disclose the nature and extent of such interest.

#### ARTICLE XIV - REMUNERATION AND INDEMNITY

1. The directors and those directors who also serve as officers, shall serve as directors and officers without remuneration and no director shall, directly or indirectly, receive any profit or remuneration from his or her position as director or in any other capacity, provided that a director, including those who are also officers, may be paid reasonable expenses incurred by them in the performance of his or her duties.
2. Every director and officer of the Corporation, and his or her heirs, executors and administrators, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation only from and against:
  - (i) all costs, charges and expenses whatsoever such director or officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or 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;
  - (ii) all other costs, charges and expenses he or she sustains or incurs in or about or in relation to the affairs of the Corporation;

except such charges and expenses as are occasioned by his or her own negligence or default, or failure to act honestly and in good faith with a view to the best interests of the Corporation.

3. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee, or for joining in any receipt or act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation, including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, of any loss, conversion, mis-application or mis-appropriation of or any damage resulting from any dealing with any moneys, securities or other assets belonging to the Corporation, or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto, unless the same shall happen by or through his own wrongful and wilful act or through his own wrongful and wilful neglect or default.
4. The directors for the time being of the Corporation 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 Corporation, except such as shall have been submitted to and authorized or approved by the board of directors.

#### ARTICLE XV - BORROWING POWERS

1. The Board may and is hereby authorized from time to time to borrow money for short term project support upon the credit of the Corporation.
2. The Corporation may borrow money from its members for periods up to ten years at a rate of interest not more than one percent (1%) above the prime lending rate for chartered banks as determined by the Board.

#### ARTICLE XVI - DISSOLUTION

In the event of a winding-up or dissolution of the Corporation there shall not be any distribution of any kind among members, but the funds of the Corporation shall be applied to one or more charitable organizations within the district serviced by the Corporation.

The directors are as follows:

Gordie MacCallum  
David Latimer  
Myron MacDonald  
Peter Vriends  
Fred Morrison  
Barry Cudmore  
Les Zelinski  
Lorne Kielly

Amended  
Oct  
29, 2011

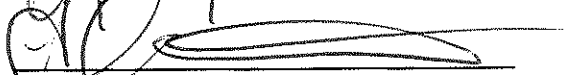


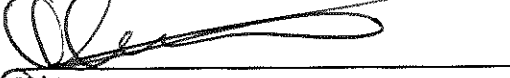
IN WITNESS WHEREOF we have set our hands and affixed our seal  
this 14th day of November, 2001.

Signed, Sealed and Delivered  
in the presence of:

  
Witness


  
Witness

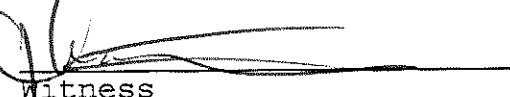
  
Witness

  
Witness


  
Witness

  
Witness

  
Witness

  
Witness

  
Gordie McCallum


  
David Latimer

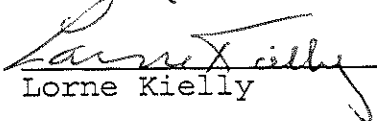
  
Myron MacDonald

  
Peter Viends

  
Fred Morrison

  
Barry Cudmore

  
Les Zelinski

  
Lorne Kielly

C A N A D A

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER OF Part II of the  
Companies Act, R.S.P.E.I., 1988,  
Cap. C-14 and amendments thereto

- and -

IN THE MATTER OF the Application  
for incorporation thereunder of  
"Friends of Covehead-Brackley  
Bay Ltd."


AFFIDAVIT

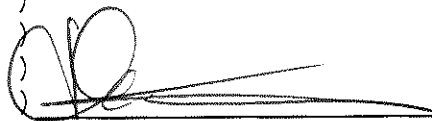
I, David Latimer of Stanhope, in Queens County, Province of  
Prince Edward Island,

MAKE OATH AND SAY AS FOLLOWS:

1. That I am one of the Applicants in this matter and have  
signed a Petition for Incorporation herein and I am over  
the age of Eighteen (18) years.
2. That I am personally acquainted with all the other  
Applicants herein and am familiar with the handwriting  
and signature of each of them and that each of them is  
over the age of Eighteen (18) years.
3. That the signature of each of the said Applicants affixed  
to the Petition herein is of the proper handwriting of  
such Applicant.
4. That all and every of the statements and allegations  
contained in the said Petition are true in substance and  
in fact to the best of my knowledge, information and  
belief.
5. That the proposed name of the Corporation for which  
incorporation is sought is not that of any known  
corporation or is it likely to be confused therewith nor  
is it objectionable on any grounds known to me.

SWORN to before me at )  
Charlottetown, Queens County, )  
Province of Prince Edward )  
Island, this 14<sup>th</sup> day of )  
November, 2001. )

  
A Commissioner for taking  
Affidavits in the Supreme  
Court

  
DAVID LATIMER

C A N A D A

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER OF Part II of the  
Companies Act, R.S.P.E.I., 1988,  
Cap. C-14 and amendments thereto


- and -


IN THE MATTER OF the Application  
for incorporation thereunder of  
"Friends of Covehead-Brackley  
Bay Ltd."

I, David Latimer of Stanhope, in Queens County, Province of  
Prince Edward Island,  
MAKE OATH AND SAY AS FOLLOWS:

That I am a subscribing witness to the foregoing and annexed  
Petition and was present and did see the same duly executed by  
Gordie McCallum, Myron MacDonald, Peter Vriends, Fred  
Morrison, Barry Cudmore, Les Zelinski and Lorne Kielly, seven  
of the Applicants named in the annexed Petition.

SWORN to before me at )  
Charlottetown, Queens County, )  
Province of Prince Edward )  
Island, this 14<sup>th</sup> day of )  
November, 2001. )

  
\_\_\_\_\_  
A Commissioner for taking  
Affidavits in the Supreme  
Court

  
\_\_\_\_\_  
DAVID LATIMER

PROVINCE OF PRINCE EDWARD ISLAND

- and -

LES ZIELINSKI

SCHEDULE "A"

C A N A D A

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER OF Part II of the  
Companies Act, R.S.P.E.I., 1988,  
Cap. C-14 and amendments thereto

- and -

IN THE MATTER OF the Application  
for incorporation thereunder of  
"Friends of Covehead-Brackley  
Bay Ltd."

TO THE MINISTER OF COMMUNITY SERVICES AND ATTORNEY-GENERAL

The Petition of the undersigned Applicants for incorporation

HUMBLY SHOWETH:

That your Petitioners are desirous of obtaining Letters Patent under the provisions of Part II of the Prince Edward Island Companies Act, R.S.P.E.I., 1988, Cap. c-14 and amendments thereto, constituting your Petitioners and such other persons as may become associated with them as members in the company thereby created, a body corporate and politic under the name of "Friends of Covehead-Brackley Bay Ltd." (hereinafter referred to as the "Corporation")

ARTICLE I - NAME

The name of the Corporation shall be "Friends of Covehead-Brackley Bay Ltd."

ARTICLE II - DEMOGRAPHIC AREA SERVED

The area for which the said Corporation shall be responsible is the Covehead-Brackley Bay watershed, this being the area set forth on the Covehead-Brackley Bay Watershed Maps in Schedule "A" hereto annexed.

ARTICLE III

The Corporation will be not-for-profit without share capital.

ARTICLE IV - GENERAL OBJECTIVE

To protect, improve and restore the biodiversity of the eco-systems of the Covehead-Brackley Bay watershed and maintain the appearance of the area along with educating members of the Corporation, ourselves and others without discriminating.

ARTICLE V - SPECIFIC OBJECTIVES

1. To promote study and awareness of the ecological condition of Covehead-Brackley Bay.
2. To promote sustainable development and use of Covehead-Brackley Bay.

AMENDED  
28 OCTOBER  
2011

3. To promote initiatives to preserve and improve the environmental quality of Covehead-Brackley Bay.
4. To promote broadly based use and enjoyment of Covehead-Brackley Bay.
5. To involve a broadly based membership, including agriculture, fishery, recreational, residential, tourism and other sectors.
6. To make recommendations to the provincial and federal governments for research and resource management priorities and enforcement considerations.
7. To affiliate with other organizations with common or complimentary interests and goals.
8. To identify and remedy any real or potential threats to the quality and health of the watershed.
9. To enter into any arrangements with any authorities, federal, provincial, municipal, local or otherwise, that are conducive to the Corporation's objectives and to obtain from any such authority any rights, privileges or concessions deemed necessary to carry out, exercise or comply with any such arrangements of rights, privileges, or concessions.
10. To enter into any arrangement, undertaking or agreement with any person, corporation or authority that may seem conducive to the Corporation in attainment of its objectives, including acquiring assets of any kind.

#### ARTICLE VI - APPLICANTS

That the names, addresses and calling of each of the Applicants are as follows:

<u>Name</u>	<u>Address</u>	<u>Calling</u>
Gordie McCallum	Brackley Beach R.R 9, PE C1E 1Z3	Tourism Operator
David Latimer	P. O. Box 9017, Little York, PE C0A 1P0	Retired Engineer
Myron MacDonald	Little York R.R. 1, PE C0A 1P0	Retail Merchant
Peter Vriends	York, PE C0A 1P0	Poultry Producer
Fred Morrison	Covehead Road, Little York, PE C0A 1P0	Fisherman
Barry Cudmore	North Winsloe R.R. 9, PE, C1E 1Z3	Farmer
Les Zelinski	P. O. Box 9103, Stanhope, PE C0A 1P0	Lawyer
Lorne Kielly	Little York, PE C0A 1P0	Retired

all of whom are over the age of Eighteen (18) years.

ARTICLE VII

All of the above-named applicants are to be the first Directors of the Corporation.

ARTICLE VIII

Accompanying this Petition and annexed hereto is a memorandum of Agreement, signed and sealed by the Applicants, setting forth the by-laws of the proposed Corporation as required by Section 90 (2) of the Companies Act.

ARTICLE IX

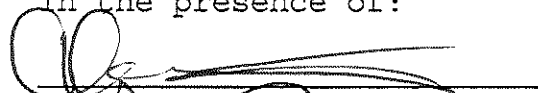








The proposed name of the Corporation is not that of any other incorporated Corporation nor is it one likely to be confused therewith, nor is it objectionable on any public or private grounds known to your Applicants or any of them.

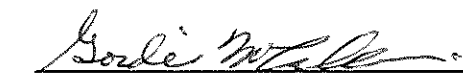
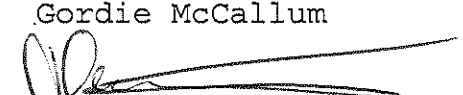
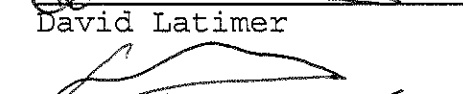


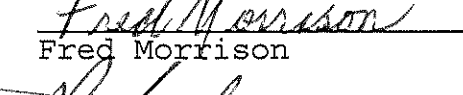
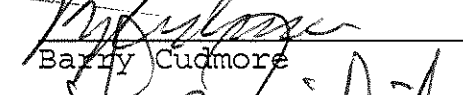
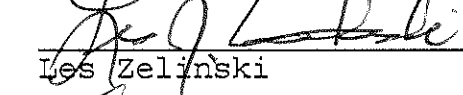
YOUR APPLICANTS THEREFORE PRAY:

That Letters Patent be issued under the provisions of Part II of the Companies Act, aforesaid, incorporating your applicants and their associates under and with the name and charter and for the purposes hereinbefore set out.

DATED at  
this 14th day of November, 2001.

Signed, Sealed and Delivered  
in the presence of:

  
Witness  
  
Witness  
  
Witness  
  
Witness  
  
Witness  
  
Witness  
  
Witness  
  
Witness  
  
Witness

  
Gordie McCallum  
  
David Latimer  
  
Myron MacDonald  
  
Peter Vriends  
  
Fred Morrison  
  
Barry Cudmore  
  
Les Zelinski  
  
Lorne Kielly

C A N A D A

PROVINCE OF PRINCE EDWARD ISLAND

IN THE MATTER OF Part II of the  
Companies Act, R.S.P.E.I., 1988,  
Cap. C-14 and amendments thereto

- and -

IN THE MATTER OF the Application  
for incorporation thereunder of  
"Friends of Covehead-Brackley  
Bay Ltd."

TO THE HONORABLE MINISTER OF COMMUNITY SERVICES AND ATTORNEY-  
GENERAL OF THE PROVINCE OF PRINCE EDWARD ISLAND

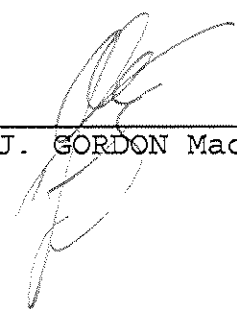
I, J. Gordon MacKay, Q.C.

of Charlottetown, in Queens County, Province of Prince Edward  
Island, Attorney

DO HEREBY CERTIFY:

That in my opinion the provisions of the Companies Act,  
R.S.P.E.I. 1988 Cap. C-14, have been complied with regarding  
the above-mentioned application.

DATED this 14<sup>th</sup> day of November, 2001.

  
\_\_\_\_\_  
J. GORDON MacKAY, Q.C.