

SPECIAL MEETING OF THE BOARD OF DIRECTORS

SATURDAY, MAY 12TH, 2012

RAMADA INN, FREDERICTON

A special meeting of the Board of Directors was called by the President, Jody Tower in order to address some alleged anomalies in the Election Process conducted during the Annual General Meeting in Miramichi, Sunday, May 6th, 2012. That process was conducted by the Parliamentarian hired to advise the President on matters of Roberts Rules of Order pertaining to the conduct of the Annual General Meeting. The Parliamentarian ruled that Directors and *Officers* of the Federation were eligible to cast votes to elect members of the Executive. A number of duly elected Directors questioned that ruling but the ruling prevailed, giving rise to the requirement for this Special Meeting.

At the request of the Directors, a Legal Advisor was brought in to advise the Board and assist in resolving the issue.

The meeting was called to Order by President Jody Tower at 1302 hours.

In attendance were President Jody Tower, Zone Directors Sandy Young, Tim Bamford, Dave Pickard, Alpee Leblanc, Brad Mann, Paul Robichaud, Art Carr, Past President Leon Bourque, Vice President Jim Coates, Secretary Don Wheaton and Mr. Stephen Hill, Associate from the legal firm of Cox and Palmer, a specialist in Corporate Law. Absent from this meeting was Zone 1 Director, Roland Toussaint due to health reasons.

Mr. Hill was asked to conduct the meeting and proceeded to explain his understanding of why he was in attendance. He asked that each person introduce themselves and then responded to numerous questions from the Board members concerning the legalities of the Election held at the AGM and what action he would recommend be taken to resolve the issues surrounding that Election process.

Mr. Hill advised that based on his review of the written By-Laws of the Federation dealing with Election of Directors, who is entitled to vote etc., a review, with the assistance of a Legal Advisor should be undertaken. He pointed out a number of anomalies in the current By-Laws and identified some areas where the existing By-Laws were incomplete thus leaving the procedures open to interpretation.

Mr. Hill was asked directly for his opinion of the Election held at the AGM to which he responded that the original Election should be declared Null and Void and a new Election

should take place as soon as possible. He clarified that only those Elected Officers (Zone Directors) would be eligible to cast votes. That meant that since 1 Director was absent, only 7 votes could be cast in respect of each position up for election.

It was then Moved by Brad Mann and seconded by Art Carr that we proceed with an Election forthwith. A vote was taken by show of hands with 6 voting in favor and 1 against (Tim Bamford). Motion Carried.

Mr. Hill's advice was that as Past President, Leon Bourque, who is also the Chairman of the Nominating Committee, should conduct the Election by Secret Ballot (paper ballot).

Mr. Bourque then proceeded to conduct the Election starting with the position of President. Two nominations were made, Jody Tower and Sandy Young. Both nominees indicated they would accept the nomination. No further nominations were forthcoming. Votes were cast on paper and counted by Mr. Bourque and overseen by Mr. Hill. Sandy Young was declared the winner for position of President.

Mr. Bourque then called for nominations for the position of Vice President. Jim Coates and Brad Mann were nominated. No further nominations were forthcoming. Jim Coates declined the nomination and therefore Brad Mann was declared Vice President.

Mr. Bourque then called for nominations for position of Secretary. Don Wheaton was nominated. No further nominations were forthcoming. Mr. Wheaton declined the nomination therefore the position of Secretary remains VACANT.

Mr. Bourque then called for nominations for position of Treasurer. Paul Robichaud was nominated. No other nominations were received. When asked, Mr. Robichaud indicated he would accept the nomination and was declared Treasurer.

The duly elected Executive and Board of Directors for the 2012-2013 Year of the NBFSC are as follows:

President - Sandy Young

Vice President - Brad Mann

Secretary - Vacant

Treasurer - Paul Robichaud

Zone 1 Director - Roland Toussaint

Zone 2 Director - Brad Mann

Zone 3 Director - Paul Robichaud

Zone 4 Director - Art Carr

Zone 5 Director - Dave Pickard

Zone 6 Director - Alphee Leblanc

Zone 7 Director - Tim Bamford

Zone 8 Director - Election with Zone to be held to replace Zone Director Sandy Young who cannot, under existing By-Law Article 33, hold position of President AND Zone Director simultaneously.

No further business was raised from the floor therefore it was moved by Dave and seconded by Brad that the ballots cast in this election be destroyed. Motion carried.

Moved by Alphee to adjourn at 1409 hours.

Don Wheaton, Secretary.

May 14, 2012