

# THE CATARAQUI REGION CONSERVATION FOUNDATION

By-law No. 01

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a by-law relating generally to the transaction of the affairs of the Cataraqui Region Conservation Foundation, also known as The Cataraqui Conservation Foundation.

This by-law, dated 21 June, 2016, replaces all previous versions of By-law No. 01.

Be it enacted as By-law No. 1 of the Cataraqui Region Conservation Foundation (hereinafter referred to as “the Foundation”) as follows:

## Head Office

1. Resolved that the Head Office of the Foundation be located in or near the City of Kingston.

## Function of the Foundation

2. The Function of the Foundation is laid out in the Letters Patent of the Province of Ontario dated 29th October, 1965 being to advance conservation in the Region of the Cataraqui Region Conservation Authority. This shall be achieved by:
  - a. Encouraging, sustaining and maintaining activities of the Cataraqui Region Conservation Authority both directly and indirectly, and generally advancing conservation activities in the Region;
  - b. Acting as the custodian of funds raised by collection, donation or allocation;
  - c. Undertaking directly conservation-related activities; and
  - d. Encouraging others to undertake conservation-related activities.

## Seal

3. The corporate seal of the Foundation shall be the form impressed hereon.

## Members

4. There are two classes of members: Voting Members and Non-voting Members.

Voting Members are the Directors of the Board.

Non-voting Members are of two categories:

1. Honorary Life Members; and
2. Individuals who request to be a member of the Foundation.

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Honorary Life Members are appointed by the Board of Directors in recognition of their past support of the mission of the Foundation. An individual's membership status ends upon death or upon a written request to the Board to be removed from the category.

Non-voting Member status terminates at the end of the calendar year during which the request is received. A Non-voting Member is re-instated upon receipt of a confirmation to continue for one year.

## Directors

5. The Directors shall be elected at the Annual General Meeting.
  - a. The number of Directors of the Foundation shall be at least three and no greater than eighteen;
  - b. Subject to these limits, additional Directors may be appointed by the Board between Annual General Meetings, but limited to not more than one third of the Directors elected at the last Annual General Meeting.
  - c. Directors appointed by the Board between Annual General Meetings shall be confirmed by election at the Annual General Meeting first following their appointment;
  - d. The term of Directors shall be one year from the date of their election, and they may be re-elected an unlimited number of times;
  - e. A Director's term ends upon death, resignation, being expelled, bankruptcy, or the Foundation is dissolved or liquidated; and
  - f. The Chair of the Cataraqui Region Conservation Authority or a delegate shall be a non-voting Director of the Foundation.

## Meeting of Directors

6. Directors are required to hold regular meetings no less frequently than quarterly.
  - a. Director's meetings are normally at the call of the President and notice should be given at least 10 days in advance;
  - b. Directors' meetings may be convened by the President, or by any two Directors at any time and at any place on at least two days' notice;
  - c. For meetings of voting Directors, a quorum shall consist of a majority of the Directors;

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- d. Directors' meetings shall normally occur in the region served by the Cataraqui Region Conservation Authority;
  - e. If available, Directors may participate in meetings through telephonic or electronic means;
  - f. Directors may vote by proxy held by another Director;
  - g. Directors meetings may be held entirely by telephonic or electronic means; and,
  - h. The Chair of the Directors' meeting, may with the consent of the Directors, adjourn, the meeting from time to time and place to place.
7. At all Directors' meetings, each Director present (or by proxy), shall have one vote on every question. In the case of an equality of votes, the question is lost.

## **Resignation of Directors**

8. Directors may resign by submitting their resignation, in writing, to the Foundation.

## **Removal of Directors**

9. The Directors, by resolution passed by at least two-thirds of the votes cast at a general meeting of Directors, of which notice specifying the intention to pass such a resolution was included with the notice of meeting, may remove for reasonable cause any Director before the expiration of his or her term of office.

## **Vacancies**

10. Notwithstanding vacancies, the remaining Directors may exercise all their powers so long as at least three Directors remain in office.

## **Appointment of Executive Officers**

11. The Nominating Committee shall recommend to the Board of Directors, for its approval at its Annual General Meeting, the Executive Officers to hold office for the following year. The Executive Officers shall be a President, a Vice-President, a Secretary, a Treasurer, and the immediate Past President. Should a vacancy occur in any office, the Directors are empowered to fill such vacancy until the next Annual General Meeting of members. An individual Director can hold more than one office.

## **The President**

12. The President shall:
- a. Preside at meetings of the Foundation and the Board of Directors;

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- b. Sign documents as required;
- c. Represent the Foundation unless otherwise provided; and
- d. Exercise such other powers and duties as may be assigned by an Annual General Meeting.

## **The Vice President**

- 13. The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or inability to act of the President. He or she shall also have such other powers and duties, if any, as may from time to time be assigned to him or her by the Board.

## **The Secretary**

- 14. The Secretary shall have charge of the Corporate Seal and the Minute Books of the Foundation and shall record in such books the minutes of all meetings of Directors, and of such other proceedings as the Board may direct. Unless some other officer is specially charged with the duty, the Secretary shall also keep or cause to be kept such books and records as the Foundation is required to keep under the provisions of the Ontario Not-for-Profit Corporations Act. The Secretary shall sign with the President or other signing officer of the Foundation such instruments as require their signatures.

## **The Treasurer**

- 15. The Treasurer shall have the care and custody of all the funds and securities of the Foundation and shall deposit the same in the name of the Foundation in such bank or banks or with such other depository as the Board may direct. He or she shall keep or cause to be kept the books of account that the Foundation is required to keep under the provision of the Ontario Not-for-Profit Corporations Act.

## **Committees**

- 16. The Board of Directors may provide for an Executive Committee and other committees.

## **Signing Authority**

- 17. The signing authority for cheques, other financial instruments, and documents shall be the Executive Officers, and any others appointed by the Board; two signatures are required, at least one of which must be that of an Executive Officer.

## **Nominating Committee**

- 18. A Nominating Committee shall be appointed by the Directors to propose nominees to replace retiring Directors, to add additional directors to the Board, and to nominate the Executive Officers.

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- a. The Nominating Committee shall consist of the immediate Past President and two other members of the Foundation;
- b. Should the immediate Past-President be unavailable or unable to serve, another former Director of the Foundation shall be appointed in their stead;
- c. Nominations will also be accepted from the floor at the Annual General Meeting, if supported by two members; and
- d. All nominees must have given consent to stand.

## **Annual General Meeting**

19. The Annual General Meeting of the Foundation shall normally be held in May and not later than 30 June in the Region of the Cataraqui Region Conservation Authority. The purpose of the meeting shall be to:
  - a. hear the reports on the year's activities;
  - b. receive any other reports and statements required by the Ontario Not-for-Profit Corporations Act to be laid before the Foundation;
  - c. receive the report of the Nominating committee;
  - d. elect Directors and Officers;
  - e. appoint auditors; and,
  - f. transact any other business as may properly be brought before the meeting.
20. Notice of the Annual General Meeting shall be provided each member at least ten days prior to the meeting. At the discretion of the Board, this may be provided either in writing, electronically or by announcement on the Foundation's website.
21. A member unable to attend the meeting may vote by letter, telephone or electronically, providing his or her vote is received at least one day prior to the date of the meeting.

## **Special Meetings**

22. The Directors of the Foundation may at any time call a special meeting of the members. Notice of the time and place of the meeting must be provided at least ten days in advance of the meeting. Such notice may be provided either by letter, electronically, or by announcement on the Foundation's website.

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## Indemnification of Directors or Officers

23. (1) The Foundation may indemnify a Director or Officer of the Foundation, a former Director or Officer of the Foundation, or an individual who acts or acted at the Foundation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgement, investigative or other action or proceeding in which the individual is involved because of that association with the Foundation or other entity.
- (2) The Foundation shall not indemnify an individual under subsection (1) unless:
- a. The individual acted honestly and in good faith with a view to the best interests of the Foundation or other entity, as the case may be; and
  - b. If the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that his or her conduct was lawful.
- (3) Despite subsection (1), an individual referred to in that subsection is entitled to indemnity from the Foundation in respect of all costs, charges and expenses reasonably incurred by the individual in connection with the defence of any civil, criminal, administrative, investigative or other action or proceeding to which the individual is subject because of the individual's association with the Foundation or other entity as described in subsection (1), if the individual,
- a. was not judged by any court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done; and
  - b. fulfils the conditions set out in subsection (2).

## Conflict of Interest

24. A Director or Officer of the Foundation who is a party to a material contract or transaction or proposed material contract or transaction or who has a material interest in any person who is such a party shall, at the first meeting at which the proposed contract or transaction is considered, disclose to the Foundation the nature and extent of his or her interest. Thereafter, the said director or officer shall not attend any part of a meeting of the directors during which the contract or transaction is discussed and shall not vote on any resolution to approve the contract or transaction.

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## Duties of Directors and Officers: Standards of Care

25. Every Director and Officer in exercising his or her powers or discharging his or her duties to the Foundation shall:
- a. act honestly and in good faith with a view to the best interests of the Foundation; and
  - b. exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

## Financial Year

26. Until otherwise ordered by the Board, the financial year of the Foundation shall end on the 31st day of December in each year.

## Amendment of By-law

27. The Board of Directors of the Foundation may amend this By-law at any properly constituted meeting of the Board. Such changes must be confirmed at the first following Annual General Meeting and must not contradict the Ontario Not-For-Profit Corporations Act currently in force.

Corporate Seal of the Foundation

June 21, 2016

Secretary: \_\_\_\_\_

Date: June 21, 2016

President: \_\_\_\_\_

Date: June 21, 2016