

By-Law Number 1
The General By-Law for the
Land Conservancy for
Kingston, Frontenac, Lennox and Addington

Object

1. The object of the Land Conservancy for Kingston, Frontenac, Lennox and Addington is to preserve and protect natural sites and landscapes within Frontenac and Lennox and Addington counties by:
 - (a) acquiring and managing lands and interests in lands
 - (b) receiving, managing and disbursing funds, donations, and bequests
 - (c) preserving and restoring the biodiversity of wildlife in the Counties
 - (d) increasing public awareness of the value of conserving lands in perpetuity and of land stewardship
 - (e) providing people with opportunities to appreciate natural heritage sites and landscapes
 - (f) engaging in research to further the objects of the corporation
 - (g) cooperating with individuals, organizations, conservation authorities, government departments and agencies, and others to promote land conservation, restoration, and stewardship, and
 - (h) undertaking all ancillary and incidental activities which promote the object of the Corporation.

Seal

2. The seal stamped to the right is the seal of the Land Conservancy for Kingston, Frontenac, Lennox and Addington.

Head Office

3. The Head Office of the Land Conservancy for Kingston, Frontenac, Lennox and Addington is in the City of Kingston, Province of Ontario.

Membership

4. Membership is limited to people who support the objects and mission of the corporation and are 18 years of age and over.
5. The Board will set the annual fee for membership in the corporation. A person becomes a member of the corporation by paying the annual fee, signing the membership form, and being accepted as a member by a resolution of the Board. The Board may also make a person a member of the corporation by resolution, without requiring the person to pay the annual fee.
6. The Board must notify members of the corporation in writing at least 21 days before the expiry of their membership.
7. Membership in the corporation ends when:
 - (a) the member has not paid the membership renewal fee by the start of the annual meeting
 - (b) the member resigns by sending a letter of resignation to the Secretary of the corporation. The resignation takes effect on the day the letter is received by the corporation or on the date specified in the letter.
 - (c) the member dies
 - (d) 2/3 of the members present at an annual or special meeting of the corporation vote to revoke the person's membership. Notice of the motion to revoke a person's membership must be sent to the member at least 14 days before the meeting and the member must be given the opportunity to address the meeting, or
 - (e) the corporation is dissolved.

Voting at members' meetings

8. Every member of the corporation has one vote at any meeting of members. A new member must have been a member of the corporation for at least 30 days before the meeting to be eligible to vote at the meeting. A renewing member must have renewed membership by the start of the annual meeting.
9. A quorum at a members' meeting is the lesser of 15 members of the corporation or 1/5 of all members of the corporation.
10. When the meeting has a quorum, a motion carries when a majority of those present vote in favour of the motion, unless the Act or the corporation's By-laws sets a different voting requirement.
11. A member may appoint another member of the corporation to vote on his or her behalf. A proxy must be in writing and signed and dated by the member. The completed proxy must be sent to the Secretary before the meeting or presented to the Secretary at the start of the meeting. A member attending a meeting may hold proxies

for up to 1/10 of the votes at the meeting. Proxy voting may not account for more than 1/3 of the votes cast at a meeting.

Sample proxy:

I, [name of member], appoint [name of member] to act as my proxy at the Land Conservancy for Kingston, Frontenac, Lennox and Addington meeting to be held on [date of meeting]. I instruct my proxy to vote as follows ... [or My proxy may vote as [he/she] chooses on my behalf.]

Signed:

Date:

Notice of members' meetings

12. The Board must ensure that written notice of the annual meeting is sent to all members at least 30 days before the meeting.
13. The Board must ensure that a written notice of a special members' meeting is sent to all members at least 10 days before the meeting.
14. Notice of a members' meeting must give information about the items on the agenda for the meeting so that a member has a general idea of each item to be discussed.
15. Notice of the meeting must include information about the right to vote by proxy at the meeting and how to arrange for a proxy vote.
16. Notice of a members' meeting may be:
 - (a) sent by regular mail, e-mail, or fax
 - (b) made by publication in the corporation's newsletter, or
 - (c) hand-delivered.

A different delivery method may be used for different members.

17. When notice of the meeting is sent by regular mail, e-mail or fax, it is sufficient for the notice of the meeting to be sent to the member's last address recorded in the corporation's books.
18. When there is a quorum, members at the meeting may agree that the meeting is valid in spite of an error or omission in the notice of meeting. An error or omission in giving notice of a members' meeting will not invalidate decisions taken at that meeting.

Annual Meeting

19. The annual meeting must take place within the geographic boundaries of Frontenac County or Lennox & Addington County.
20. The annual meeting of the corporation must be held within 180 days after the end of the corporation's fiscal year.
21. The members present at the annual meeting have the authority to:
 - (a) elect the Directors of the corporation
 - (b) elect the president of the Board
 - (c) receive the report of the Board of the corporation
 - (d) approve or vary the land acquisition plan, the work plan and the business plan of the corporation
 - (e) approve or vary budget of the corporation
 - (f) receive the financial statement of the corporation
 - (g) receive the report of the auditors
 - (h) appoint auditors for the next fiscal year
 - (i) amend the Letters Patent and the By-laws of the corporation
 - (j) deal with any matter brought forward by the Board, a member or a staff person of the corporation, and
 - (k) conduct any other business.

Special members' meetings

22. The Board of the corporation may call a special members' meeting, other than the annual meeting, at any time.
23. The Board of the corporation must call a special members' meeting when 20 members write to the Board requesting a special members' meeting and explaining their reasons for the request. The meeting must be held as soon as possible and no later than 60 days from the time the Board receives the request for the meeting. A special members' meeting may be restricted to one matter or may cover a variety of matters. The notice of the special members' meeting must specify the matters to be covered at the meeting.

Board of Directors

24. A person must have voting member status to be elected to the Board.
25. The Board of Directors has eleven Directors, four of whom also serve as Officers of the corporation. The number of Directors and their terms of office may be changed at an annual meeting by a 2/3 majority vote.

26. The applicants for incorporation are the first Directors of the corporation and will remain in office until an election takes place at the first annual meeting of the corporation.
27. The term of office for a Director is two years. However, the terms of office are staggered so that in any given year elections are held for only some of the Director positions. Five Directors elected at the corporation's first annual meeting will have a one-year term and six Directors will have a two-year term. At the second annual meeting, there will be an election for five Director positions. At the third annual meeting, there will be an election for six Director positions. At the fourth annual meeting, there will be an election for five Director positions, and so on.
28. A newly-elected Director takes office on the adjournment of the annual meeting at which the election occurred.
29. A Director position becomes vacant when:
 - (a) the Director's membership dues are not paid by start of the annual meeting
 - (b) the Director resigns by sending a letter of resignation to the Secretary of the corporation, or, if the resigning Director is the Secretary, to the President of the corporation. The resignation takes effect on the day the letter is received by the corporation or on the date specified in the letter.
 - (c) the Director dies
 - (d) the Director declares bankruptcy or stops meeting the obligations under a bankruptcy agreement
 - (e) the Director is convicted of a criminal offence and by a majority vote of the Board, it is decided that the Director's continued presence on the Board would reflect negatively on the corporation, or
 - (f) 2/3 of the members present at an annual or special members' meeting vote to remove the person from office. Notice of the motion to remove a Director from office must be sent to the Director at least 14 days before the meeting and the Director must be given the opportunity to address the meeting.
30. When a Director position becomes vacant three months or more before the next annual meeting, the Board may name a member to the Director position to serve until the next annual meeting. An election for the position must be held at this annual meeting. The person elected to fill the vacant position will complete the term for that position. In other words, the two-year term cycle will not change and the person elected to the vacated position may be in office for only one year before the position is open for election again.
31. A Director of the corporation cannot receive remuneration for serving on the Board of Directors. However, a Director may be reimbursed for reasonable expenses incurred in the performance of Board duties.
32. A Director may not profit directly or indirectly from being a member of the Board.

33. A Director must declare actual and potential conflicts of interest before the discussion on the topic giving rise to the conflict and must be absent from the meeting room while the discussion and voting take place.

Powers of the Board

34. The Board manages the property and business of the corporation.
35. The Board may, on behalf of the corporation:
- (a) enter into contracts
 - (b) authorize expenditures
 - (c) employ and pay salaries to employees
 - (d) acquire legacies, gifts, grants, settlements, bequests, endowments and donations of any kind
 - (e) borrow money upon the credit of the corporation
 - (f) limit or increase the amount borrowed
 - (g) issue debentures or other securities of the corporation
 - (h) pledge or sell the corporation's debentures or other securities for amounts that the Board deems appropriate
 - (i) secure any bond, debenture, other securities, borrowing or liability of the corporation by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real or personal property of the corporation,
 - (j) assign responsibilities to paid staff and Directors, and
 - (k) exercise all powers and do all acts that the corporation by its charter or otherwise is authorized to exercise or do.
36. The Board may enter into a trust arrangement with a trust company, foundation or similar institution to create a trust fund through which capital and interest may be made available for the benefit of promoting the interests of the corporation.
37. The Board may engage employees and appoint agents and advisors to have authority and perform duties set by the Board.
38. The Board sets the remuneration to be paid to employees, agents and advisors.
39. The Board may solicit legacies, gifts, grants, settlements, bequests, endowments and donations of any kind to further the purposes of the corporation.

Notice of Board meetings

40. Written notice of a Board meeting must be sent to all Directors at least ten days before the meeting by regular mail, fax, or e-mail.

41. An emergency Board meeting may be called by giving notice of the meeting to all Directors by telephone. The emergency meeting is only valid when there is quorum and a majority of the Directors present agree to waive the written notice requirement.
42. An error or omission in giving notice of a Board meeting will not invalidate decisions taken at that meeting.

Board of Directors' meetings

43. The Board must meet at least four times a year.
44. The Board may meet at any time and place it decides. The Board may meet in person, by conference call or through electronic means. The Board may meet by conference call or through electronic means so long as the medium enables directors to communicate with each other; each director has equivalent access to the specific medium of communication to be used; and a majority of directors has consented to holding the meeting in this way. A resolution of the Board will address the mechanics of holding a conference call or electronic meeting and the procedure for establishing quorum and recording votes in advance of any meetings by conference call or electronic meeting taking place.
45. Quorum for a Board meeting is six Directors.
46. At a Board meeting at which there is quorum, the Directors are competent to exercise all the authority, power and discretion allowed by law and the By-laws of the corporation by resolution of the Board.
47. Each Director has one vote at a Board meeting. The Chair of the meeting does not vote except to break a tie.
48. A motion carries when there is quorum and a majority of the Directors present vote "yes", unless the Act or the corporation's By-laws set a different voting requirement.
49. To pass, the following motions require 2/3 of the Directors at the Board meeting or, if that number is a fraction, the next largest whole number, to vote "yes":
 - (a) a motion to acquire or dispose of property or an interest in property
 - (b) a motion involving financial transactions with a value of more than \$10,000
 - (c) a motion concerning staff, agent or advisor remuneration, and
 - (d) any other motion that the Board or the members at an annual or special meeting decide requires a vote by 2/3 of the Directors at a Board meeting to pass.
50. Minutes must be kept of all Board meetings, distributed to Board members, and approved by motion at a subsequent Board meeting.

51. Minutes of Board meetings are not public documents and cannot be distributed to corporation members or to members of the public. At the request of a member, the Secretary will prepare a summary of the Board's discussions and decision, excluding private or confidential information.

Director and officer liability

52. Every Director or officer of the corporation or other person who has undertaken any liability on behalf of the corporation and their heirs, executors, and administrators, and estate and effects, will be indemnified and saved harmless out of the funds of the corporation from:

- a) all costs, charges and expenses which the Director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him or her, or in respect of any act, deed, matter of 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
- b) all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by her or his own willful neglect or default.

53. The corporation must hold liability insurance to cover Directors from liability.

Election of the Board

54. The officers of the corporation are the President, Vice-president, Secretary and Treasurer.

55. The number of officers of the corporation may be changed by an amendment to this By-law.

56. The election of the officers of the corporation and of the other Directors takes place at the annual meeting according to the election pattern established at the first annual meeting. The first President of the corporation will be elected for a two-year term. Thereafter, elections for the position of President will be held every two years. There is no limit on the number of times a President may run for re-election. The terms of the officers and other directors of the first elected Board of the corporation will be for either one or two years, depending on the position they fill at the first annual meeting. Thereafter, officers will serve for two years unless the Board decides otherwise.

57. Nominations for the position of President and the election of the President will be completed before nominations and elections for the other officer positions take place. After the officer positions being elected that year are filled, nominations and elections for the other Director positions being elected that year will take place.

58. Officers may be removed from their position as an officer of the corporation at any time by a resolution of the Board.

Executive Committee

59. The Executive Committee consists of the President, Vice-President, Secretary, and Treasurer.

60. The Executive Committee may meet at its convenience, provided all members are given 24-hours notice of the meeting. Quorum at a meeting of the Executive Committee is three. At least three officers must vote in favour of a motion for it to carry.

61. The Executive Committee may make any decisions that have been delegated to it by the Board. The Board cannot delegate decisions requiring a 2/3 majority of Board members to the Executive Committee.

Duties of the officers

62. The President has an active role in the corporation and oversees its management.

63. The President ensures that all orders and resolutions of the Board are put into effect.

64. The President chairs meetings of the Board and of the corporation, unless he or she delegates the task to another Board member (for Board meetings) or another member (for members' meetings).

65. The Vice-president assists the President with the President's duties and assumes the duties of the President when the President is absent.

66. The Secretary's duties include:

- (a) keeping the membership records of the corporation
- (b) recording all votes at Board and members' meetings
- (c) keeping minutes of Board and members' meetings
- (d) providing members with information about Board discussions and decisions that are not private or confidential, on request
- (e) giving notice of Board and members' meetings
- (f) keeping a record of all property holdings of the corporation, and
- (g) keeping custody of the seal of the corporation, which may be used as permitted by the by-laws or on the direction of the Board.

67. The Treasurer's duties include:

- (a) keeping complete and accurate records of all assets, liabilities, receipts and disbursements of the corporation in the records of the corporation

- (b) depositing all monies, securities and other valuable effects in the name and to the credit of the corporation in a chartered bank, trust company, credit union or other financial institution, or, in the case of securities, with a registered dealer in securities as designated by the Board
- (c) disbursing funds of the corporation as directed by the Board and keeping appropriate records of the invoices, bills or other payment documents upon which the disbursement is based
- (d) preparing and presenting a report on the financial status of the corporation at Board meetings and at the annual meeting, or at any other time at the request of the President or the Board.

68. The officers of the corporation will perform any other duties at the direction of the Board.

Binding the corporation

69. Two of the four officers of the corporation have the authority to sign contracts or any other written instruments authorized by the Board and requiring the signature of the corporation. The signature of two officers on such a document makes the document binding on the corporation without any further authorization or formality.

70. The Board may appoint a Director or Directors to sign specific contracts or written instruments on behalf of the corporation.

71. The Board may give the corporation's power of attorney to any registered dealer in securities for the purpose of transferring and dealing with any stocks, bonds, and other securities of the corporation.

72. A Director (or Directors) with authority to sign a document on behalf of the corporation has (have) the authority to stamp the document with the seal of the corporation.

Committees

73. The Board may establish permanent and temporary committees to assist with the corporation's business. Permanent committees of the Board include the Finance Committee, the Land Acquisition Committee, and the Nominating Committee. A person does not have to be a member of the corporation to sit on a committee but does have to be a member to vote.

74. The Board will define the areas of responsibility and duties of each committee.

75. One Director will sit on each committee and will report to the Board on committee activities. The Director may or may not be the chair of the committee. Other Directors may also be members of the committee.
76. Subject to any regulations or directions made by the Board, committees may decide the notice of meeting requirements, meeting rules of procedure, and decision-making processes.
77. At the annual meeting, members will be invited to join the committees. The Board will approve the composition and membership of the committee for the year at a subsequent Board meeting.
78. Committees must keep minutes of their meetings and submit these minutes to the Board. These minutes are confidential unless the Board decides otherwise on a specific occasion or on an on-going basis.
79. A member of a committee cannot receive remuneration for serving on the committee but the Board may agree to reimburse reasonable expenses incurred in the performance of committee duties.

Fiscal Year

80. The fiscal year of the corporation is from January 1 to December 31, unless the Board decides otherwise.

Auditors

81. At the annual meeting, the members will appoint an auditor to audit the accounts and the annual financial statement of the corporation and to report back to members on the results of the audit. The auditor may not be a director, officer, or employee of the corporation. If the position of auditor becomes vacant during the year, the Board may appoint auditors to fill the vacancy.
82. The Board will set the fee to be paid to the auditor.

Banking

83. The corporation's banking requirements will be handled on the authorization of the Board by a chartered bank, trust company, credit union or other financial institution.

Books and records

84. The Board will ensure that all necessary corporate books and records required by the corporation’s By-laws or any applicable statute or law are up-to-date and properly kept.

Rules and regulations

85. The Board may make rules and regulations relating to the management and operation of the corporation that are consistent with this By-law. These rules and regulations are only in effect until the next annual meeting when they must be confirmed. If members at the annual meeting do not confirm them, they will cease to have effect at that time.

Amendment of the By-laws

86. Two-thirds of members at a members’ meeting must ratify a decision of the Board to:

- repeal or amend a By-law not embodied in the letters patent of the corporation
- create a new By-law relating to the requirements of subsection 155(2) of the *Canada Corporations Act*.

The fact that a By-law amendment is on the agenda for the members’ meeting must be included in the notice of the meeting.

87. The repeal or amendment of a By-law cannot be enforced or acted upon until the Minister of Industry approves the change.

Enacted this _____ day of _____, 2004.

_____ President

_____ Secretary