SOUTH PEEL NATURALISTS' CLUB

BYLAWS

September 18, 2023

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ARTICLE 1 – GENERAL

1.1 Definitions

In these Bylaws, unless the context otherwise requires:

(a) **"Act"** means the *Not-for-Profit Corporations Act, 2010* (Ontario) and where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
(b) **"AGM"** means the annual meeting of the Members;
(c) **"Articles"** means any instrument that incorporated the SPNC or modifies its incorporating instrument, including, without limitation, letters patent, supplementary letters patent and articles of amendment;
(d) **"Board"** means the board of directors of the SPNC;
(e) **"Bylaws"** means these bylaws and all other bylaws of the SPNC as amended and which are, from time to time, in force;
(f) **"Chair"** means the chair of the Board;
(g) **"Corporation"** means a body corporate without share capital to which the Act applies; "Corporation" in the Bylaws refers to the SPNC;
(h) **"Director"** means an individual who is a member of the Board;
(i) **"Member"** means the entity that has a purchased a membership in the SPNC, whether that is an individual person or multiple people living at the same address;
(j) **"Member in good standing"** means a Member who has paid all amounts owing to the SPNC;
(k) **"Officer"** means an officer of the SPNC, including, without limitation, the Chair, the Vice-Chair, the Secretary and the Treasurer;
(l) **"Ordinary Resolution"** means a resolution that is submitted to a meeting of the Members and passed at the meeting, with or without amendment, by at least a majority of the votes cast, or a resolution consented to by each Member entitled to vote at a meeting of the Members.
(m) **"Special Resolution"** means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the special meeting, with or without amendment, by at least two-thirds of the votes cast, or a resolution consented to by each Member entitled to vote at a meeting of the Members.
(n) **"SPNC"** means the South Peel Naturalists' Club, a charitable Corporation governed by the Act.

1.2 Interpretation

Other than as specified in section 1.1, all terms contained in these Bylaws that are defined in the Act shall have the meanings given to such terms in the Act. Any references to the Act or sections of the Act include any changes to the Act or to such sections. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of these Bylaws shall not affect the validity or enforceability of the remaining provisions of these Bylaws. If any of the provisions contained in these Bylaws are inconsistent with those contained in the Act or the Articles, the provisions contained in the Act or the Articles, as the case may be, shall prevail.

1.4 Execution of Contracts

Contracts, documents and other instruments in writing requiring execution by the Corporation may be signed by any two Directors, one of whom must be an Officer. Notwithstanding the foregoing, the Directors may from time to time direct the manner in which, and the individual or individuals by whom, a particular document or type of document shall be executed.

1.5 Registered Office

The registered office of the Corporation shall be in Oakville. The municipality or geographic township in which the Corporation's registered office is located may be changed to another place in Ontario by Special Resolution. The address of the Corporation's registered office within a municipality or geographic township may be changed by resolution of the Directors from time to time.

ARTICLE 2 – DIRECTORS

2.1 Duties

The Directors shall manage or supervise the management of the activities and affairs of the Corporation.

2.2 Number

(a) There shall be nine (9) Directors.
(b) The Members may, by Special Resolution, Change the number of Directors from time to time, within the minimum and maximum numbers of Directors set out in the Articles, or, if a Special Resolution of the members empowers the directors to determine the number of Directors, the number may be changed by resolution of the Directors.
(c) A decrease in the number of Directors will not shorten the term of an incumbent Director.

2.3 Qualifications

A Director:

(a) must be an individual;
(b) must be a Member in good standing;
(c) must be at least eighteen years old;
(d) must not have been declared incapable by any court in Canada or elsewhere;
(e) must not have the status of bankrupt;
(f) must not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property; and
(g) must not be an "ineligible individual" under the *Income Tax Act* (Canada).

2.4 Election and Term

(a) A Director's term of office commences at the conclusion of the meeting at which the Director is elected or appointed and terminates on the later of the conclusion of the third AGM following the election and the date that a successor is elected or appointed.
(b) Term extensions approved at the 2023 AGM enable a transition from a two-year term to a three-year term with one-third of the Board, or three (3) Directors, ending their term each year. At every AGM after 2023, one-third or three (3) of the Directors shall be elected, re-elected, appointed, or re-appointed to a three-year term.
(c) Directors who are first elected prior to the 2023 AGM shall be eligible for re-election for up to one additional three-year term. Directors who are first elected at the 2023 AGM and thereafter shall be eligible for re-election for one additional three-year term, to a maximum consecutive term limit of six years. A Director shall be eligible for re-election or re-appointment after an absence of three years from the Board.

(d) A Director who holds the position of President, Secretary or Treasurer may be re-elected or re-appointed as a Director beyond such term limit to enable the Director to continue to hold that office for the maximum term limit set out in section 4.1.

2.5 Vacancies

The office of a Director shall be vacated immediately:

(a) if the Director resigns from office by written notice to the Chair (or if the Director is the Chair, then by written notice to another Officer), which resignation shall be effective at the time it is received by the Chair (or other Officer, as applicable) or at the time specified in the notice, whichever is later;
(b) if the Director dies;
(c) if the Director ceases to meet the qualifications for being a Director set out in section 2.3; or
(d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.6 Filling Vacancies

(a) A vacancy on the Board shall be filled as follows:
    i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote but if they fail to do so, then the vacancy may otherwise be filled in accordance with this section 2.6;
    ii. if there is not a quorum of Directors in office or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member in good standing;
    iii. any other vacancy may be filled by a quorum of Directors then in office.
(b) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 2.6 shall hold office for the remainder of the predecessor's term.

2.7 Committees

The Directors may establish any committees they determine necessary and delegate powers of the Directors to any such committees, subject to the limitations on delegation set out in subsection 36(2) of the Act. The Directors shall determine the composition and terms of reference for any such committees. The Directors may disband any committee and may remove any member of a committee, at any time as they see fit.

2.8 Remuneration of Directors

The Directors shall serve as such without remuneration and, subject to section 6.1, no Director shall directly or indirectly receive any profit from occupying the position of Director; however, a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

ARTICLE 3 – DIRECTORS' MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any three Directors at any time and at any place on such notice as is required by these Bylaws.

3.2 Notice

(a) The Chair may fix the time and place of regular Directors' meetings. The Secretary shall notify each Director in the manner provided in Article 10 of these Bylaws of such regular meetings. No other notice shall be required for any such meetings.
(b) Notice of the time and place for the holding of other meetings of the Directors shall be given in the manner provided in Article 10 of these Bylaws to every Director not less than five days before the date that the meeting is to be held (or on 24 hours' notice if determined necessary by the Chair).
(c) Directors' meetings held immediately following an AGM and a meeting of the Directors at which a Director is appointed to fill a vacancy on the Board may be held without notice to the newly elected or appointed Directors or Director, provided that a quorum of the Directors is present and that all individuals who were nominated, elected or appointed were notified prior to the meeting that such a meeting may be held.

3.3 Quorum

A quorum for the transaction of business at any meeting of the Directors shall be a majority of the number of Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors. No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

3.4 Chair

The Chair shall preside at Directors' meetings. In the absence of the Chair, the Directors present at a meeting shall choose one of their number to act as the chair of the meeting. If the Chair knows in advance of a Directors' meeting that they will not be in attendance at the meeting, the Chair shall appoint another Director to act as the chair of the meeting.

3.5 Voting

Each Director has one vote. No person shall act for an absent Director at a meeting of Directors. Questions arising at any Directors' meeting shall be decided by a majority of votes. In case of an equality of votes, the matter in question shall be defeated.

3.6 Participation by Telephone or Other Communications Facilities

If all of the Directors consent, a Director may participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

ARTICLE 4– OFFICERS

4.1 Officers

(a) There shall be a President, a Vice-President, a Secretary and a Treasurer and such other Officers as the Board may determine from time to time. The President shall be the Chair of the Corporation and the Vice-President shall be the Vice-Chair. One person may hold more than one office except that the offices of President, Vice-President, Secretary and Treasurer shall not be combined.
(b) A Director may be elected to one additional three-year term if required in order to continue to hold the position of President, Secretary or Treasurer to a maximum of six consecutive years.
(c) The President, Vice-President , Secretary and Treasurer shall be elected or appointed by the Directors from amongst their number at the first meeting of the Board after the annual

election of such Board. The first meeting of the Board shall take place immediately after the meeting electing the Board and shall be for the purpose of electing or appointing the Officers.

(d) Officers other than the President, Vice-President, Secretary and Treasurer shall be appointed by the Directors, and need not be Directors.

4.2 Removal

The Chair and the Vice-Chair (if any) may be removed from their office by a two-thirds majority vote of those Directors present and voting at a meeting of the Directors. The Directors may remove any other Officers by majority vote of those Directors present and voting at a meeting of the Directors.

4.3 Duties

Officers shall have such authority and shall perform such duties as the Directors may prescribe from time to time subject to the limitations on delegation set out in subsection 36(2) of the Act. Officers may not delegate to others the performance of any or all of such duties.

(a) The Chair shall:
   i. when present, preside at all meetings of the Members and of the Board;
   ii. be charged with the general management and supervision of the affairs and operations of the Corporation; and
   iii. with the Secretary or other Officer appointed by the Board for the purpose, sign all Bylaws.

(b) During the absence or inability of the Chair, the duties and powers of the Chair may be exercised by the Vice-Chair, or such other Director as the Board may from time to time appoint for the purpose.

(c) The Secretary shall be ex officio clerk of the Board. The Secretary shall:
   i. attend all meetings of the Board and record all facts and minutes of all proceedings in the books kept for that purpose;
   ii. give all notices required to be given to Members and to Directors;
   iii. be the custodian of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation;
   iv. perform such other duties as may from time to time be determined by the Board.

(d) The Treasurer, or person performing the usual duties of a treasurer, shall:
   i. keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account;
   ii. deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board;
   iii. disburse the funds of the Corporation under the direction of the Board, taking proper vouchers therefor;
   iv. render to the Board, at the regular meetings thereof or whenever required, an account of all transactions as Treasurer, and of the financial position of the Corporation;
   v. perform such other duties as may from time to time be determined by the Board.

ARTICLE 5– PROTECTION OF DIRECTORS AND OFFICERS

5.1 Indemnification

The Corporation shall indemnify the Directors and Officers, and such other persons, as permitted by the Act and in such other circumstances as the law permits or requires. The Corporation shall also purchase

and maintain insurance for the benefit of the Directors and Officers, and such other persons, as permitted by the Act and the law applicable to charities.

ARTICLE 6– CONFLICT OF INTEREST

6.1 Conflict of Interest

The Directors and Officers shall comply with the conflict of interest requirements of the Act and any conflict of interest policies approved by the Directors from time to time. In particular, and without limitation, no Director shall, directly or indirectly, receive a financial benefit, through a contract or otherwise, from the Corporation unless the provisions of the Act (including, without limitation, section 41) and the law applicable to charities are complied with.

ARTICLE 7 – MEMBERS

7.1 Entitlement

There shall be one class of Members comprised of those individuals and households that are interested in furthering the Corporation's purposes and that are admitted in accordance with the Corporation's membership guidelines.

7.2 Termination

The interest of a Member in the Corporation is not transferable and automatically terminates if the Member dies, resigns, fails to pay any membership dues by the applicable deadline or if the Member's membership is terminated in accordance with these Bylaws and the Act.

7.3 Disciplinary Act or Termination of Membership for Cause

(a) Upon 15 days' written notice to a Member, the Directors may pass a resolution authorizing disciplinary action with respect to a Member or the termination of the membership of a Member:
   i. if the Member has breached any provision of the Articles or Bylaws or any written policies of the Corporation;
   ii. if the Member has engaged in any conduct which the Directors determine is detrimental to the Corporation; or
   iii. for any other reason that the Directors, in their sole discretion, determine is reasonable having regard to the purposes of the Corporation.

(b) The notice shall set out the reasons for the disciplinary action or termination of the Member's membership. The Member receiving the notice shall be entitled to give the Directors a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day notice period. The Directors shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of the Member's membership.

(c) If the Member who is subject to termination is a Director, the termination of the Member's membership must be approved by the Members at a Members' meeting.

7.4 Membership Year

The membership year runs from September 1 of one year to August 31 of the following year.

7.5 Dues

(a) The annual dues levied upon the Members shall be as determined by the Directors from time to time and effective only when confirmed by a vote at a meeting of the Members.
(b) The membership coordinator, or a Director appointed by the Board for the purpose, shall notify the Members of the dues or fees at any time payable by them. If any are not paid within 60 days of the date of such notice, the Members in default shall thereupon automatically cease to be Members of the Corporation; any such Member may, on payment of all unpaid dues or fees, be reinstated by unanimous vote of the Board.

ARTICLE 8 – MEMBERS' MEETINGS

8.1 Annual Meetings

(a) An AGM shall be held not later than 15 months after the holding of the preceding AGM and not later than six months after the end of the Corporation's financial year end.
(b) At every AGM, the following business shall be conducted:
    i. consideration of the financial statements;
    ii. consideration of the audit or review engagement report, if any;
    iii. an extraordinary resolution to not have an audit or a review engagement; and
    iv. election of directors.
(c) The Members may consider and transact special business at an AGM subject to section 8.6.

8.2 Special Meetings

(a) Special meetings of the Members may be convened by the Chair or by any three Directors at any date and time, including in conjunction with an AGM, to consider any special business.
(b) The Directors are required to call a Special Meeting within 21 days of receipt by the Corporation of a written requisition of Members carrying at least five percent (5%) of the votes that may be cast at a meeting of Members, except as otherwise provided in the Act.
(c) If the Directors fail to call a Special Meeting as required by subsection 8.2(b), any Member who has signed such requisition may call the Special Meeting.

8.3 Members' Right to Submit and Discuss Proposals

A member may, subject to section 56 of the Act, give the corporation notice of any matter that the member proposes to raise at the meeting, referred to as a "proposal"; and discuss at the meeting any matter with respect to which the member would have been entitled to submit a proposal.

8.4 Place and Time of Meetings

Meetings of the Members shall be held on such day and at such time and place in Ontario as the Directors may determine.

8.5 Electronic Participation and Meetings

If the Directors so determine, a meeting of the Members may be held in whole or in part by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in such a meeting by such means is deemed to be present at the meeting.

8.6 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any Members' meeting shall be given in the manner specified in the Act to each Member, to each Director and to the auditor if any. Notice of any meeting where special business will be transacted must state the nature of the business

in sufficient detail to permit a Member entitled to vote on such business to form a reasoned judgment on the business and state the text of any Special Resolution(s) to be submitted to the meeting.

8.7 Voting

(a) Each Member in good standing who has been a Member for at least 30 days shall be entitled to one vote on each question put to the Members at Members' meetings.
(b) Resolutions proposed at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the Bylaws.
(c) In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be deemed to be decided in the negative.

8.8 Voting by Mail or Electronic Means

If the Directors so determine, a vote of the Members may be conducted by mail or by telephonic or electronic means if:

(a) the votes can be verified as having been made by Members entitled to vote; and
(b) the Corporation is not able to identify how each Member voted.

8.9 Authorized Representative

Each Member that is a household shall appoint a representative to attend and vote at meetings of Members on its behalf in accordance with the Corporation's membership guidelines.

8.10 Proxies

(a) Members may vote by appointing in writing or electronically a proxyholder, or one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements of the Act.
(b) Such proxy shall be a Member and before voting shall produce and deposit with the Secretary, at least thirty (30) minutes prior to the start of the meeting, sufficient appointment in writing.

8.11 Right to Vote

No Member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless the Member has paid all dues or fees, if any, then payable.

8.12 Quorum

A quorum for the transaction of business at a meeting of the Members is 25 percent of the Members entitled to vote at the meeting, whether present in person or by proxy, subject to a minimum of 15 Members, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

8.13 Chair of Meetings

The Chair shall be the chair of all meetings of the Members. If the Chair or Vice-Chair (if any) is absent, the Members who are present and entitled to vote at the meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members shall choose one of their number to chair the meeting.

8.14 Fundamental Changes

A Special Resolution is required to make any amendment to the Articles to:

(a) change the Corporation's name;
(b) add, remove or change any restriction upon the activity or activities that the Corporation may carry on or upon the powers that the Corporation may exercise;
(c) create a new class of Members;
(d) change a condition required for being a Member;
(e) change the designation of any class of Members or add, change or remove any rights or conditions of any such class;
(f) divide any class of Members into two or more classes and fix the rights and conditions of each class;
(g) add, change or remove a provision respecting the transfer of a membership;
(h) subject to section 30 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
(i) change the purposes of the Corporation;
(j) change to whom the property remaining on liquidation after the discharge of any liabilities of the Corporation is to be distributed;
(k) change the manner of giving notice to the Members;
(l) change the method of voting by the Members not in attendance at a Members' meeting; or
(m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

ARTICLE 9– FINANCIAL

9.1 Borrowing Power

(a) The Directors may from time to time:
   i. borrow money on the credit of the Corporation;
   ii. issue, reissue, sell or pledge debt obligations of the Corporation;
   iii. give a guarantee on behalf of the Corporation to secure performance of an obligation of any person;
   iv. delegate the powers conferred on the Directors under this subsection to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.

9.2 Financial Year

The financial year of the Corporation shall end on March 31st in each year or on such other date as the Directors may from time to time by resolution determine, subject to approval by the Canada Revenue Agency.

9.3 Audit

(a) Subject to the provisions of the Act and the Canada Revenue Agency regarding small charities, the Members shall endeavour at each AGM to appoint an Officer with the title of Reviewer, who need not be a professional auditor, to review the annual financial statements of the Corporation, and to hold such office until the close of the next AGM. The Reviewer may or may not be a Member, but shall not be a Director.
(b) The Reviewer shall serve without remuneration.
(c) The Directors shall endeavour to fill any vacancy in the office of Reviewer with sufficient lead time to allow the Reviewer to complete the review before the next AGM.

9.4 Financial Statements

(a) The Corporation shall place before the Members at every AGM a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act.

(b) The Corporation shall, at least 21 days before each AGM, send a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the Corporation that they wish to receive a copy.

ARTICLE 10 – NOTICES

10.1 Service

Any notice required to be sent to any Member or Director or to the Auditor or Reviewer, if any, shall be given by prepaid mail, by personal delivery or by electronic means in accordance with the Electronic Commerce Act, 2000 to any such Member or Director or the Auditor or Reviewer, if any, at their latest address as shown in the records of the Corporation.

10.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

(a) by accident, notice was not sent to any person;
(b) notice was not received by any person; or
(c) there was an error in a notice that did not affect the substance of that notice.

10.4 Waiver of Notice

Any person may waive any notice, or waive or abridge the time for the notice, in whole or in part, required to be given under any provision of these Bylaws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice before or after the date of such meeting.

ARTICLE 11 – ADOPTION AND AMENDMENT OF BYLAWS

11.1 Amendments to Bylaws

(a) The Directors may by resolution make, amend or repeal any Bylaw that regulates the activities or affairs of the Corporation, except in respect of a matter referred to in subsection 11.1(b). The Directors shall submit the Bylaw, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the Bylaw, amendment or repeal by resolution passed by at least a majority of the votes cast. The Bylaw, amendment or repeal is effective from the date of the resolution of the Directors. If the Bylaw, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.
(b) A Bylaw, amendment to a Bylaw or repeal of a Bylaw in respect of a matter referred to in subsection 8.14(g), (k) or (l) of these Bylaws requires a special resolution of the Members in order to be effective.

11.2 Repeal of Bylaws

All previous Bylaws are hereby repealed. The repeal of any Bylaw shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred

under, or the validity of any contract or agreement made pursuant to such Bylaw prior to its repeal. All Directors, Officers and other persons acting under any Bylaw repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these Bylaws.

Enacted on the 18th day of September, 2023.

Mark Cranford, Chair