

**Lower Thames Valley Conservation Foundation Mission, Activities, Bylaws and
Objects of the Corporation**

It is the mission of the Lower Thames Valley Conservation Foundation to cultivate and enhance all aspects of conservation, providing present and future generations with a safe and healthy environment which includes our natural and cultural heritage resources by:

- promoting public education, awareness and participation in conservation;

- helping to ensure the continued enjoyment of and interpretation of public conservation lands and cultural heritage sites;

- assisting with the acquisition and preservation of environmentally sensitive, geologically unique and endangered natural and cultural heritage resources;

- assisting with projects and/or programs supported by the Lower Thames Valley Conservation Authority;

- providing support to encourage conservation education, research, and actions which may be for the benefit of the citizens living in the region of the Lower Thames River Valley as defined by the jurisdiction of the Lower Thames Valley Conservation Authority.

(Amended **February**, 2009)

BYLAW No. 1

**A bylaw relating generally to the conduct of the affairs of
Lower Thames Valley Conservation Foundation**

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1. INTERPRETATION

In these bylaws and in all other bylaws of the corporation hereafter passed unless the context otherwise requires, words importing the singular number of the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

2. DEFINITIONS

In this Bylaw,

“**Act**” shall mean CANADA CORPORATIONS ACT, as amended from time to time or any Act that may hereafter be substituted therefore;

“**Authority**” shall mean the Lower Thames Valley Conservation Authority;

“**Board**” shall mean the Board of Directors of the Foundation;

“**Directors**” shall mean Members of the Board of Directors of the Foundation;

“**Letters Patent**” and “**Supplementary Letters Patent**” shall have the meaning contained in the Act;

“**Meetings**” shall include annual and general meetings;

“**Members**” shall mean the general Membership of the Foundation;

“**Honourary Directors**” shall be those directors described in Section 6.12;

Any other words which are used in the Act shall have the same meaning as the Act.

3. HEAD OFFICE

Until changed in accordance with the Act, the Head Office of the Foundation shall be at the Longwoods Road Conservation Area Resource Centre at RR #1, 8449 Irish Drive, Mount Brydges, N0L 1W0, in the Municipality of Strathroy-Caradoc in the Province of Ontario.

4. SEAL

The seal, an impression whereof is stamped in the margin hereof, shall be the seal of the corporation.

5. CONDITIONS OF MEMBERSHIP

- 5.1 The corporation is authorized to establish one class of members. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Corporation. Membership in the corporation shall be limited to persons interested in furthering the objects of the corporation and shall consist of anyone whose application for admission as a member has received the approval of the board of directors of the corporation.
- 5.2 There shall be no membership fees or dues unless otherwise directed by the board of directors.
- 5.3 Membership shall be normally for a term of 5 years and is renewable.
- 5.4 Any member may withdraw from the corporation by delivering to the corporation a notice, either written or by electronic means.
- 5.5 Any member may be required to resign by a vote of three-quarters (3/4) of the members at an annual meeting.
- 5.6 Only members are eligible for election to the Board of Directors.
- 5.7 Any member may be appointed by the Executive Committee of the Board of Directors to one or more committees of the corporation.

6. BOARD OF DIRECTORS

- 6.1 The property and business of the corporation shall be managed by a board of directors of no less than 3 and no more than 9 and of whom 50% shall constitute a quorum. Directors must be individuals, 18 years of age, with power under law to contract. Directors will be elected each year at the annual meeting of the membership.
- 6.2 The applicants for incorporation shall become the first directors of the corporation whose term of office on the board of directors shall continue until their successors are elected.
- 6.3 The Officers of the corporation shall be members of the board of directors of the corporation.
- 6.4 At the first meeting of the board of directors, the board shall replace the provisional directors, named in the Letters Patent of the corporation.
- 6.5 Directors shall be elected for a 1 year term by the members. This term is renewable.
- 6.6 The office of director shall be deemed automatically to be vacated:
 - a) if the director has resigned from office by delivering a written resignation to the secretary-treasurer of the corporation;

- b) if the director is found by a court to be of unsound mind;
- c) if the director becomes bankrupt or suspends payment or compounds with his or her creditors;
- d) if at a special general meeting of the members a resolution is passed by 2/3 of the members present at the meeting that the director be removed from office;
- e) on death;
- f) if the director misses three (3) consecutive meetings of the board of directors of the corporation without the approval of the board of directors;

provided that if any vacancy shall occur for any reason in this paragraph contained, the board of directors may, by appointment, fill the vacancy with a member of the corporation;

- 6.7 Meetings of the board of directors may be held at any time and place to be determined by the directors provided that 48 hours written notice of such meeting shall be given, other than by mail, to each director. Notice by mail shall be sent at least 14 days prior to the meeting. There shall be at least one (1) meeting per year of the board of directors. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

If all the directors of the corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.

A resolution in writing, signed by all the directors entitled to vote on that resolution at a meeting of the directors or committee of directors, is as valid as if it had been passed at a meeting of directors or committee of directors.

- 6.8 Directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from his or her position as such, provided that a director may be reimbursed for reasonable expenses incurred in the performance of his or her duties. A director shall not be prohibited from receiving compensation for services provided to the corporation in another capacity.
- 6.9 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted and his or her successor is appointed.
- 6.10 The board of directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such

authority and shall perform such duties as shall be prescribed by the board of directors at the time of such appointment.

6.11 A reasonable remuneration for all agents, officers and employees shall be fixed by the board of directors by resolution.

6.12 a) Honorary Directors and general members may be appointed by the board of directors annually to serve in an advisory capacity.

b) Honorary Directors and general members shall be invited to attend all annual meetings and special functions of the corporation but neither the number of honorary directors nor the number present at the meeting shall be considered in the constitution of a quorum.

c) Honorary Directors and general members shall be free to enter into all discussions at a meeting but shall not move or second motions or vote on motions put forth by the Directors of the corporation.

d) The number of honorary directors shall be determined by the board of directors.

7. INDEMNITIES TO DIRECTORS AND OTHERS

Every director or officer of the corporation or other person who has undertaken or is about to undertake any liability on behalf of the corporation or any company controlled by it and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the corporation, from and against;

a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him/her or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability;

b) all other costs, charges, and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

8. POWERS OF DIRECTORS

8.1 The directors of the corporation may administer the affairs of the corporation in all things and make or cause to be made for the corporation, in its name, any kind of contract which the corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the corporation is by its character otherwise authorized to exercise and do.

8.2 The directors shall have power to authorize expenditures on behalf of the corporation from time to time and may delegate by resolution to an officer or officers of the corporation the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the corporation in accordance with such terms as the board of directors may prescribe.

8.3 The board of directors shall take all such steps as they may deem requisite to enable the corporation to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments and donation of any kind whatsoever for the purpose of furthering the objects of the corporation.

9. OFFICERS

9.1 The officers of the corporation shall be president, vice-president, secretary, treasurer and such other officers as the board of directors may by resolution determine. The offices of secretary and treasurer, may at the discretion of the board of directors, be combined into the office of secretary-treasurer.

9.2 The president, vice-president, secretary and treasurer shall be elected from, and by, the board of directors at the first meeting of the board of directors in each year. These officers shall form the Executive Committee of the Foundation.

9.3 The officers of the corporation shall hold office for one (1) year from the date of election or until their successors are elected in their stead. Officers shall be subject to removal by resolution of the board of directors at any time.

10. DUTIES OF OFFICERS

10.1 The president shall be the chief executive officer of the corporation. He/she shall preside at all meetings of the corporation and of the board of directors. He/she shall have the general and active management of the affairs of the corporation and may be assisted in these duties by the members of the Executive Committee. He/she shall see that all orders and resolutions of the board of directors are carried into effect.

10.2 The vice-president shall, in the absence or disability of the president perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the board of directors.

10.3 The treasurer shall have the custody of the funds and securities of the corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the corporation in the books belonging to the corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designed by the

- board of directors from time to time. He/she shall disburse the funds of the corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the president and directors at the regular meeting of the board of directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the corporation. He/she shall also perform such other duties as may from time to time be directed by the board of directors.
- 10.4 The secretary may be empowered by the board of directors, upon resolution of the board of directors, to carry out the affairs of the corporation generally under the supervision of the officers thereof and shall attend all meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the members and of the board of directors, and shall perform such other duties as may be prescribed by the board of directors or chairman under whose supervision he/she shall be. He/she shall be custodian of the seal of the corporation, which he/she shall deliver only when authorized by a resolution of the board of directors to do so and to such person or persons as may be named in the resolution.
- 10.5 The duties of all officers of the corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

11. EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the corporation, shall be signed by any two officers and all contracts, documents and instruments in writing so signed shall be binding upon the corporation without any further authorization or formality. The directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the corporation to sign specific contracts, documents and instruments in writing. The directors may give the corporation's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the corporation. The seal of the corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any officer or officers appointed by resolution of the board of directors.

12. MEETINGS OF MEMBERS

- 12.1 The annual or any other general meeting of the members shall be held at the head office of the corporation or at any place in Canada as the board of directors may determine and on such day as the said directors shall appoint. Half of the members present at the Annual General Meeting will constitute a quorum.
- 12.2 At every annual meeting, in addition to the election of the directors and any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and auditors appointed for the ensuing year. The members may consider and transact any business either special or general at any meeting of the members.

- 12.3 The board of directors or the president or vice-president shall have power to call, at any time, a general meeting of the members of the corporation. The board of directors shall call a special general meeting of members on written requisition of members carrying not less than 5% of the voting rights.
- 12.4 Fourteen (14) days written notice shall be given to each voting member of any annual or special general meeting of members. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgment on the decision to be taken. A resolution in writing, signed by all the members entitled to vote on that resolution at a meeting of members, is as valid as if it had been passed at a meeting of members.
- 12.5 No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of the member, director or officer shall be his last address recorded on the books of the corporation.
- 12.6 At any meetings of the members, whether special or general meetings, each member is entitled to one vote on any motion or resolution at the meeting.

13. MINUTES OF BOARD OF DIRECTORS

The minutes of the board of directors shall be available to the board of directors, each of whom shall receive a copy of such minutes and may be available to the general membership.

14. VOTING OF MEMBERS

At all meetings of members of the corporation, every question shall be determined by a majority of votes cast in favour unless otherwise specifically provided by statute or by these bylaws. Abstentions shall be deemed to be a vote cast unless a conflict has been duly registered prior to the vote.

15. FINANCIAL YEAR

Unless otherwise ordered by the board of directors, the fiscal year of the corporation shall be January 1 to December 31.

16. COMMITTEES

The board of directors may appoint committees whose members will hold their offices at the will of the board of directors. The directors shall determine the duties of such committees and may fix any remuneration to be paid.

17. AMENDMENT OF BYLAWS

The bylaws of the corporation not embodied in the letters patent may be repealed or amended by bylaw enacted by a majority of the directors at a meeting of the board of directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said bylaw, provided that the repeal or amendment of such bylaws shall not be enforced or acted upon until approval of the Minister of Industry Canada has been obtained.

18. AUDITORS

The members shall, at each annual meeting, appoint an auditor to audit the accounts of the corporation for report to the members at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the directors may fill any casual vacancy in the office of the audit. The remuneration of the auditor shall be fixed by the board of directors.

19. BOOKS AND RECORDS

The directors shall see that all necessary books and records of the corporation required by the bylaw of the corporation or by any applicable statute or law are regularly and properly kept.

20. RULES AND REGULATIONS

The board of directors may prescribe such rules and regulations not inconsistent with these bylaws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

21. DISSOLUTION

It is specially provided that in the event of dissolution or winding-up of the corporation, all its remaining assets after payment of its liabilities shall be distributed to a registered Charitable organization in Canada to be determined by a majority vote of the members in attendance at the final meeting of dissolution.