

October 2013

**BYLAW NUMBER TWO OF
THE ONTARIO LAND TRUST ALLIANCE INC.**

PART 1

INTERPRETATION

- 1.1 In these bylaws, unless the context otherwise requires.
- (a) "governors" means the governors of the Corporation as described in Part 9 of the Act;
 - (b) "Act" means the *Canada Not-for-Profit Corporations Act* and all amendments to it;
 - (c) "land trust" means a non-profit, charitable corporation having as its principal objects the protection and conservation of natural and cultural heritage in the Province of Ontario;
 - (d) "registered address" of a member means his address as recorded in the register of members.
- 1.2 The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3 Words importing the singular include the plural and vice versa, and words importing a male person include a female person and a corporation.

PART 2

MEMBERSHIP

- 2.1 Only a land trust as defined herein may be a member of the Corporation.
- 2.2 Applications for membership in the Corporation are subject to acceptance by a resolution of the board of governors.
- 2.3 Every member shall uphold the constitution, pay the annual dues established by the board and comply with these bylaws.
- 2.4 Annual membership dues shall be determined by the board of governors.
- 2.5 A land trust shall cease to be a member of the Corporation
- (a) by delivering its resignation in writing to the secretary of the Corporation or by mailing or delivering it to the address of the Corporation;
 - (b) on dissolution of the land trust;
 - (c) on being expelled, or
 - (d) on having been a member not in good standing for 2 consecutive months.

- 2.6 A member may be expelled by a special resolution passed by a vote of at least two thirds (2/3) of the members at a general meeting, provided that notice of the proposed expulsion is provided in the notice of the general meeting.
- 2.7 The notice of special resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.
- 2.8 A member which is the subject of the proposed resolution for expulsion shall be given an opportunity to be heard at the general meeting before the special resolution is put to a vote.
- 2.9 All members are in good standing except a member which has failed to pay its annual membership fee or any other subscription or debt due and owing by it to the Corporation and it is not in good standing so long as the debt remains unpaid.

PART 3

MEETINGS OF MEMBERS

- 3.1 General meetings of the Corporation shall be held at the time and place, in accordance with the Act, that the governors decide, provided that at least ten (10) days written notice of such meeting shall be given to each voting member of any annual general meeting or special general meeting of members.
- 3.2 Every general meeting, other than an annual general meeting, is a special general meeting.
- 3.3 The governors may, when they think fit, convene a special general meeting.
- 3.4 Notice of a general meeting shall specify the place, day and hour of meeting, and in the case of special business, the general nature of that business.
- 3.5 A notice of the meeting delivered in accordance with the Act (section 272) is deemed to be received in accordance with that section of the Act.
- 3.6 The first annual general meeting of the Corporation shall be held not more than 15 months after the date of incorporation and after that an annual general meeting shall be held at least once every calendar year and not more than 15 months after the holding of the last preceding annual general meeting.

PART 4

PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Special business is
- (a) all business at a special general meeting except the adoption of rules of order; and
 - (b) all business transacted at annual general meeting, except the,
 - (1) adoption of rules of order,

- (2) consideration of the financial statements;
- (3) report of the governors;
- (4) report of the auditor, if any;
- (5) election of governors;
- (6) appointment of the auditor, if required, and
- (7) other business that under these bylaws, ought to be transacted at an annual general meeting, or business which is brought under consideration by the report of the governors issued with the notice covering the meeting.

- 4.2 No business, other than the election of a chairperson and the adjournment or termination of the meeting, shall be conducted at a general meeting at a time when a quorum is not present.
- 4.3 If any time during a general meeting there ceases to be a quorum present, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 4.4 A quorum is 35% of voting membership or a greater number that the members may determine at a general meeting.
- 4.5 If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of voting members, shall be terminated; but in any other case, it shall stand adjourned to the same day in the next week, at the same time and place, and if at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the voting members present constitute a quorum.
- 4.6 Subject to bylaw 4.7, the chairperson of the Corporation, the vice-chairperson or in the absence of both, one of the other governors present, shall preside as chairperson of a general meeting.
- 4.7 If at a general meeting
 - (a) there is no chairperson, vice-chairperson or other governor present within 15 minutes after the time appointed for, holding the meeting; or
 - (b) the chairperson and all the other governors present are unwilling to act as chairperson for the meeting, the members present shall choose one of their member to be chairperson for the meeting.
- 4.8 A general meeting may be adjourned from time to time and from place to place, but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 4.9 When a meeting is adjourned for 10 days or more, notice of the adjourned meeting shall be given as in the case of the original meeting.
- 4.10 Except as provided in the bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 4.11 All resolutions proposed at a meeting need to be seconded and the chairperson of a meeting may move or propose a resolution.

- 4.12 In case of an equality of votes the chairperson shall not have a casting or second vote in addition to the vote to which he may be entitled as a member and the proposed resolution shall not pass.
- 4.13 A member in good standing present at a meeting of members is entitled to one vote.
- 4.14 Voting by proxy is permitted.
- 4.15 A member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative shall be reckoned as a member for all purposes with respect to a meeting of the Corporation.
- 4.16 A proxy or an instrument appointing a duly authorized representative of a member shall be in writing under the hand of a duly authorized officer or attorney of that member and shall be deposited at the address of the Corporation or at such other place as is specified for that purpose in the notice calling the meeting not less than 48 hours before the time for holding the meeting at which the person named in the proxy proposes to vote or shall be deposited with the chairman prior to commencement of the meeting.
- 4.17 Any person may act as proxyholder whether or not he is entitled on his own behalf to be present and to vote at the meeting at which he acts as proxyholder. The proxy may authorize the person appointed to act as proxyholder for the member at the meeting specified in the proxy.
- 4.18 No proxyholder may hold more than two (2) proxies or exercise voting rights on behalf of more than two (2) members in the capacity of proxyholder.
- 4.19 A proxy may be revoked by instrument in writing executed by the member or by its attorney authorized in writing and deposited with the secretary at any time up to and including five o'clock in the afternoon of the last business day preceding the day of the meeting, or any adjournment thereof, at which the proxy is to be used. Upon such deposit the proxy is revoked. A vote given by a proxy shall be effective notwithstanding the revocation, by death or otherwise of the authority, providing the Corporation had not received notice of the revocation within the time and in the manner herein specified.
- 4.20 Unless the Act or any other statute of law which is applicable to the Corporation requires any other form of proxy, a proxy, whether for a specified meeting or otherwise, shall be in the form following, but may be in another form that the governors or the chairman of the meeting shall approve:

PROXY

The undersigned, being a voting member of OLTA, The Ontario Land Trust Alliance Inc., hereby appoints
_____ or failing him,
_____ as
proxyholder for the undersigned to attend, act and vote for

and on behalf of the undersigned at the (annual or extraordinary, as the case may be) general meeting to be held on the _____ day of _____ and at any adjournment thereof.

Signed this _____ day of _____
20__.

(Signature of authorized officer of voting member organization).

PART 5

GOVERNORS AND OFFICERS

- 5.1 Subject to the Act, the articles and any unanimous member agreement, the governors shall manage and supervise the management of the activities and affairs of the Corporation.
- 5.2 The number of governors shall be not less than 9 and not more than 15.
- 5.3 Upon election of the inaugural board of governors at the first annual general meeting, the board of governors shall decide and appoint one third of the governors to a one year term, one third of the governors to a two year term and one third of the governors to a three year term. Thereafter governors shall be elected at each annual general meeting to replace those governors whose term has expired and the elected governors shall serve a 3 year term. No governor may serve more than 2 consecutive terms.
- 5.4 The board of governors will be elected by the members at the annual general meeting. There is no requirement that candidates or individual members of the board of governors be chosen from the members.
- 5.5 The governors shall retire from office at the annual general meeting in the year which coincides with the end of the term they were elected for and their successors shall be elected at that annual general meeting.
- 5.6 The offices of chairperson, vice-chairperson, secretary, treasurer shall be filled from among the governors of the Corporation.
- 5.7 The chairperson shall be elected by the members. The offices of vice-chairperson, secretary and treasurer shall be appointed by the board of governors, immediately following the annual general meeting, from among their own membership.
- 5.8 An election may be by acclamation, otherwise it shall be by ballot.
- 5.9 If no successor is elected the person previously elected or appointed continues to hold office.
- 5.10 The governors may at any time and from time to time appoint a person as a governor to fill a vacancy in the board of governors, and shall make such an appointment or appointments whenever required to ensure that the board of governors has at least 9 members.

- 5.11 A governor so appointed holds office only until the conclusion of the next following annual general meeting of the Corporation, but is eligible for re-election at the meeting, for a term corresponding with the term of the vacancy on the board of governors.
- 5.12 No act or proceeding of the governors is invalid only by reason of there being less than the prescribed number of governors in office.
- 5.13 The members may by special resolution remove a governor before the expiration of his term of office, and may elect a successor to complete the term of office.

PART 6

PROCEEDINGS OF GOVERNORS

- 6.1 A governor may at any time, and the secretary, on the request of a governor, shall, convene a meeting of the governors, provided that 48 hours notice of such any meeting of governors shall be given, other than by mail, to each governor. Notice by mail shall be sent at least ten (10) days prior to the meeting. There shall be at least one meeting per year of the board of governors. No error or omission in giving notice of any meeting of the board of governors or any adjourned meeting of the board of governors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any governor may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or made thereat. Each governor is authorized to exercise one (1) vote.
- 6.2 The quorum necessary to conduct the business of the board of governors shall be a majority of the governors then in office.
- 6.3 The governors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they shall determine is appropriate.
- 6.4 The chairperson shall be chairperson of all meetings of the governors, but if at a meeting chairperson is not present within 30 minutes after the time appointed for holding the meeting, the vice-chairperson shall act as chairperson of the meeting; but if neither is present the governors present may choose one of their number to be chairperson at the meeting.
- 6.5 A committee shall elect a chairperson to act as the regular chairperson of the committee meetings, and in the absence of the chairperson shall choose one of their number to be chairperson of that meeting.
- 6.6 The members of a committee may meet and adjourn as they think appropriate.

- 6.7 For a first meeting of governors held immediately following the appointment or election of a governor or governors at an annual or other general meeting of members, or for a meeting of the governors at which a governor is appointed to fill a vacancy in the governors, it is not necessary to give notice of the meeting to the newly elected or appointed governor or governors for the meeting to be constituted, if a quorum of the governors is present.
- 6.8 A governor who may be absent temporarily may send or deliver to the address of the Corporation a waiver of notice, which may be by letter, facsimile or electronic transmission, for any meeting of the governors and may at any time withdraw the waiver, and until the waiver is withdrawn:
- (a) no notice of meeting of governors shall be sent to that governor; and
 - (b) any and all meetings of the governors of the Corporation, notice of which has not been given to that governor shall, if a quorum of the governors is present, be valid and effective.
- 6.9 Questions arising at a meeting of the governors and committees of governors shall be decided by a majority of votes.
- 6.10 In case of an equality of votes the chairperson does not have a second or casting vote.
- 6.11 No resolution proposed at a meeting of governors or committee of governors need be seconded and the chairperson of a meeting may move or propose a resolution.
- 6.12 A resolution in writing, may be signed by the chairperson declaring that the motion was passed where a vote has been conducted via telephone or other means, if all reasonable attempts have been made to ensure that all members that are entitled to vote have had an opportunity to do so and to review the motion, such a motion will be placed with the minutes of the governors and will be valid and effective as if regularly passed at a meeting of governors.

PART 7

DUTIES OF OFFICERS

- 7.1 The chairperson shall preside at all meetings of the Corporation and of the governors.
- 7.2 The chairperson shall:
- (a) preside at all general meetings of the Corporation and board of governors;
 - (b) supervise the other officers in the execution of their duties;
 - (c) serve as an ex-officio member, without voting rights, on all standing committees.
- 7.3 The vice-chairperson shall:
- (a) carry out the duties of the chairperson during his absence;
 - (b) be responsible for carrying out future planning of the Corporation;
 - (c) perform other duties as may be assigned by the chairperson.

- 7.4 The secretary shall:
- (a) conduct the correspondence of the Corporation;
 - (b) issue notices of meetings of the Corporation and governors;
 - (c) keep minutes of all meetings of the Corporation and governors;
 - (d) have custody of all records and documents of the Corporation except those required to be kept by the treasurer;
 - (e) have custody of the common seal of the Corporation; and
 - (f) maintain the register of members.
- 7.5 The treasurer shall:
- (a) keep such financial records, including books of account, as are necessary to comply with the Act, and receive all monies paid to the Corporation, and be responsible for the deposit of same into whatever bank the board may order; and
 - (b) render financial statements to the governors, members and others when required, and prepare for submission to the annual meeting a statement of the financial position of the Corporation.
- 7.6 The offices of secretary and treasurer may be held by one person who shall be known as the secretary-treasurer.
- 7.7 In the absence of the secretary from a meeting, the governors shall appoint another person to act as secretary at the meeting.

PART 8

SEAL

- 8.1 The governors may provide a common seal for the Corporation and may destroy a seal and substitute a new seal in its place.
- 8.2 The common seal shall be affixed only when authorized by a resolution of the governors and then only in the presence of the persons prescribed in the resolution or if no persons are prescribed, in the presence of the chairperson and secretary or the chairperson and secretary-treasurer.

PART 9

BORROWING

- 9.1 For the purposes of carrying out its objects, the Corporation may borrow or raise or secure the payment of money in such manner as it shall determine appropriate, and in particular by the issue of debentures, but this power shall be exercised only under the authority of the Corporation, and in no case shall debentures be issued without the sanction of a special resolution of the Corporation.

PART 10

NOTICE TO MEMBERS

- 10.1 A notice may be given to a member, either personally, by facsimile, by mail or by electronic transmission to him at his registered address.
- 10.2 A notice sent by mail shall be deemed to have been given on the 5th day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove that the notice was properly addressed and put in a Canadian post office receptacle.
- 10.3 Notice of a general meeting shall be given to every member shown on the register of members on the day notice is given.
- 10.4 No other person is entitled to receive a notice of general meeting.

PART 11

BY-LAWS

- 11.1 On being admitted to membership, a member is entitled to and the Corporation shall give it, without charge, a copy of the constitution and by-laws of the Corporation,
- 11.2 Each and every by-law contained herein is subject to the provisions of the *Income Tax Act* (Canada) and amendments thereto and the governors or the members shall not cause the Corporation to do anything which is in contravention of the said *Income Tax Act* and without restricting the generality of the foregoing, the governors or members shall not cause the Corporation to do any act or thing which would cause the Corporation to cease to qualify as a registered charity under *Income Tax Act*.

PART 12

LIABILITY OF MEMBERS

- 12.1 No member of the Corporation shall in its individual capacity be liable for any debts or liabilities of the Corporation.

PART 13

LIMITATION OF LIABILITY AND INDEMNITY

- 13.1 Subject to the Act, every governor or officer of the Corporation shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against all costs, charges, and expenses which such governor or officer sustains or incurs in or about any action, suit or

proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter, or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability, except such costs, charges or expenses as are occasioned by his own wilful neglect or default or breach of duty or trust of which he may be responsible in relation to the Corporation.

- 13.2 The governors may cause the Corporation to purchase and maintain insurance for the benefit of a governor, officer, employee or agent of the Corporation, and his heirs and personal representatives, in respect of any personal liability incurred by him in that capacity.

PART 14

STANDARDS AND PRACTICES

- 14.1 The Corporation will always operate with the highest possible standard of ethics and integrity.
- 14.2 The lack of a Statutory rule, law or regulation prescribing a specific level of ethics or integrity, or the existence of a Statutory rule, law or regulation prescribing a lower level of ethics or integrity does not reduce the obligations under 14. 1.
- 14.3 All financial records will be available to the members and such information will be provided in such a format as to insure complete and easy tracking of all income and expenditures both by source of funds, and on a project by project basis.
- 14.4 The Corporation shall have the right to subscribe to, become a member of and cooperate with any other society, corporation or association whose purposes or objectives are in whole or in part similar to its purposes.

PART 15

EXECUTION OF DOCUMENTS

- 15.1 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 governors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Corporation to sign contracts, documents and instruments in writing.

PART 16

FINANCIAL YEAR

- 16.1 Unless otherwise ordered by the board of governors, the fiscal year end of the Corporation shall be June 30 of each calendar year.

PART 17

AUDITORS

- 17.1 The members shall at each annual general meeting, appoint an auditor to audit the accounts of the Corporation for report to the members at the next annual general meeting. The auditor shall hold office until the next annual general meeting provided that the governors may fill a vacancy in office of the auditor. The remuneration of the auditor shall be fixed by the board of governors.

PART 18

BOOKS AND RECORDS

- 18.1 The governors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation and by any applicable statute or law are regularly and properly kept.