

## 1. ARTICLE 1: GENERAL

### 1.1. Name and Status of Corporation

The Corporation known as Conservation Perkins-sur-le-Lac By-Laws is a volunteer based Not-for-Profit conservation Organization seeking charitable status (the “Organization”).

### 1.2. Definitions

“**Act**” means the *Canada Not-For-Profit Corporations Act* S.C. 2009, c. 23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.

“**Articles**” means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Organization.

“**Annual General Assembly**” means the meeting of the Members held annually for the purpose of electing the directors and officers, receiving a report on the activities of the Organization and the financial statements, as well as dealing with any other matter or concern to the Organization and its Members.

“**Board**” means the board of directors of the Organization and "director" means a Member of the board;

“**Day**” refers to a calendar day.

“**Directors**” are responsible for supervising the activities of the Organization and for making decisions regarding those activities.

“**Ecological value**” means the value of functions performed by uplands, wetlands and other surface waters to the abundance, diversity, and habitats of fish, wildlife, and listed species. These functions include, but are not limited to, providing cover and refuge; breeding, nesting, denning, and nursery areas; corridors for wildlife movement; food chain support; and natural water storage, natural flow attenuation, and water quality improvement that enhances fish, wildlife and listed species utilization.

“**Financial year**” means the operational year of the Organization ending September 30<sup>th</sup>.

“**Land Trust**” means a not-for-profit registered Organization whose purposes include the conservation of lands and waters through direct ownership or the holding of conservation servitudes.

“**Member**” means a member in good standing of the Organization.

“**Officer**” means a director elected by the Board to perform the duties of the President, Vice-President, Treasurer, or Secretary as set out in these By-Laws.

“**Ordinary Resolution**” means a resolution passed by at least fifty percent (50%) plus one vote.

“**Perkins-sur-le-Lac**” is comprised of the areas surrounding and including Lakes Bataille, Barnes, Chevreuil, Corrigan, des Épinettes, Louise, Maskinongé, Rhéaume, and Truite, in the Municipality of Val-des-Monts, Québec (latitude – longitude 45° 39’ 46” N, 75° 34’ 51” W – source: Commission de Toponymie, Québec).

“**Regulations**” means the regulations made under the Act, as amended, restated or in effect from time to time.

“**Special General Meeting**” means a meeting of Members held to deal with a specific matter.

“**Special Resolution**” means a resolution passed by at least two-thirds of the votes.

“**Volunteer**” means a person who contributes time, expertise or resources to the Organization’s mandate and activities without remuneration.

### **1.3. Amendment of By-Laws**

1.3.1. The Board may recommend to the membership, at a Special General Meeting, the ratification of amendments to the By-Laws of the Organization. Written notice of the recommended or proposed amendments must be provided to Members at least thirty (30) days before a vote on the resolution occurs.

1.3.2. Amendments to the By-Laws will only be made if recommended by a Special Resolution of the Board and if approved by a Special Resolution of Members at the Special General Meeting.

### **1.4. Board**

The Board is responsible for sound governance and the operational, financial and administrative management of the Organization.

### **1.5. Language of use**

The Organization’s official languages are French and English, and it communicates with the Public in both languages. Public presentations may be in French or English. Internal communications, including meeting minutes, resolutions, policies, and other administrative and corporate documents are in French or English.

### **1.6. Invalidity of Provisions of this By-law**

The invalidity or unenforceability of any provision of these By-Laws shall not affect the validity or enforceability of the remaining provisions

### 1.7. Head office

The Organization's head office is located in Val-des-Monts, at the location and mailing address stated in the Articles of Incorporation. Notices to the Organization may be delivered to the Organization's head office by ordinary mail, or email.

## 2. ARTICLE 2: MANDATE

2.1. The mandate of the Organization is to promote the protection of the environment and ecological integrity of Perkins-sur-le-Lac and surrounding area, which includes:

- 2.1.1. encouraging the understanding of the significance of environmental protection and maintaining the ecological integrity of lands and their importance in improving the quality of life in the community and surrounding areas;
- 2.1.2. documenting and tracking the ecological value of the lands in Perkins-sur-le-Lac;
- 2.1.3. advising municipalities and the public on environmental and conservation sustainability;
- 2.1.4. promoting public education, awareness and events related to conservation and environmental protection;
- 2.1.5. fostering collaboration with municipalities and citizens in matters related to its mandate;
- 2.1.6. promoting the conservation and protection of land with ecological value;
- 2.1.7. partnering with individuals, corporations, other non-profit organizations and governments at all levels to protect natural areas by acquiring properties (through donation, purchase, conservation agreements, conservation servitudes, and the relinquishment of other legal interests in land) and managing them for the long term, with the aim of preserving natural areas, protecting ecosystems and the environment, and promoting healthy outdoor living in the community and surrounding areas;
- 2.1.8. making efforts to ensure that ecologically sensitive land acquired by the Organization are stewarded for conservation purposes in perpetuity; and
- 2.1.9. managing the use of the Organization's lands in a manner that maintains the ecological integrity of the lands and encourages the pursuit of healthy outdoor living.

2.2. The mandate of Conservation Perkins-sur-le-Lac includes acquiring and conserving in perpetuity ecologically significant land and the Organization is committed to making progress in meeting recognized standards and best practices that provide technical and ethical guidelines for the responsible management of conservation organizations, such as the Standards and Practices for Conservation Organizations in Canada (NPOCC - ADOCC 2019).

### **3. ARTICLE 3: VALUES**

- 3.1. The Organization promotes civic values of democracy, participation, solidarity and respect for citizens, healthy outdoor lifestyles, and conservation and ecological awareness. It also operates with integrity, respect for the environment and landowners while promoting a positive culture of volunteerism.
- 3.2. The Board oversees the ethics and conduct of the Organization and the Members. A Member's membership or a Director's position may be suspended or terminated by the Board if the Member or Director acts in a manner that is contrary to the Values of the Organization.

### **4. ARTICLE 4: OPERATIONAL POLICY FRAMEWORK**

- 4.1. The Organization may fulfill its mandate under policies that are developed and adopted by the Board and reviewed periodically by the Board, as necessary as they evolve over time. The Organization's policies may address matters such as:
  - 4.1.1. governance of the Organization;
  - 4.1.2. community engagement;
  - 4.1.3. management and Disposition of the Organization's property;
  - 4.1.4. financial administration;
  - 4.1.5. acquisition and sale of lands;
  - 4.1.6. environmental stewardship and protection; and
  - 4.1.7. any other matters related to the good governance, operation and mandate of the Organization.

### **5. ARTICLE 5: MEMBERSHIP ORGANIZATIONAL STRUCTURE**

#### **5.1. Membership Status**

- 5.1.1. There shall be one class of Members in the Organization.
- 5.1.2. Membership in the Organization shall be limited to individuals interested in furthering the objects of Conservation Perkins-sur-le-Lac and shall consist of anyone whose application for admission as a Member has received the approval of the Board.

## 5.2. Rights, Privileges and Obligations of Members

Members shall have the rights and privilege to:

- 5.2.1. nominate and vote on the selection of Directors of the Organization at the Annual General Meeting;
- 5.2.2. vote at Special General Meetings on a Special Resolution to remove a particular director from the Board;
- 5.2.3. be informed of the affairs of the Organization;
- 5.2.4. receive notice of, attend and vote at all meetings of the Members of the Organization, as set out in these By-Laws;
- 5.2.5. The board of directors shall call a special meeting of Members in accordance with Section 167 of the Act, on written requisition of Members carrying not less than 10% of the voting rights. If the directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting. The request shall include the issues to be addressed and whether a vote is proposed. The Secretary shall send a meeting notice to Members within 20 days of receiving the request, and only the issues that were included in the request and that appear in the meeting notice may be considered and voted upon at the Special General Meeting;
- 5.2.6. speak and vote at meetings of the Members;
- 5.2.7. receive the financial statement of the Organization and approve the report of the Board at the Annual General Meeting; and
- 5.2.8. pay the annual membership fee in the amount determined by the Board by making payment in the manner determined by the Treasurer.

Members shall respect the values and mandate of the Organization.

## 5.3. Membership Admission, Suspension, Expulsion

- 5.3.1. Any person may withdraw from the Membership of the Organization at any time by advising the Secretary of the Organization.
- 5.3.2. The Secretary is responsible for receiving applications for membership and confirming that a person's application meets the admission criteria set out in these By-Laws.
- 5.3.3. The Board may suspend or expel a Member from the Organization if the Board determines that the Member acts in a manner contrary to the provisions of the By-Laws, policies or the

mandate of the Organization, or if the Member acts in a manner that undermines the integrity, objectives or operations of the Organization.

- 5.3.4. In the event that the Board determines that a Member should be suspended or expelled from the Organization, the President, or such other officer as may be designated by the Board, shall provide twenty (20) days' notice of the suspension or expulsion to the Member and shall provide reasons for the proposed suspension or expulsion.
- 5.3.5. The Member may make written submissions to the President, or such other officer as may be designated by the Board, in response to the notice received within such twenty (20) day period.
- 5.3.6. In the event that no written submissions are received, the President, or such other officer as may be designated by the Board, may proceed to notify the Member that the Member is suspended or expelled from Membership in the Organization. If written submissions are received, the Board will consider such submissions in arriving at a final decision and shall notify the Member of their final decision within a further twenty (20) days from the date of receipt of the submissions.
- 5.3.7. The decision shall be final and binding on the Member, without any further right of appeal.
- 5.3.8. A person's membership in the Organization and any associated rights related to the Organization ends upon the:
  - 5.3.8.1. death or resignation of the Member;
  - 5.3.8.2. termination of the membership in accordance with the By-Laws and policies of the Organization;
  - 5.3.8.3. expiration of the persons' membership period; or
  - 5.3.8.4. liquidation or dissolution of the Organization.

#### **5.4. Provisions Applicable to the Annual General Meeting:**

- 5.4.1. Each Member is entitled to one vote at an Annual General Meeting.
- 5.4.2. The directors of the Organization must call an Annual General Meeting of Members within 18 months of becoming an NFP Act corporation. After its first General Annual Meeting, the Organization must call General Annual Meetings no later than 15 months after the last General Annual Meeting and no later than 6 months after its financial year-end.
- 5.4.3. In addition to any business that may be transacted, the Annual General Meeting is held to: propose strategic and action plans for the following year, establish or abolish working committees, receive the Annual Financial Statement prepared by the Treasurer, receive any other reports prepared by the Board, consider any other matter brought to the meeting by

the Board, and receive nominations for Members of the Board and to select the Directors of the Board.

#### **5.5. Provisions Applicable to the Special General Meeting:**

- 5.5.1. The Board may call a Special Meeting at any time to discuss and vote on any matter considered by the Board to be of importance to the Organization, including, but not limited to the amendments to the Incorporation Articles or By-Laws and the dissolution of the Organization and the associated devolution of its assets. Each Member is entitled to one vote at a Special General Meeting.

#### **5.6. Notice of General Meetings of Members**

- 5.6.1. The Secretary convenes General Meetings by sending notice and copy of the agenda via email, or any other means to Members at their last known electronic or municipal address no less than 14 days before an Annual General Meeting occurs, and no less than seven (7) days before a Special General Meeting occurs.
- 5.6.2. Subject to unforeseen or exceptional circumstances, the notice of meeting must contain the date, time, place of the meeting as well as the agenda. The Notice should also advise Members where they may inspect any documents associated with the matters on the Agenda.
- 5.6.3. As long as there is quorum at a General Meeting, an accidental omission to send the notice of meeting to one or more Members or the non-receipt of a notice does not have the effect of rendering null the holding of the meeting, nor the resolutions adopted therein.

#### **5.7. Quorum**

Unless otherwise provided in these By-Laws, quorum at a Special General meeting is 15% of the Organization's Members. If a quorum is present at the opening of the meeting, the Members present may proceed with the business of the meeting and vote even if a quorum is not present throughout the meeting.

#### **5.8. Voting**

- 5.8.1. Decisions at a General Meeting are made by consensus. However, if a consensus is not possible, decisions can be made by an Ordinary Resolution unless otherwise indicated in these By-laws. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.
- 5.8.2. Votes are taken by show of hands. However, if a Member requests that a secret vote be conducted, the Secretary and the President will act as scrutineers and will conduct the holding and counting of the votes.

- 5.8.3. Each voting Member present at a meeting shall have the right to exercise one vote. A Member may, by means of a written proxy, appoint a proxyholder to attend and act at a specific meeting of Members, in the manner and to the extent authorized by the proxy in accordance with section 171 of the Act.
- 5.8.4. The President and the Secretary are responsible to chair, organize any votes, and ensure the smooth running and generally conduct the proceedings in all respects of a General Meeting. These responsibilities may be delegated to another person for a particular meeting.

### **5.9. Election procedure.**

Members elect the Directors during the Annual General Meeting. Members may also elect a Director at a Special General Meeting if necessary to replace a Director who has resigned or whose position has been suspended by the Board. Each nomination is proposed by one Member and seconded by another. The President will ask each person if they accept the nomination and the Members elect the Directors by Ordinary Resolution.

### **5.10. Members' Meetings Held by Electronic Means**

Meetings of Members may be held by telephone, video conferencing or other electronic means that permits all participants to communicate adequately with each other during the meeting.

## **6. ARTICLE 6: THE BOARD**

### **6.1. Status and responsibilities of the Directors**

- 6.1.1. The Board shall consist of the number of Directors specified in the Articles of incorporation representing, as much as possible, the entire area of Perkins-sur-le-Lac. In case the Organization becomes a soliciting corporation, the minimum number of directors may not be fewer than three (3), at least two of whom are not officers or employees of the Organization or its affiliates.
- 6.1.2. The Directors listed in the Articles of incorporation shall become the first directors of Conservation Perkins-sur-le-Lac whose term of office on the board of directors shall continue until their successors are elected. At the first meeting of Members, the Board of directors then elected shall replace the directors named in the Articles of incorporation.
- 6.1.3. Directors shall be elected for a term of 2 years by the Members present at an Annual General Meeting of Members.
- 6.1.4. Directors assist in the responsibilities of the Board.



- 6.1.5. Directors are not remunerated for their services. However, Directors may be reimbursed for costs and expenses incurred in the performance of their mandate as approved by the Board.

## **6.2. Mandate and Power of the Board**

- 6.2.1. developing and recommending to the Members at a General Meeting any necessary changes to the Organization's Articles and By-Laws;
- 6.2.2. developing, updating and implementing Organization policies on the operations of the Organization and the delivery of its mandate;
- 6.2.3. attending to the development and coordinating the actions of the Organization;
- 6.2.4. establishing any necessary ad hoc committees and working groups to provide advice or carry out the mandate of the Organization;
- 6.2.5. engaging external resources and expertise as may be required to advise the Board or assist in the carrying out of the mandate of the Organization - for example, in the scientific, legal, financial, real estate and communications fields;
- 6.2.6. reaching out and working with the community and organizations that share or complement the mandate of the Organization;
- 6.2.7. reporting at the Annual General Meeting on the progress of work related to the Organization's mandates;
- 6.2.8. approving membership applications;
- 6.2.9. attending to the good management of the affairs and finances of the Organization, and enter into contracts permitted by law;
- 6.2.10. authorizing expenditures on behalf of the Organization and enter into a trust arrangement with a trust organization 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 Conservation Perkins-sur-le-Lac;
- 6.2.11. taking any steps to enable the Organization to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations for the purpose of furthering the objects of Conservation Perkins-sur-le-Lac;
- 6.2.12. representing and speaking on behalf of the Organization with the public, media, funders, Members and other persons interested in the Organization;
- 6.2.13. fixing a reasonable remuneration for all officers, agents and employees and committee Members by resolution. Such resolution shall have force and effect only until the next

meeting of Members when such resolution shall be confirmed by resolution of the Members, or in the absence of such confirmation by the Members, then the remuneration to such officers, agents or employees and committee Members shall cease to be payable from the date of such meeting of Members; and

6.2.14. ensuring that all necessary books and records of the Organization required by the By-Laws of Conservation Perkins-sur-le-Lac or by any applicable statute or law are regularly and properly kept.

6.2.15. The Board of directors may prescribe such rules not inconsistent with these By-Laws relating to the management and operation of Conservation Perkins-sur-le-Lac as they deem expedient, provided that such rules shall have force and effect only until the next Annual General Meeting of the Members of Conservation Perkins-sur-le-Lac when they shall be confirmed, and failing such confirmation at such Annual General Meeting of Members, shall and from that time cease to have any force and effect.

6.2.16. 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. Any committee Member may be removed by resolution of the Board of directors.

### **6.3. Board Meetings**

6.3.1. The Board decides on the frequency, duration and mode of its meetings.

6.3.2. The President, the Secretary, or 25% of the Directors can convene a Board meeting.

6.3.3. The quorum at meetings of the Board is 50% plus one of its Members.

6.3.4. The Board may operate on an interim basis in the absence of a Director who resigns, or whose position has been suspended or terminated, until the position is filled by the Members at a Special or Annual General Meeting.

### **6.4. Notice of Meeting of Board of Directors**

6.4.1. The President or the Secretary shall convene Board meetings by sending each Director a notice by email or by any other means, at least five (5) days before the scheduled date or as may be agreed upon by the Board. The notice sets out the date, time, place and agenda of the meeting.

6.4.2. A meeting of the Board can be held at any time, without the notice of meeting mentioned above, as long as there is quorum at the meeting and all Directors have been notified electronically or by other means.

### 6.5. Voting at Meetings of Board of Directors

- 6.5.1. The Board strives to make decisions on consensus. If consensus is not possible, then except as otherwise provided in these By-laws, decisions are put to a vote and adopted by an ordinary resolution of the Directors in attendance at the meeting.
- 6.5.2. Resolutions and decisions made at meetings are recorded in the Minutes of the meeting.
- 6.5.3. Directors may vote on any resolution before the Board in absentia by signing a written resolution or by communicating their vote in writing to the Secretary. Directors may make motions, second motions and vote on motions.
- 6.5.4. The vote may be taken by a show of hands to demonstrate approval, objection or abstention. Resolutions may also be passed between Board meetings by electronic means, with a written notice to all Directors. Electronic notification shall be considered sufficient to pass or fail such a motion.

### 6.6. Conflict of Interest

- 6.6.1. Directors shall not place themselves in a situation of conflict or appearance of conflict between their personal interest and their responsibilities to the Organization as a Director. A personal interest could be pecuniary, partisan, direct or indirect or otherwise.
- 6.6.2. Directors shall notify the Board of the nature and value of any direct or indirect interest they have in an association or organization or any other matter that may place them in a conflict of interest or appearance of conflict of interest.
- 6.6.3. Directors shall abstain from voting on any matter in which they have a conflict of interest or the appearance of a conflict of interest. The abstention shall be recorded in the minutes of the Board meeting when the vote occurs.

### 6.7. Resignation, Suspension, and Termination of Directors

- 6.7.1. A Director's term ends after two years from the date of appointment or election or until their successors are elected or appointed in their stead. There is no limit on the number of terms a Director may hold office.
- 6.7.2. A Director may resign before the end of the Director's two (2) year term by submitting a written resignation to the executive of the Board. A Director who resigns ceases to be part of the Board, hold office, perform any executive functions, receive information, or otherwise engage as a Director.
- 6.7.3. A Director may be suspended by a Special Resolution of the Board if the Director is negligent or fails to perform the duties of a director in a manner that respects the Organization's mandate, Articles, By-laws, or Policies, or in a manner that compromises the Organization's best interests, integrity or reputation as follows:

- 6.7.3.1. upon a Special Resolution of the Board, the question of the removal of a Director from the Board shall be placed on the agenda of the next Board meeting;
- 6.7.3.2. the Director under consideration for removal shall be provided with a written explanation for the proposed suspension at least two weeks prior to the Board meeting when the Director's removal will be considered. The Director will be given the opportunity to make written and oral presentations to the Board;
- 6.7.3.3. if the Special Resolution vote of the Board to remove the Director passes, then the Director shall be immediately suspended until a Special General Meeting or an Annual General Meeting can be held;
- 6.7.3.4. a Special General Meeting shall be held within three (3) months of any such suspension;
- 6.7.3.5. if an Ordinary Resolution of the Members to remove the director passes, then the Director's position shall be immediately terminated; and
- 6.7.3.6. only the Members by an Ordinary Resolution at a Special General Meeting have the power to remove a Director permanently from the Board.

## **7. ARTICLE 7: OFFICERS OF THE ORGANIZATION**

### **7.1. Appointment and Terms**

- 7.1.1. At its first meeting following the Annual General Meeting of Members, the Board shall elect a director to the President, Vice-President, Secretary, and Treasurer position. Temporary officers can be appointed by resolution of the Board and continue until their successors are elected at the Annual General Meeting.
- 7.1.2. The same director cannot be elected to more than one position.

### **7.2. Responsibilities of the President**

- 7.2.1. oversees the overall operation, administration and development of the Organization;
- 7.2.2. reports to the Board and the Members on the operations of the Organization;
- 7.2.3. oversees the implementation of the Organization's policies and procedures;
- 7.2.4. acts as a spokesperson for the Organization in interactions and relations with the public, funders, Members, media, other organizations and governments;
- 7.2.5. follows-up on decisions of the Board, and the Members at the General Meeting and ensures that they are implemented;

- 7.2.6. delegates the aforementioned responsibilities to another officer during the President's absences or for any other reason for a specified period;
- 7.2.7. is an ex-officio Member of all Committees established by the Board;
- 7.2.8. is a signing officer of the Organization.

### **7.3. Responsibilities of the Vice-President**

- 7.3.1. The vice-president shall perform such other duties as shall from time to time be imposed upon him by the Board of directors.

### **7.4. Responsibilities of the Secretary**

- 7.4.1. prepares or oversees the preparation and safe-keeping of meeting minutes of the Board and the General Meetings of Members;
- 7.4.2. ensures the safe-keeping of all important correspondence, contracts, records, electronic documents, or other documents of the Organization;
- 7.4.3. prepares or oversees the preparation of a registry of Members, Directors and any committee of the Organization;
- 7.4.4. is a signing officer of the Organization;
- 7.4.5. receives applications for membership and confirms that the admission criteria are met, and recommends to the Board applications for membership;
- 7.4.6. assists in the reporting to the General Meetings of Members; and
- 7.4.7. sends notices of meetings of the Organization.

### **7.5. Responsibilities of the Treasurer**

- 7.5.1. ensures that full and accurate accounts of all receipts and disbursements of the Organization are kept in proper books of accounts and that all monies are deposited in Organization's Bank which is designated by the Board;
- 7.5.2. reports on the financial position of the Organization to the Board on a regular basis or whenever directed by the Board;
- 7.5.3. co-approves with the President expenses and liabilities of the Organization in accordance with the By-laws and the Organization's policies and practices;

- 7.5.4. signs cheques, makes electronic transfers of approved payments and deposits money into the bank accounts of the Organization;
- 7.5.5. ensures that financial reports are prepared in an accurate and transparent manner and that they meet generally accepted accounting principles and any legal requirements;
- 7.5.6. assists in preparing grant and other funding applications;
- 7.5.7. is a signing officer of the Organization; and
- 7.5.8. attends to and presents the annual audit report of the Organization at the Annual General Meeting of Members or engages professional services to perform this function.

## **8. ARTICLE 8: ADMINISTRATIVE AND FINANCIAL MANAGEMENT**

### **8.1. Signing Documents**

- 8.1.1. Transfers, assignments, contracts, obligations and other instruments requiring execution by the Organization may be signed by any two (2) of its officers or directors, when authority for such execution has been granted by the Board.
- 8.1.2. The Board may from time to time direct the manner in which, and the person or persons by whom, a particular document or type of document shall be executed.
- 8.1.3. Any signing officer may certify a copy of any instrument, resolution, the By-laws or other document of the Organization to be a true copy thereof.

### **8.2. Accounting Records**

- 8.2.1. The Treasurer maintains the accounting records which include the Organization's income, expenses, assets, liabilities and obligations that have a financial impact on the Organization.
- 8.2.2. With the approval of the Board, the Treasurer may engage the services of a bookkeeper or accountant to assist in maintaining the financial records and to attend to the financial matters of the Organization.
- 8.2.3. Invoices, contracts, and other documents pertaining to the finances of the Organization will be retained by the Treasurer in a secure location where they can be accessed should the need arise in the future.
- 8.2.4. The accounting records and related documents are kept and updated by the Treasurer. The Records may be maintained electronically.
- 8.2.5. The accounting records can be reviewed at any time by any Member of the Board.

- 8.2.6. The accounting records will include a record of financial transactions including expenses and revenues/credits for the reserve fund that the Organization has established for the lands owned by the Organization.

### **8.3. Annual Financial Statements**

The Organization may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) of the Act to the Members, publish a notice to its Members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Organization and any Member may, on request, obtain a copy free of charge at the registered office or by email. If the Organization becomes a soliciting corporation, it will send financial statements and the report of the public accountant, if any, to Corporations Canada and follows all financial review rules as set out in the Act.

### **8.4. Financial year end**

The financial year end of the Organization shall be on September 30<sup>th</sup> in each year.

### **8.5. Banking arrangement**

The banking business of the Organization shall be transacted at such bank, trust organization or other firm or organization carrying on a banking business in Canada or elsewhere as the Board of directors may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an officer or officers of the Organization and/or other persons as the Board of directors may by resolution from time to time designate, direct or authorize.

### **8.6. Purchase, Sale, Transfer, or Encumbrance of Donated Lands**

- 8.6.1. The Organization will not sell, transfer or mortgage lands unless authorized by a Special Resolution of Members at a Special General Meeting, and unless the lands are being transferred to another land trust organization that will protect the ecological status of the lands in accordance with any land transfer policies of the Organization.
- 8.6.2. The Organization will ensure that any purchase, sale, transfer or encumbrance of donated lands meets the Land Acquisition, Management and Disposition Policies of the Organization.

## **9. DISPUTE RESOLUTION MECHANISM**

- 9.1. In the event that a dispute or controversy among Members, directors, officers, committee Members or volunteers of the Organization arising out of or related to the Articles or By-Laws, or out of any aspect of the operations of the Organization is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the Members, directors, officers, committee Members, employees or volunteers of the Organization as set out in the Articles, By-Laws or the Act, and as an alternative to such person instituting a law suit

or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- 9.1.1. The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the board of the Organization) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.
- 9.1.2. The number of mediators may be reduced from three to one or two upon agreement of the parties.
- 9.1.3. If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Organization is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.
- 9.1.4. All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

## **10. ARTICLE 10: PROPERTY REMAINING ON LIQUIDATION**

- 10.1. Any property, lands and assets remaining on liquidation of the Organization will be distributed to a "qualified donee", as defined in the Income Tax Act and will be offered to be transferred by donation, without payment of any kind, to one or more companies or other organizations that are eligible recipients of Ecological Gifts as recognized by the Government of Canada's Ecological Gifts Program.
- 10.2. The recipient Organization or organization of the Organization's lands and assets will be required to comply with any applicable restrictions or limitations and administer such properties in a manner consistent with the general mandate of the Organization to the extent that this can reasonably be accomplished.
- 10.3. In the event that a recipient cannot be found that meets the above criteria, the lands and assets will be transferred to the Municipal, Regional, or Provincial Government where the lands are located, or to a community group that is interested in protecting the ecological integrity of the land.