



ADOPTED ON OCTOBER 28, 2024

Nature Newfoundland & Labrador By-Laws

BYLAWS

For

NATURE NEWFOUNDLAND AND LABRADOR

(Non-Profit Registered Charity)

Article 1 - Name

Section 1.1 - Name

The name of the organization shall be the Nature Newfoundland and Labrador Incorporated and shall hereafter be referred to as the Corporation. As per Section 35(2) of the Act, the full name should be used on all correspondence and documents issued by the Corporation.

Section 1.2 - Use of Abbreviation "Nature NL"

Outside of the requirements expressed in Article 1.1, the abbreviation "Nature NL" may be used to reference the Corporation.

Article 2 - Definitions

Section 2.1- Definitions

In these by-laws, the following terms have the following meaning (any other terms not specifically defined here shall have the meaning as per the most modern version of the Concise Oxford English Dictionary):

- a) "**Act**" means the **Corporations Act**, RSNL 1990, c. C-36, of the province of Newfoundland Labrador, as amended from time to time or any subsequent statute that may be enacted thereafter as its successor statute;
- b) "**Ad-hoc committee**" refers to any committee temporarily established by the Board for a specific task or objective and dissolved upon completion of the task or achievement of the objective.
- c) "**Articles**" means the formal documents/forms submitted to the Government of Newfoundland and Labrador pursuant to Section 12 of the Act to legally document the creation of a corporation. In the case of a not-for-profit (corporation without share capital), that is Form 1a which includes the name of the Corporation, location of head office, minimum and maximum number of Directors, name, contact information and signatures of initial incorporators. In addition, Schedule "A" (Restrictions on Activities) and Schedule "B" (Share Capital and Distribution of Corporate Property) are submitted. Finally, Form 3 (Notice of Head Office and Form 6 (Notice of Directors) must be submitted. Once approved, a Certificate of Incorporation shall be issued and the corporation comes legally into existence on the date shown on the certificate.
- d) "**Articles of Continuance**" refers to the formal document (Form 11) submitted to the Government of Newfoundland and Labrador pursuant to Section 295 of the Act to allow a corporation incorporated under a previous Act to be "reincorporated" and "continue" under a new and current Act. Once submitted and approved, as evidenced by a Certificate of Continuance, the Articles of Continuance become the corporation's new Articles of incorporation under the new Act.

- e) **"Board"** means the Board of Directors of Nature Newfoundland and Labrador Incorporated.

- f) **"Bonding insurance"** or "bonding" refers to a way of insuring against financial loss caused by lack of competence or fraud or dishonesty by any official of the Corporation. A director or employee who does not have a criminal record or is not a high risk to commit a criminal offence would be normally bondable. Bonding insurance ensures that the Corporation will be reimbursed by the insurance company any funds taken through fraud or embezzlement.

- g) **"By-laws"** refers to a legal document consisting of a set of governing rules, duly approved by the members of the Corporation. Such rules are authorized and prescribed by the Act. By-laws are subordinate to the Act and the Articles.

- h) **"Compliance"** refers to the process of ensuring a Corporation is following and abiding by all applicable laws (including organizational by-laws), regulations, standards, agreements and policies.

- i) **"Corporate seal"** is a mechanical embossing device that allows you to affix a company's name to documents. The corporate seal is used to authenticate the validity of documents signed by directors or officers of a corporation. Once required by corporate statutes of most jurisdictions, the Act no longer has such a requirement with Section 32 asserting that "An instrument or agreement executed on behalf of a corporation by a director, an officer or an agent of the corporation is not invalid merely because a corporate seal is not placed on it."

- j) **"Corporation"** means Nature Newfoundland and Labrador Incorporated [Successor organization to: The Natural History Society of Newfoundland and Labrador, 1972] as incorporated and/or continued under the Act.

- k) **"Director"** means any Board of Director of the Corporation.

- l) **"Director & Officer Liability Insurance"** often called D & O Policy refers to insurance that provides financial protection for directors and officers of the Corporation in the event they are sued in conjunction with the performance of their duties as they relate to the corporation.

- m) **"Dissolution"** refers to the termination of the legal existence of the Corporation. Dissolution may be precipitated by several means, including failure to abide by the Act, bankruptcy or a voluntary dissolution decision by the members and directors of the Corporation.

- n) **"Ex Officio"** refers to the status of membership of a person in one body (typically a committee) by virtue of their status or position on another body (President of the Board). In the context of these by-laws, it refers to the right of the President to attend and participate in any committee meetings but NOT have an official vote at said meeting.

- o) **"Fiscal period"** sometimes called financial period or budget period is the period or duration of time in which the Corporation collects revenue, spends money and provides an accounting of all of its financial transactions to its membership. It is normally a 12-month period or fiscal year and for this Corporation the fiscal period will be a one-year fiscal period as referenced in Article 13.

- p) **"Incapable"** in respect of an individual, means that the individual is found under the laws of a province, to be unable, other than by reasons of minority, to manage their property or is declared to be incapable by any jurisdiction outside Canada.

- q) **"Indemnification"** or **"to indemnify"** refers to the legal obligation to reimburse or pay any and all related costs of any actual or threatened legal proceedings arising from the actions or omissions of Directors and Officers of the Corporation in the exercise of their duties and responsibilities of the Corporation. An indemnification clause in a set of by-laws protects board members from liability by having the organization agree to covering legal fees and other costs associated with legal action against a board member. This indemnification covers board members and other designated officers only when they have acted with due diligence and in good faith and NOT when they have knowingly caused harm.
- r) **"Ordinary Resolution"** refers to a resolution requiring a majority of at least 50% plus 1 of the votes cast in order to be adopted.
- s) **"Province"** refers to the province of Newfoundland and Labrador.
- t) **"Proxy"** or "proxy voting" refers to the ability of a member of the Corporation to be delegated the right to vote for another absentee member at a AGM or Special Membership Meeting of the Corporation.
- u) **"Quorum"** refers to the minimal number of officers or members of the Corporation or Board or committee (usually a majority) required to be present for the valid transaction of business.
- v) **"Resolution"** is a main motion formally expressed in writing, adopting an official statement of opinion or authorizing or directing some action and normally used to address matters of importance and significance. Resolutions can be brought forward by the Board of Directors or the member of an organization and are typically done at an annual general meeting. They have two (2) parts: 1) the preamble, which is a list of reasons for adoption, with each reason in a separate paragraph beginning with the term "Whereas;" 2) the resolving clause(s), which outline the specific action(s) to be taken, beginning with the phrase "Be It Resolved."
- w) **"Special Resolution"** refers to a resolution requiring a majority of at least 2/3 of the votes cast in order to be adopted.
- x) **"Special membership meeting"** refers to any general membership meeting other than the AGM, convened as per Article 7.5, and/or 7.7.
- y) **"Standing committee"** refers to any committee established by the Board through either a specific by-law or policy that operates on an ongoing and/or annual or biennial basis to deal with ongoing and major activities within the Corporation.
- z) **"Term of Office"** refers to the limited length of time (1,2 or 3 years) that a member serves in an elected position, whether it be as a Director or Officer of the Board.

Article 3 – Head Office Location

Section 3.1 – Head Office Location

As per the Articles, the head office and registered address of the Corporation is 21 Merrymeeting Rd., St. John's, NL, A1C 2V6 or as duly amended from time to time through Articles of Amendment.

Article 4 – Purpose, Beliefs & Values and Guiding Principles

Section 4.1 – Purpose

The legal and statutory purposes and objects of the Corporation are officially stated in Schedule A of the March 30th, 1988 Articles of Continuance, or as may be duly amended from time to time through an Article of Amendment, are:

- a) To connect people with the nature of Newfoundland and Labrador by fostering awareness, understanding, and appreciation of our natural environment;
- b) To promote environmental stewardship based on a principle of nature for all; and,
- c) To engage in any and all other acts which may assist in the success of the organization and its members and, in the attainment of all the preceding objects and purposes, provided such acts are in accordance with the general vision and mission of the organization, the Corporations Act, these by-laws and the policies and procedures of the organization.

Section 4.2 – Beliefs and Values

Nature NL's core belief is that nature is for all.

Section 4.3 – Guiding Principles

We are inclusive and accessible. We embrace diversity. We welcome everyone and offer events and programs for people of different ages, languages, skills and abilities.

We strive to foster a community of supporters (staff, volunteers, members, donors, event participants etc.) who appreciate nature. We foster collaborations and partnerships with like-minded organizations and individuals to promote our mandate.

We respect diverse ideas, opinions, and viewpoints. We communicate internally and externally in an honest, respectful, and open manner.

We value sustainability and aim to conduct our organization in a sustainable way (including our day-to-day operations, events, and fund development decisions).

Article 5 - Membership

Section 5.1 - *Classes of Members*

There shall be four (4) classes of membership in the Corporation:

- a) Individual Membership;
- b) Family Membership;
- c) Corporate Membership;
- d) Honorary Life Membership
- e) Lifetime Individual Membership; and
- f) Lifetime Family Membership

Section 5.2 - *Individual Membership*

Individuals, sixteen years of age or older, who believe in and agree to abide by the aims, objectives, principles and values of the Corporation, as expressed in these by-laws and other constating documents, are eligible to apply for membership in the Corporation in this category and once in good standing, are eligible to vote in all Annual General and Special Membership Meetings of the Corporation. To remain active, this membership must be renewed annually.

Section 5.3 - *Family Membership*

Families who believe in and agree to abide by the aims, objectives, principles and values of the Corporation, as expressed in these by-laws and other constating documents, are eligible to apply for "annual" family membership in the Corporation in this category and, once in good standing, are eligible to vote in all Annual General and Special Membership Meetings of the Corporation. A family membership in this category is entitled to one (1) vote and must declare, prior to the start of any meeting who shall be the voting delegate on behalf of the family. To remain active, this membership must be renewed annually.

Section 5.4 - *Corporate Membership*

Any incorporated or unincorporated not-for-profit entity or incorporated or unincorporated for-profit entity operating in the Province and who support the aims, objectives, principles and values of the Corporation as expressed in these by-laws and other constating governance documents and wish to support the work and programs of the Corporation through their membership are eligible to apply for corporate membership in the Corporation and, once in good standing, are eligible to vote in all Annual General and Special Membership Meetings of the Corporation. A corporate member is entitled to one (1) vote at any General or Special Membership Meetings and must declare, prior to the start of any meeting who shall be the voting delegate on behalf of the Corporation. To remain active, this membership must be renewed annually.

Section 5.5 - *Honorary Life Membership*

Honorary Life Membership may be conferred on any individual, whether a member of the Corporation or not, who shall have made an outstanding contribution to the Corporation or to the protection and ongoing sustainability of our natural environment. Such status shall be decided by a majority vote of the Board at a duly convened Board meeting. An honorary member is entitled to one vote.

Section 5.6 - Lifetime Individual Membership

Individuals, sixteen years of age or older, who believe in and agree to abide by the aims, objectives, principles and values of the Corporation, as expressed in these by-laws and other constating documents, are eligible to apply for membership in the Corporation in this category and once in good standing, are eligible to vote in all Annual General and Special Membership Meetings of the Corporation. A lifetime individual membership is obtained by paying a non-refundable one-time fee as outlined by Nature Newfoundland and Labrador.

Section 5.7 - Lifetime Family Membership

Families who believe in and agree to abide by the aims, objectives, principles and values of the Corporation, as expressed in these by-laws and other constating documents, are eligible to apply for "annual" family membership in the Corporation in this category and, once in good standing, are eligible to vote in all Annual General and Special Membership Meetings of the Corporation. A family membership in this category is entitled to one (1) vote and must declare, prior to the start of any meeting who shall be the voting delegate on behalf of the family. To remain active, this membership must be renewed annually. A lifetime family membership is obtained by paying a non-refundable one-time fee as outlined by Nature Newfoundland and Labrador.

Section 5.8 - Application for Membership

Application for membership may be made by completing a paper or online form and paying the associated membership fee.

Section 5.9 - Ceasing of Membership

For all classes of membership, a member ceases to be a member upon:

- a) The submission of a letter/email of resignation;
- b) The member being terminated as per these by-laws;
- c) The member dying;
- d) The member does not renew their membership.

Section 5.10 - Termination of Membership by the Board

For all classes of membership, the Board may terminate said membership by a two-thirds (2/3) majority vote of its Directors, if, in the opinion of the Board, a member is deemed to no longer support the aims and objectives of the Corporation as outlined in Article 4 or for non-compliance with Article 5.10 of these by-laws. The Board retains the right to develop and enforce additional processes and procedures through a policy statement.

Section 5.11 - Keeping of Membership Roster

The Corporation shall keep a cumulative membership roster of members of the corporation to include such information as name, contact information, class of membership, date of admission, date of termination and reason for termination.

Section 5.12 - Power of Board to Levy a Membership Fee

From time to time, the Board shall have the right to levy a membership fee structure and every member admitted to membership shall pay such fees.

Section 5.13 - *Member in Good Standing*

A member in good standing is a member who has paid the required membership fee in a timely fashion as shall be prescribed by the Board from time to time.

Article 6 - Voting Rights and Procedures

Section 6.1 - *One Vote Per Membership*

Each member of the Corporation is entitled to one (1) vote on all matters at any AGM or Special Membership Meeting of the Corporation.

Section 6.2 - *Manner of Voting*

Every question submitted to a vote at any AGM or Special Membership Meeting of the Corporation shall be decided by in person or virtual voice or showing of hands unless there is a majority vote of the members present to hold a secret ballot.

Section 6.3 - *Proxy Voting Prohibited*

Voting by proxy is not permitted under any circumstance.

Section 6.4 - *Effect of a Tie Vote*

Should the resulting vote on a question put forward at a general or special meeting of the Corporation be a tie, the resolution/motion shall be considered lost.

Article 7 - Annual General Meeting & Other Special Membership Meetings

Section 7.1 - *Requirement to Convene an Annual General Meeting*

As per Section 217(a) of the Act, the Board shall convene an AGM of the Corporation within fifteen (15) months of the end of holding the last preceding AGM of the Corporation. The date, time and location of said meeting shall be determined by the Board.

Section 7.2 - *Purpose of an AGM*

Subject to these by-laws, the purpose of the AGM is to receive and adopt the financial and other Board reports for the previous year, to elect the Board of Directors, and to conduct such other business related to the aims and objectives of the Corporation that would ordinarily require the permission and/or direction of the membership. As required by Section 265(1) of the Act, appointment of auditor will also take place.

Section 7.3 - *Notice of AGM*

As per Section 221(1) of the Act, notice with respect to the date, time and place of the AGM shall be sent to the membership via letter, email, other appropriate communication forms at least twenty-one (21) calendar days but not more than fifty (50) days prior to the date of the meeting. If issued by email, notice shall be deemed given from the date sent by the sender.

Section 7.4 - Quorum

The quorum for any AGM or other Special Membership Meeting of the Corporation shall be a total of at least ten (10) members of the Corporation.

Section 7.5 - *Right of the Board to Convene Special Membership Meetings*

The Board may convene a Special Membership Meeting for any purpose at any time it deems necessary and, in doing so, shall follow the rules and procedures with respect to notice and quorum as outlined in Articles 7.3 and 7.4 respectively. The only business to be conducted at such a meeting shall only be that which has been specified in the notice for said meeting.

Section 7.6 - *Board May Convene an Annual or Special Membership Meeting by Electronic Means*

Subject to these by-laws and in accordance with Section 217.1 of the Act, the Board may convene an Annual General or Special Membership Meeting by telephone, electronic, or other method of communication that permits all participants to communicate with each other during the meeting. Notice and quorum requirements as outlined in Section 7.3 and 7.4 in these by-laws still apply.

Section 7.7 - *Right of the Membership to Request a Special Membership Meeting*

The Board shall also convene a Special Membership Meeting at the signed written petition of no less than ten (10) members of the Corporation. The petition shall clearly state the purpose of the meeting and only such business shall be transacted at the meeting as is specified in the petition. Upon receipt of the petition, the Board shall convene a Special Membership Meeting within thirty (30) calendar days of receipt of the written petition. All members shall be notified of the date, time, place and express purpose of said meeting, at least fourteen (14) calendar days prior to the date of the meeting.

Article 8 - Board of Directors

Section 8.1 - *Establishment and Composition of Board of Directors to Govern Corporation*

In between AGMs and/or Special Membership Meetings of the Corporation and subject to these by-laws, the affairs of the Corporation shall be governed by a Board of Directors consisting of a maximum of ten (10) persons. Those ten (10) persons shall be comprised of the four (4) Officers plus one (1) Officer in the Past President role for the term of one year subsequent to the onboarding of a new president outlined in Article 9.1, and up to five (5) General Directors, all of whom, except for the Past President, shall be elected by the members participating in a duly convened Annual General Meeting of the Corporation.

Section 8.2 - *General Powers and Capacity of the Board*

In between AGMs and Special Membership Meetings, the Board has full power and authority to administer and direct the affairs of the Corporation within the scope explicitly and implicitly prescribed by the Act, by other provincial and federal statutes and laws, by the Articles of Incorporations, by the By-Laws of the Corporation, and by the direction and instruction given by the members of the Corporation through duly approved resolutions or decisions from a AGM or Special Membership Meeting. In respect of the ultimate capacity, rights, powers and privileges of a corporation, Section 27(1) affirms they are the same as that of a natural person. Additionally, Section 27(3) asserts that it is not necessary for a by-law to be passed in order to confer a particular power on a corporation or its Directors.

Section 8.3 - Eligibility to be a Director

Any member of the Corporation including a representative of a Family, Corporate or Lifetime Family Membership who is a member in good standing as per Section 5.11 of these by-laws is eligible for election as a Director. As per Section 12 of the Act, a nominee must be at least nineteen (19) years of age and not have the status of bankrupt.

Section 8.4 - Method of Director Nomination & Election

Subject to these by-laws, not less than two (2) months prior to an upcoming Annual General Meeting (AGM), a Nominations Committee shall be appointed by the incumbent Board whose core function will be to develop a full slate of candidates for four (4) of the Officer positions (excluding the Past President) and all five (5) of the General Director positions. Two (2) weeks prior to the date of the AGM, the Nominations Committee shall ensure the entire list of nominees is sent to the members. Additional nominations for all Officer and General Director positions can be made from the floor at the AGM and, where there are more than the required candidates for any position, an election will take place. If there are no more than the required number of candidates standing for election, appointment of Officer and Board members can take place by acclamation. The Board reserves the right to develop and enforce policies with respect to the nomination and election process, not inconsistent with this Article.

Section 8.5 - Term of Office

The term of office of all Directors shall be for two (2) years, except for those chosen to fill vacancies. Subject to these by-laws, a Director upon completion of a term may offer for re-election. There shall be no limit to the number of consecutive terms of office or partial terms of office that a Director can serve.

Section 8.6 - Removal of Director Due to Non-Compliance or Misconduct

As per Section 179 of the Act and subject to these by-laws, a Director (including an Officer), who in the opinion of the Board, no longer complies with or subscribes to the aims and objectives of the Corporation, or violates the conflict of interest guidelines outlined in these by-laws, or refuses to or is unable to perform their duties, or commits some egregious act, may be removed from the Board by a two-thirds (2/3) majority vote of the members on a proposed resolution on removal by the Board at a duly convened meeting of the Corporation. A copy of the proposed resolution outlining the reason(s) for removal must be provided to the Director by the call of the special membership meeting and the Director in question shall be afforded an opportunity to address the allegation against them either, orally or in writing, at the special membership meeting. The decision made at this meeting is final and not subject to appeal.

Section 8.7 - Filling Director Vacancies

Where vacancy occurs in a Director position on the Board, said vacancy shall be filled as follows:

1. In the case of death or resignation, the Board may appoint another member, in good standing, of the Corporation to fill that vacancy until the next AGM where there shall be an election to fill the vacancy for the remainder of the term.
2. In the case of removal due to egregious behavior, the vacancy shall be filled by the members through an election at the special membership meeting at which the said Director was removed. If the vacancy cannot be filled in this manner, the Board may fill the vacancy as per Article 8.4 above.

Section 8.8 - Ceasing to be a Director

A Director of the Corporation ceases to hold office when said Director:

1. Resigns which shall be done through a notice in writing with the effective date of resignation being the date of the notice or the date specified in the notice;
2. Assumes the status of bankrupt;
3. Dies;
4. Is declared incapable (as per Definition (p)) under the laws of a Canadian province or territory or a court in a jurisdiction outside Canada;
5. Removed for non-compliance or misconduct, as per Section 8.6.
6. Ceases to be a member of the Corporation as per Article 5.7.

Section 8.9 - Appointment and Status of an Executive Director/CEO

The Board may appoint/hire an Executive Director/CEO of the Corporation who shall be considered as an Officer of the Corporation.

Article 9 - Officers of the Board

Section 9.1 - Officers of the Board

The officers of the Corporation shall be a President, Vice-President, Secretary, Treasurer, and for the duration of one year subsequent to the appointment of a new President, an Immediate Past President who, except for the Immediate Past President position, shall be elected by a majority vote of the members at an AGM. If no position is contested the officer may be appointed by acclamation.

Section 9.2 - Term of Office

The term of office for all elected officers shall be for a two (2)-year term and shall be eligible to re-offer upon expiration of their term. The term of Past President shall be for one year at which time the individual has the option to become a General Director.

Section 9.3 - Duties of Officers

Subject to these by-laws, the duties of the elected officers shall be:

a) **President:** The President shall generally be responsible to ensure that the Board properly and efficiently exercises its role and responsibility to administer and direct the affairs of the Corporation between AGMs. They shall call and preside at all meetings of the Corporation and the Board. They shall generally represent the Corporation and shall sign all legal and formal documents on behalf of the Corporation, including being a co-signer on any bank accounts. They shall ensure that all by-laws are complied with and shall also perform such other duties as are usually incidental to this office or as may be required, from time to time by, by the Board. The President shall be an ex-officio member of any and all committees.

b) **Vice-President:** The Vice-President shall work very closely with the President and shall be ready to assist in the discharge of their duties. They shall assume the duties of the President in their absence or inability to act. They shall act as the parliamentarian of the Board and be prepared to advise on matters of rules of conduct pertaining to board or membership meetings. They shall also perform all other duties as may be required, from time to time, by the Board. The Vice-President automatically assumes the office of President upon the death, resignation, or removal of the President.

c) **Secretary:** The Secretary shall ensure that an accurate record is kept of all Board, membership and Executive Committee meetings. They shall also ensure, in conjunction with the staff, that a proper membership register is kept and maintained and ensure that adequate notification is given for all general and special membership meetings and board meetings. They shall ensure that all appropriate forms and reports are submitted to the Registry of Companies so the Corporation remains in good standing under the Act. They are responsible, in conjunction with senior staff, for the maintenance of all deeds, contracts, agreements, insurance policies and other documents of value.

d) **Treasurer:** The Treasurer shall provide leadership and oversight on the financial state of the organization. They shall ensure that there are proper accounting systems in place to record all receipts and expenditures. They shall ensure that all financial statements and reports are being prepared and be prepared to present such reports at Board and/or membership meetings. In conjunction with the Executive Director, they shall prepare and present an annual budget for approval by the Board. They shall be the Chair of a Finance Committee and be prepared to offer advice and recommendations to the Board on any and all financial matters and policies. Finally, they shall also perform all other duties as may be required, from time to time, by the Board. The Treasurer, with the approval of the Board, share and/or delegate some of these duties with an appropriate staff person but remains ultimately responsible that the duties are being carried out.

e) **Past President:** An immediate Past President can have significant governance knowledge and experience, a wealth of organizational memory and important historical context on issues, all of which can be of tremendous value to the Board fulfilling its role. As well as assuming the duties and legal responsibilities of other voting Directors, they shall provide continuity of leadership and support to the current President during governance transitions. They shall support and assist the President in their role as well as provide advice and guidance to the Board. They will be an ex-officio member of the Executive Committee for a period of one year subsequent to the term of a new president and perform other duties as assigned from time to time by the Board.

Section 9.4 - Filling of Vacancies of Officers

Where vacancy occurs in an Officer position, said vacancy shall be filled as follows:

a) In the case of a vacancy in the position of President where the incumbent resigns just the Officer position but not the Directorship, the Vice-President shall assume that position and the Board should proceed to elect another Director to the Vice-President position. If the President vacancy is due to death, resignation from the Board or removal as per Article 8.6, the Vice-President shall assume that position and the Board shall proceed to fill the Director vacancy as per Article 8.7 as soon as possible and elect a new Vice-President for the remainder of the term. Should the Board elect another Officer to the Vice-President position, it shall then proceed to fill that vacant position in the manner described herein.

b) In the case of a vacancy in any of the other Officer positions where the incumbent resigns just the Officer position but not the Directorship, the Board shall elect another Director to fill the vacant position for the remainder of the term. If the Officer position vacancy is due to death, resignation from the Board or removal as per Article 8.6, the Board shall proceed to fill the Director vacancy as per Article 8.7 as soon as possible and elect a new Officer for the remainder of the term. Should the Board appoint another Officer to the vacant Officer position, it shall then proceed to fill that vacant position in the manner described herein.

Article 10 – Board of Directors Meetings

Section 10.1 - Minimum Requirement for Meetings

The Board shall meet at least six (6) times in every calendar year and, beyond that, as often as is required to properly conduct the affairs of the Corporation.

Section 10.2 – Calling of Meetings

Meetings of the Board shall normally be at the call of the President or may be set, from time to time, by the Board.

Section 10.3 - Quorum

As per Section 184(2) of the Act, a simple majority (50% plus one) of the directors, notwithstanding a vacancy among the Directors, shall constitute a quorum and that quorum of Directors may exercise the powers of the Directors to fully conduct business at any Board meeting.

Section 10.4 – Notice of Meeting

Subject to these by-laws and unless a schedule of board meetings has been set by the Board as per Section 10.2, notice of a Board meeting shall be given by the Secretary or President via telephone, mail or email at least five (5) calendar days prior to the date of the meeting.

Section 10.5 – One Vote per Director

Each Director shall have one (1) vote at a Board of Directors meeting.

Section 10.6 – Voting by Proxy Prohibited

Directors shall not vote by proxy.

Section 10.7 – Meeting by Teleconference or Other Appropriate Communications Technology

Subject to these by-laws and as per Section 188(1) of the Act, a Board meeting may be convened via a telephone conference call or any other electronic telecommunications technology that will permit all persons participating in the meeting to be able to hear and communicate with each other.

Section 10.8 – Board Meeting Requested by Directors

Subject to these by-laws, a special meeting of the Board shall be convened subsequent to a written request by at least four (4) Directors. If a Board meeting is not convened within fourteen (14) calendar days of receipt of the written request, any member of the Board may convene the meeting. Any business transacted at such a duly constituted Board meeting shall be valid and binding.

Article 11 – Committees

Section 11.1 – Capacity of Board to Appoint & Direct Standing Committees

The Board may, from time to time, appoint any standing committee (such as Executive, Finance, Audit, etc.) that it deems necessary to carry out the objectives of the Corporation. The term of office of all standing committees shall be for one (1) year or less if so determined by majority vote of the Board. At the time of appointing and, if not already specified in these by-laws, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, composition, chairperson, specific function and duties, minimum meeting requirements, reporting requirements, power and authority and required resources. Unless otherwise delegated by the Board through an approved motion, standing committees do not have decision-making power or authority and must bring recommendations to the full Board for approval. A quorum for committee is the majority of members of the committee.

Section 11.2 – Capacity of Board to Appoint & Direct Ad Hoc Committees

The Board may, from time to time, appoint any ad-hoc committee (a committee formed for a specific task or objective and dissolved upon completion of the task or achievement of the objective) that it deems necessary to carry out the objectives of the Corporation. At the time of appointing, the Board shall establish a Terms of Reference to include but not be limited to: name of committee, detailed description of the task and/or objective to be undertaken, general timelines, composition, chairperson, minimum meeting requirements, reporting requirements, power and authority, any required resources, and budget. Unless otherwise delegated by the Board, standing committees do not have decision-making power or authority and must bring recommendations to the full Board for approval. A quorum for a committee is the majority of members of the committee.

Section 11.3 – Right to Appoint External Committee Members

The Board may appoint committee members from outside the membership of the Corporation but the Chairperson of any committee shall be a Director of the Corporation.

Article 12 – Fiscal Period and Appointment of Auditor

Section 12.1 – Fiscal Period

The fiscal period of the Corporation shall begin on January 1st and end on December 31st of the same year.

Section 12.2 – Appointment of Auditor

As per Section 265(1) of the Act, members of the Corporation shall appoint the auditor to hold office until the close of the next Annual General Meeting.

Article 13 – Bonding and Indemnification

Section 13.1 – Right to Require Bonding of Directors & Staff

The Board may ensure that sufficient bonding insurance is carried on an ongoing basis for the Treasurer, all signing officers and any others, including staff, in the Corporation who may be involved in the handling of funds of the Corporation.

Section 13.2 – Requirement to Indemnify Directors

Subject to the provisions of Section 44 of the Act, every Director and Officer of the Corporation, his or her heirs, executors, administrators, and estates and effects, respectively, shall at all times be indemnified and saved harmless out of the funds of the Corporation, from and against:

1. All costs, charges, and expenses whatever, that such Director or Officer sustains or incurs in or about any action, suit, or proceeding, that is brought, commenced, or prosecuted, against the Director or Officer, for, or in respect of any act, deed, omission, matter or thing whatever, made, done, or permitted, by the Director or officer, in or about the execution of the duties of his or her office; and
1. All other costs, charges, and expenses, that the Director or Officer sustains or incurs in or about or in relation to the affairs of the Corporation, except such costs, charges or expenses as are incurred as a result of a Director's or Officer's own willful neglect or default.

Section 13.3 – Right to Purchase Director & Officer liability Insurance

To enhance and ensure the protection of Directors and Officers generally provided under Section 14.2, the Board shall ensure that sufficient indemnification insurance (Director & Officer Liability Insurance) is carried on an ongoing basis.

Article 14 – Board of Director Conflict of Interest

Section 14.1 – Requirement of Director to Declare Conflict of Interest

Any Director who has a financial, personal or other official interest in, or conflict (or any appearance of conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that Director from acting on the matter in an impartial manner, will declare to the Board the conflict of interest and voluntarily excuse themselves and vacate their seat or leave the virtual meeting room and shall not participate in any discussions or vote on the said matter.

Section 14.2 – Requirement of Director to Notify Board of Possibility of Conflict of Interest

Any Director who suspects that they may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the Board of the potential conflict of interest giving the details and circumstances of said potential conflict. The Board member shall then excuse themselves and vacate their chair and shall not participate in or be privy to any further discussions. Then, by majority vote, the remaining Directors shall come to a final determination on the validity of the potential conflict of interest situation.

Section 14.3 – Requirement of Director to Notify Board of Another’s Possible Conflict of Interest

Any Director who feels that another fellow Director may be in a position of conflict of interest with respect to a matter pending before the Board, shall notify the President of such potential conflict of interest. The President shall then notify the Director (in the position of potential conflict of interest) that they have been cited as being in a potential conflict of interest and that during the meeting at which the pending matter is to be discussed, they will be given an opportunity to address the question of conflict of interest. Once the matter of potential conflict of interest has been addressed by the Director in question, they shall be asked to vacate her seat and take leave of the meeting, at which point, the remaining Directors shall, by majority vote, come to a final determination of the validity of the potential conflict of interest.

Section 14.4 – Standard to be used when Considering Matters of Conflict of Interest

When a Director and/or the Board as a whole is giving consideration to whether a particular set of circumstances constitutes a conflict of interest, the commonly accepted standards and principles of conflict of interest for non-profit Directors of the time should be the context of that consideration.

Section 14.5 – Board Capacity to Make Policy Re Conflict of Interest

The Board may, from time to time and, not contrary to these by-laws, develop specific policies on the matter of conflict of interest of Directors or of staff.

Article 15 – Resolutions

Section 15.1 – Sponsors of Resolutions

Subject to these by-laws, resolutions for consideration at a AGM or Special Membership Meeting may be submitted by the Board or by any member of the Corporation.

Section 15.2 – Duty of Board to Issue Call for Resolutions & Notify Members of any Policies

Subject to these by-laws, the Board shall, at the time of the first AGM notice and to allow members' compliance with any by-law notices, issue a general call for resolutions and notify all appropriate members of any and all policies and procedures related to the format, submitting, processing and dispensing of said resolutions at an AGM or Special Membership Meeting.

Section 15.3 – Special Resolution Required to Amend Articles & Certain By-Laws

Subject to these by-laws and for matters that are fundamental and significant to the genesis and nature of the Corporation, submission of a "Special Resolution" is required in order to consider amendments to certain Articles and by-laws. Approval for amendments to any of the items listed in this subsection shall require a 75% vote of the voting members at an AGM or Special Membership Meeting

1. For the Articles: Any information contained in Articles of Incorporation, Form 1A and Schedule "A" which includes: Name, Place of Registered Office, Minimum & Maximum Number of Directors, and Purpose & Objects of the Corporation.
2. For the By-Laws: Any and all amendments related to the Articles and their subsections listed here: Article 1 (Name); Article 4 (Purpose, Beliefs & Values and Guiding Principles); Article 5 (Members); and Article 18 (Amendments).

Section 15.4 – Deadline for Submitting Resolutions

Subject to Article 7.3 of these by-laws, resolutions, other than incidental resolutions, to be considered at an AGM must be submitted to the Corporation at least fourteen (14) calendar days prior to the date of the AGM so that all members can be notified of all proposed resolutions at least seven (7) calendar days prior to the AGM date.

Section 15.5 – Incidental Resolutions

Any resolution of an incidental nature, which does not affect policies, by-laws, or operations of the Corporation, may be introduced during the AGM without prior notice.

Section 15.6 – Board Capacity to Make Policy Re Resolutions

The Board may, from time to time, devise and enact such policies, procedures, and protocols as are necessary for the democratic, efficient and effective consideration and disposition of all resolutions.

Article 16 - Rules of Procedure

Section 16.1 - Rules of Procedure

The conduct and procedures of any meetings, not set out in these by-laws and/or policies, shall be governed by the most recent edition of Robert's Rules of Order.

Article 17 - Distribution of Surplus at Dissolution

Section 17.1 - Right of Corporation to Distribute Any Surplus at Dissolution

In accordance with Section 430(1) of the Act and, more particularly, in accordance with CRA Charitable Status regulations, the Corporation shall, after paying all its debts and liabilities, distribute any and remaining capital or financial assets to one or more "qualified registered Canadian charities" as defined by subsection 149.1(1) of the Income Tax Act.

Article 18 - By-Law Amendments

Section 18.1 - SuperMajority Requirement for Amendments

With the exception of the by-law Articles listed in article 15.3 these by-laws may be amended by Special Resolution requiring a two-thirds (2/3) majority vote of the members participating in a AGM or Special Membership Meeting.

Section 18.2 - Notice Requirements to Members for By-law Amendments

All members of the Corporation shall be notified, by mail or email, of any proposed amendments at least twenty-one (21) calendar days prior to the AGM or Special Membership Meeting at which the proposed amendment is to be considered.



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