

## **NATURE LEAGUE**

Incorporated as Senior League Endowment Society of Collingwood

### AMENDED AND RESTATED BY-LAW NO. TWO

A by-law relating generally to the transaction of the affairs of the Corporation

### OBJECTIVES OF THE CORPORATION

1. The Corporation shall:
  - (a) Work to preserve and protect environmentally important areas.
  - (b) Identify areas of environmental pollution or damage and make the public aware of the problem.
  - (c) Work with local authorities and other groups in the community towards the resolution of environmental problems.
  - (d) Participate in solutions to world-wide environmental improvement projects. It will however concentrate its main efforts on the areas from which it draws its support. i.e. The Georgian Triangle.
  - (e) Support and encourage the youth of the Georgian Triangle to be aware of environmental issues and to pursue educations in environmental studies.

### HEAD OFFICE

2. The Head Office of the Corporation shall be in the Town of Collingwood, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

### SEAL

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

### BOARD OF DIRECTORS

4. The affairs of the Corporation shall be managed by a board of directors, one of whom shall be the immediate Past President. Each director at the time of his election or within 10 days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office for a term of two years or until his successor shall have been duly elected and qualified. This term may be extended if the director is moving into the position of Vice-President and then President or directly to the position of President. The election may be by a show of hands unless a ballot be demanded by any member. The members of the Corporation may, by resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.

### NOMINATION COMMITTEE

5. A Nominating Committee to select proposed members of the board shall be composed of: The outgoing Past President, (Chairman) one member of the Board of Directors and two members of the League who are not on the board.

## VACANCIES, BOARD OF DIRECTORS

6. Vacancies on the board of directors, however caused, may, so long as a quorum of directors remain in office, be filled by the directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the directors for the ensuing year are elected. If there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the members to fill the vacancy. If the number of directors is increased between the terms, a vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner above provided.

## QUORUM AND MEETINGS, BOARD OF DIRECTORS

7. A majority of the directors shall form a quorum for the transaction of business. Except as otherwise required by law, the board of directors may hold its meetings at such place or places as it may from time to time determine. No formal notice of any such meeting shall be necessary if all the directors are present, or if those absent have signified their consent to the meeting being held in their absence. Directors' meetings may be formally called by the President or Vice-President, or by the Secretary on direction in writing of two directors. Notice of such meetings shall be delivered, telephoned or e-mailed to each director not less than one day before the meeting is to take place or shall be mailed to each director not less than two days before the meeting is to take place. The statutory declaration of the Secretary or President that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The board may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice need be sent. A directors' meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The directors may consider or transact any business either special or general at any meeting of the board.

## ERRORS IN NOTICE, BOARD OF DIRECTORS

8. No error or omission in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

## VOTING, BOARD OF DIRECTORS

9. Questions arising at any meeting of directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman, in addition to his original vote, shall have a second or casting vote. All votes at such meeting shall be taken by ballot if so demanded by any director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. In the absence of the President his duties may be performed by the Vice-President or such other director as the board may from time to time appoint for the purpose.

## POWERS

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

Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

## REMUNERATION OF DIRECTORS

11. The directors shall receive no remuneration for acting as such.

## SUBMISSION OF CONTRACTS OR TRANSACTIONS TO MEMBERS FOR APPROVAL

12. The board of directors in its discretion may submit any contract, act or transaction for approval or ratification at any annual meeting of the members or at any general meeting of the members called for the purpose of considering the same and any contract, act or transaction that shall be approved or ratified by a resolution passed by a majority of the votes cast at any such meeting (unless any different or additional requirement is imposed by The Corporations Act or by the Corporation's letters patent or any supplementary letters patent or any other by-law) shall be as valid and as binding upon the Corporation and upon all the members as though it had been approved or ratified by every member of the Corporation.

## INDEMNITIES TO DIRECTORS AND OTHERS

13. No director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency or any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or corporation including any person, firm or corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust or in relation thereto unless the same shall happen by or through his own wilful neglect or default. The directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act or transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the board of directors.

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

(a) all costs, charges and expenses whatsoever which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, for 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.

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

#### OFFICERS OF CORPORATION

15. There shall be an immediate Past President, President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as the board of directors may determine by by-law from time to time. One person may hold more than one office except the offices of President and Vice-President. The President and Vice-President shall be elected by the board of directors, from among their number at the first meeting of the board after the annual election of such board of directors, provided that in default of such election the then incumbents, being members of the board, shall hold office until their successors are elected. The other officers of the Corporation need not be members of the board and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time by the board.

#### DUTIES OF PRESIDENT AND VICE-PRESIDENT

16. The President shall, when present, preside at all meetings of the members of the Corporation and of the board of directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation. The President with the Secretary or other officer appointed by the board for the purpose shall sign all by-laws. During the absence or inability of the President, his duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other director or the board may from time to time appoint for the purpose, exercised any such duty or power, the absence or inability of the President shall be presumed with reference thereto.

#### DUTIES OF RECORDING SECRETARY

17. The Recording Secretary shall be ex officio clerk of the board of directors. He shall attend all meetings of the board of directors as well as the Annual General Meeting and any special meetings, record all facts and minutes of all proceedings and after signature approval by the President or presiding Chairman and by the Corporate Secretary, pass copies of these to Corporate Secretary, and he shall perform such

other duties as may from time to time be determined by the board of directors. The Secretary of the Board of Directors, the Corporate Secretary, may also be the Recording Secretary.

#### DUTIES OF CORPORATE SECRETARY

18. The Corporate Secretary, hereinafter referred to as Secretary, is responsible for keeping the Minute Books of the Corporation including the minutes of all Annual General and Special Meetings as well as other important documents, prepares and issues the Notice of Meeting package for the Annual General Meeting. The Secretary retains at least two copies of each newsletter and notices for Board and membership, the corporate seal, and correspondence. In conjunction with the Treasurer maintains the official membership list and issues a copy to all members in January of each year and to new members as they join. The Secretary provides email distribution lists, telephone lists and mailing labels as required. He may also perform the duties of Recording Secretary and such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF TREASURER

19. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the board of directors. He shall maintain the membership list and provide the Secretary with updates as they occur. He shall disburse the funds of the Corporation under the direction of the board of directors, taking proper vouchers therefor and shall render to the board of directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. The Treasurer is responsible for providing all vouchers, receipts, invoices, bank statements and other supporting documentation as required for the annual financial audit, and for receiving the completed financial statements from the auditor. He is further responsible for providing the completed annual Registered Charity Information Return to the Canada Revenue Agency as well as Ontario Corporations Information Act Annual Return to the Ontario Ministry of Government Services (MGS). He shall also perform such other duties as may from time to time be determined by the board of directors.

#### DUTIES OF OTHER OFFICERS

20. The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the board of directors requires of them.

#### EXECUTION OF DOCUMENTS

21. Deeds, transfers, licences, contracts and engagements on behalf of the Corporation be signed by any two of the President, Vice-President, Treasurer and Secretary. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or by any person authorized by the board.

Any two of the President, Vice-President, Secretary or Treasurer, or any person or persons from time to time designated by the board of directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may make, execute and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation and any one of such officers may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation.

Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the board of directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

### BOOKS AND RECORDS

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

### MEMBERSHIP

23. The membership shall consist of all accepted applicants interested in furthering the objectives of the Corporation as set out in section 1 and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the board of directors.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the board of directors.

In case of resignation, a member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members, corporations, partnerships and other legal entities may vote through a duly authorized proxy.

Each member shall promptly be informed by the Secretary of his admission as a member. The board may terminate the membership of any member for failure to attend meetings or perform or perform adequately such duties as may be required of the members of the board.

### DUES

24 Each member shall pay to the Corporation such annual dues as the Directors may, from time to time require.

The Secretary shall notify the members of the dues or fees at any time payable by them. Members who have not paid within 120 days of the annual renewal notice sent out in early July shall automatically cease to be members of the Corporation but can be reinstated by payment of fees within 180 days of the annual renewal notice.

## ANNUAL AND OTHER MEETINGS OF MEMBERS

25. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the board of directors may determine and on such day as the said directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors shall be presented and a board of directors elected and auditors appointed for the ensuing year. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The board of directors or the President or Vice-President shall have power to call at any time a general meeting of the members of the Corporation. No public notice nor advertisement of members' meetings, annual or general, shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by mail or e-mail, ten days before the time fixed for the holding of such meeting, provided that any meetings of members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact.

## ERROR OR OMISSION IN NOTICE

26. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the corporation.

## ADJOURNMENTS

27. Any meetings of the Corporation or of the directors may be adjourned to any time and from time to time and such business may be transacted at such adjourned meetings as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## QUORUM OF MEMBERS

28. A quorum for the transaction of business at any meeting of members shall consist of not less than five members present in person or represented by proxy. No business shall be transacted unless the requisite quorum be present at the time of the transaction.

## VOTING OF MEMBERS

29. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy need not himself be a member, but before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be

entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

At all meetings of members every question shall be decided by a majority of the votes at the members present in person or represented by proxy unless otherwise required by the by-laws of the Corporation, or by-law. Every question shall be decided in the first instance by a show of hands unless a ballot be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote, and unless a ballot be demanded a declaration by the Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution. The demand for a ballot may be withdrawn, but if a ballot be demanded and not withdrawn the question shall be decided by a majority of votes given by the members present in person or by proxy, and such ballot shall be taken in such manner as the Chairman shall direct and the result of such ballot shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a ballot, the Chairman shall be entitled to a second or casting vote.

#### FINANCIAL YEAR

30. Unless otherwise ordered by the board of directors, the fiscal year of the Corporation shall terminate on the 30th day of June in each year.

#### CHEQUES, ETC.

31. All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officers, or directors of the Corporation and in such manner as shall from time to time be determined by resolution of the board of directors.

#### DEPOSIT OF SECURITIES FOR SAFEKEEPING

32. The Securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the board of directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner, as shall from time to time be determined by resolution of the board of directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the board of directors shall be fully protected in acting in accordance with the directions of the board of directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

#### STANDING COMMITTEES

33. There shall be the following Standing Committees, the Chairman of which shall be appointed by the President:

Social Committee

Fundraising Committee

Membership Committee  
Publicity Committee  
Conservation and Ecology Committee  
Each Committee shall be responsible to a member of the board of directors.

FUND RAISING

34. All monies raised in the name of the Corporation, other than operating funds, shall be allocated by the board of directors in a manner compatible with the objectives of the Corporation.

NOTICE

35. Any notice (which term includes any communications or document) to be given, sent, delivered or served pursuant to the Act, the letters patent, the by-laws or otherwise to a member, director, officer or auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to his recorded address or if mailed to him at his recorded address by prepaid air or ordinary mail, or if sent to him at his recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch. The Secretary may change or cause to be changed the recorded address of any member, director, officer or auditor in accordance with any information believed by him to be reliable.

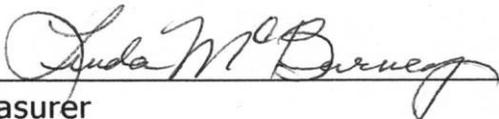
INTERPRETATION

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

MADE AND ENACTED by the board and sealed with the corporate seal on the 4<sup>th</sup> day of January, 2018

  
\_\_\_\_\_  
President

  
\_\_\_\_\_  
Secretary

  
\_\_\_\_\_  
Treasurer