



By-law No. 12 – December 18, 2019

---

1. Definitions.....	2
2. Membership .....	3
3. Meetings of Members .....	3
4. Directors .....	5
5. Meetings of the Directors .....	5
6. Officers.....	6
7. Executive Committee.....	8
8. Other Committees.....	8
9. Conflict of Interest .....	10
10. Indemnification of Directors and Officers .....	10
11. Financial .....	11
12. Execution of Instruments .....	11
13. Seal .....	11
14. Notices .....	12
15. Dissolution.....	12
16. Interpretation.....	13
17. Repeal and Approval .....	13

## 1. Definitions

In this by-law:

“**Act**” shall mean the Corporations Act R.S.O. 1990 C. 38, as amended or re-enacted from time-to-time;

“**Annual Meeting**” shall mean the annual general meeting of the Members;

“**Auditor**” shall mean the External Auditor appointed by the Members at the Annual Meeting of Members.

“**Authority**” shall mean Grand River Conservation Authority;

“**Board**” shall mean the Board of Directors of the Foundation as described in Article 4:01 herein;

“**Committee(s)**” shall mean Executive Committee, Nominating Committee, Finance and Administration Committee, Fundraising and Development Committee, Grants Committee and Other Committee(s) as defined in Articles 7.01 and 8.01-8.07 herein.

“**Director**” shall mean a Member who is elected to the Board of Directors;

“**Ex-Officio Director**” shall mean a Director who, by virtue of holding an office with Grand River Conservation Authority and this By-law, is a Director of the Foundation. Ex-Officio Directors shall have no vote;

“**Ex-Officio Member**” shall mean a Member who, by virtue of holding an office with Grand River Conservation Authority and this By-law, is a Member of the Foundation. Ex-Officio Members shall have no vote;

“**Foundation**” shall mean Grand River Conservation Foundation;

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

“**Meeting of Members**” shall include annual and general meetings of the Members;

“**Member**” shall mean a voting Member of the Foundation as described in the Act and Article 2.01 herein. Members and Membership shall have the corresponding meaning.

“**Officer(s)**” shall mean Chair, Vice-Chair(s), Past Chair, Secretary-Treasurer, Executive Director and Officers At Large, as defined in Articles 6.01-6.08 herein.

“**Secretary-Treasurer**” shall mean the Secretary-Treasurer of the Board of Directors;

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

## **2. Membership**

- 2.01 Membership in the Foundation shall be limited to those persons who are recommended by the Nominating Committee, accepted by the Board, and approved by the Authority. Membership shall be for a period not to exceed three (3) years from the date of admission, and such Membership shall terminate at the end of that period. A Member shall be eligible for admission as a Member for two subsequent terms, each of which shall not exceed three (3) years. A Member who has completed three consecutive terms (a maximum of nine years in total) shall not be eligible for further admission as a Member unless that Member is at such time an Officer of the Foundation. It is the intent of this By-law that Members shall be appointed for terms that result in rotation.
- 2.02 The Chair of the Authority shall, by virtue of the office, be a Member of the Foundation. The following Authority staff will, by virtue of their office, be Ex-officio Members of the Foundation: the Secretary-Treasurer, the Chief Administrative Officer and the Executive Director of the Foundation. Ex-officio Membership shall cease upon the individual ceasing to hold the position which entitles such individual to ex-officio Membership. Ex-officio Members shall have no vote.
- 2.03 Membership in the Foundation is not transferable.
- 2.04 Members may resign by written resignation delivered to the Chair or Secretary-Treasurer. Such resignation shall be effective upon receipt of such notice by the Chair or Secretary-Treasurer.
- 2.05 Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the Foundation's policies or By-laws. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership

## **3. Meetings of Members**

- 3.01 An Annual Meeting of Members shall be held not later than fifteen (15) months following the date of holding the last preceding Annual Meeting at such place in Ontario, at such time, and on such day in each year as the Board may from time to time determine, for the purpose of hearing and receiving the reports and statements required by the Act to be read at or laid before the Members at an annual meeting, electing Directors, appointing the Auditor, authorizing the Board to fix the Auditor's remuneration and for the transaction of such other business as may properly be brought

before the meeting. The Auditor of the Foundation shall be given notice of the Annual Meeting.

- 3.02 The Board shall have power at any time to call a general meeting of the Members of the Foundation to be held at such time and at such place in Ontario as may be determined by the Board. Members who hold at least 10 per cent of votes that may be cast at a meeting of the Members sought to be held, may requisition the Directors to call a meeting for the purposes stated in the requisition.
- 3.03 No public or other advertisement of any meeting of Members shall be required, but notice of the time and place of any meeting of the Members shall be given not less than ten (10) days before the day on which the meeting is to be held to each Member of record at the close of business on the day on which the notice is given. Notice of a general meeting of Members shall state the general nature of the business which is to be transacted at the meeting. A meeting of Members may be held at any time without notice if all the Members entitled to vote thereat are present in person or those not so present waive notice of such meeting. At such meeting, any business may be transacted which the Foundation at an annual or general meeting of Members may transact.
- 3.04 A majority of the voting Members being present, shall constitute a quorum for the transaction of business at any meeting of Members. No business shall be transacted at a meeting where there is not a quorum at such meeting. Members may participate in a meeting by telephonic or other electronic means that permits all participants to communicate adequately with each other during the meeting. A Member so participating in a meeting is deemed to be present at the meeting. If during the course of a meeting of the Members a quorum is lost, then the meeting will stand adjourned, not ended, to reconvene at such other time and place as the Chair will then announce.
- 3.05 At each meeting of Members every Member shall be entitled to one vote.
- 3.06 At all meetings of Members every question shall be decided by a majority of the votes cast on the question. Every question shall be decided by a show of hands unless after a show of hands has been taken a poll thereon be required by the Chair of the meeting or be demanded by any Member present. Members are not allowed to vote by proxy. In the case of an equal number of votes on any question at any meeting of Members either upon a show of hands or upon a poll, the Chair of the meeting shall be entitled to a second or casting vote. In all matters of procedure not specifically dealt with herein the current edition of Bourinot's Rules of Order shall be binding.

#### **4. Directors**

- 4.01 The affairs of the Foundation shall be managed by the Board. Each Director shall at the time of his or her election, and throughout the term of office, be a Member in good standing and shall be a natural person. The Board, exclusive of any ex-officio Directors, shall be fixed at a minimum of ten (10) Directors and a maximum of nineteen (19) Directors. The number of Directors to be elected at any Annual Meeting of the Members shall be such number as is determined by the Board prior to such Annual Meeting.
- 4.02 At each Annual Meeting of Members, Directors shall be elected to hold office until the next Annual Meeting of Members or for such term as the Members by resolution may direct, or until their successors have been duly elected or appointed. Retiring Directors shall be eligible for re-election provided such Director remains a Member throughout such re-election term. The election may be by a show of hands or by resolution of the Members unless a ballot is demanded by any Member.
- 4.03 The Chair of the Authority shall, by virtue of the office, be a Director; and the following Authority staff will, by virtue of their office, be permanent ex-officio Directors: the Secretary-Treasurer, the Chief Administrative Officer, and the Executive Director of the Foundation. Ex-officio directorship shall cease upon the individual ceasing to hold the position which entitles such individual to ex-officio directorship. Ex-officio Directors do not have a vote.
- 4.04 A quorum of the Board is required to exercise the powers of the Board. As long as there is a quorum of the Board, vacancies in the Board may be filled for the remainder of its term either by the Members at a general meeting called for that purpose or by the remaining Directors then in office. Failing a quorum of the Board, the vacancies shall be filled at a general meeting of the Members called for that purpose by the Members then in office.

#### **5. Meetings of the Directors**

- 5.01 Meetings of the Board shall be held from time to time at such place within Ontario at such time and on such day as the Chair or Vice-Chair or any two Directors may determine. The Secretary shall call meetings when directed or authorized by the Chair or by a Vice-Chair or by any two Directors. Notice of every meeting so called shall be given to each Director not less than ten (10) days before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to the holding of the meeting.
- 5.02 A majority of the Directors being present, shall constitute a quorum for the transaction of business at any meeting of Directors. No business shall be transacted at a meeting where there is not a quorum at such meeting. Directors are not allowed to vote by Proxy.

A Director may participate in a meeting by telephonic or other electronic means that permits all participants to communicate adequately with each other during the meeting. A Director so participating in a meeting is deemed to be present at the meeting. If during the course of a meeting of the Directors a quorum is lost, then the meeting will stand adjourned, not ended, to reconvene at such other time and place as the Chair will then announce.

However, where a Director is unable to participate due to a conflict of interest, the remaining number of Directors shall be deemed to constitute a quorum, provided such number is not less than five. If the remaining number of Directors is less than five, quorum is lost and the meeting will stand adjourned.

- 5.03 The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no additional notice shall be required for any such regular meeting.
- 5.04 Immediately following the election of the Board at the Annual Meeting, a Board meeting shall be held for the purpose of election of Officers. In addition to the nominations made by the Nominating Committee, further nominations may be made by any of the Directors. The election of Chair shall proceed first, and shall be followed by the election of Vice-Chair(s). An unsuccessful candidate for any particular office may be nominated for election to any other office. The elected Officers shall hold office until their successors are elected. A vacancy occurring from time to time in such offices may be filled by the Board from among its members. No person shall be eligible to be re-elected to the office of Chair or Vice-Chair if such person has held that office for two (2) consecutive years.
- 5.05 At all meetings of the Board every question shall be decided by a majority of the votes cast on the question; and in the case of an equal number of votes on any question, the Chair at the meeting shall be entitled to a second or casting vote.

## **6. Officers**

- 6.01 CHAIR: The Chair shall preside as Chair at all meetings of the Members and of the Board. The Chair shall also be responsible for the general supervision of the affairs of the Foundation.
- 6.02 VICE-CHAIR(S): During the absence or inability of the Chair to act, the duties of the Chair may be performed and the powers of the Chair may be exercised by the Vice-Chair, or if there is more than one, by the Vice-Chairs in order of seniority. If a Vice-Chair exercises any such duty or power, the absence or inability of the Chair shall be presumed with reference thereto. A Vice-Chair shall also perform such duties and exercise such power as the Chair may from time to time delegate to him or the Board may prescribe.

- 6.03 PAST CHAIR: The Past Chair shall be a Member of the Foundation and a member of the Executive Committee. The Past Chair shall be an advisor to the Chair and shall act as chair of the Nominating Committee.
- 6.04 SECRETARY-TREASURER: The Secretary-Treasurer of the Authority will be appointed to the position of Secretary-Treasurer of the Foundation and will be an ex-officio member of the Executive Committee. The Secretary-Treasurer shall:
- give, or cause to be given, all notices required to be given to Members, Directors and auditors;
  - attend all meetings of the Board, the Executive Committee and of the Members and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings at such meetings;
  - be the custodian of the stamp or mechanical device generally used for affixing the corporate seal of the Foundation and of all books, papers, records, documents and other instruments belonging to the Foundation;
  - carry out the management of the affairs of the Foundation subject to the authority of the Board and under the direction and supervision of the Chair;
  - keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Foundation and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Foundation;
  - render to the Board at the meetings thereof, or whenever required, an account of all transactions of the Foundation and the financial position of the Foundation;
  - and perform such other duties as may from time to time be prescribed by the Board.
- 6.05 EXECUTIVE DIRECTOR: The Executive Director of the Foundation shall be an employee of the Authority, and shall be responsible for coordination of the fundraising, marketing and administrative activities of the Foundation. The Executive Director shall be an ex-officio member of the Executive Committee.
- 6.06 OFFICERS AT LARGE: Officers at large may be elected by the board and shall perform such duties and exercise such power as the Chair may, from time to time, delegate to them or as the Board may prescribe.
- 6.07 The Board may require such Officers, employees and agents of the Foundation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.
- 6.08 The Board may remove and replace at its pleasure any Officer of the Foundation unless they are appointed to their position by virtue of their position within the GRCA.

## **7. Executive Committee**

- 7.01 The Executive Committee shall be comprised of the Officers of the Foundation and the Chair of the Authority. The Chief Administrative Officer of the Authority shall also be a member of the Executive Committee in an ex-officio capacity. The continued involvement of Officers of the Authority on the Executive Committee of the Foundation is to ensure that the Foundation has access to the appropriate information to make informed decisions and to foster and improve the relationship between the Authority and the Foundation.
- 7.02 No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present. A quorum shall be a majority of the voting members of the Committee.
- 7.03 Any member of the Executive Committee may be removed or replaced at any time by the Board of Directors and shall immediately cease to be a member of the Executive Committee upon ceasing to be a Director. The Board of Directors may fill vacancies on the Executive Committee by election from amongst its number. If and wherever a vacancy shall arise on the Executive Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the Executive Committee shall hold office until the next Annual Meeting of Members after such member's election or as may be determined by the Board.
- 7.04 Unless otherwise expressly reserved to the Board, there shall be and is hereby delegated to the Executive Committee, during the interval between meetings of the Board of Directors, all the powers of the Board of Directors in respect of the management and direction of the business and affairs of the Foundation.
- 7.05 The Executive Committee may invite such Officers, Directors and employees of the Foundation, or Members and employees of the Grand River Conservation Authority as it may see fit from time to time to attend meetings of the Executive Committee and assist in the discussion and consideration of the affairs of the Foundation.
- 7.06 The Chair of the Foundation shall be the chair of the Executive Committee and the Secretary-Treasurer of the Foundation shall be Secretary-Treasurer of the Executive Committee.
- 7.07 The Secretary-Treasurer of the Foundation shall record or cause to be recorded minutes of all meetings of the Executive Committee, and distribute such minutes to all Directors within a reasonable time.

## **8. Other Committees**

- 8.01 A Finance and Administration Committee shall be appointed at the first Board meeting subsequent to the Annual Meeting. The role of the committee shall include:



- a) reviewing the performance of the Foundation's Investment Manager and making investment policy recommendations to the Board;
- b) reviewing the Foundation's year-end financial statements and report of the auditor and recommending approval to the Board;
- c) reviewing the Foundation's policies and by-laws and making recommendations to the Board on such matters.

Only Directors of the Foundation will be eligible for appointment to the Finance and Administration Committee. The Chair of the committee will be chosen by the committee members at their first meeting.

8.02 A Fundraising and Development Committee shall be appointed at the first Board meeting subsequent to the Annual Meeting. The role of the Fundraising and Development Committee shall include reviewing effectiveness and making recommendations to the Board with respect to:

- a) fundraising and development initiatives including Campaigns;
- b) planned giving initiatives, and
- c) special events, promotion, marketing and communication .

Directors of the Foundation shall make up the majority of the members of the Fundraising and Development Committee. The Chair of the committee, who shall be a Director of the Foundation, will be chosen by the committee members at their first meeting.

8.03 A Grants Committee shall be appointed at the first Board meeting subsequent to the Annual Meeting. The role of the committee shall include:

- a) reviewing applications for Foundation Grants and Scholarships and making recommendations to the Board for successful applicants;
- b) reviewing any other special gift requests or considerations, that require Board approval, and making recommendations to the Board.

Only Directors of the Foundation will be eligible for appointment to the Grants Committee. The Chair of the committee will be chosen by the committee members at their first meeting.

8.04 A Nominating Committee shall be appointed at the first Board meeting subsequent to the Annual Meeting. The role of the committee shall include making recommendations to the Board regarding:

- a) persons to be considered as new Members of the Foundation,
- b) Members to stand for election to the Board, and
- c) persons to stand for election as Officers of the Foundation.

Only Directors of the Foundation will be eligible for appointment to the Nominating Committee. The Past Chair of the Foundation will be the Chair of the Nominating Committee, unless that person declines, in which case an alternate chair shall be appointed by the Board.

8.05 The Terms of Reference for the Finance and Administration, Fundraising and Development, Grants and Nominating Committees (Standing Committees) will be reviewed and approved at the first Board meeting subsequent to the Annual Meeting and will include:

- a) the composition of the committee,
- b) the frequency of meetings, and
- c) any additional responsibilities assigned to the committee by the Board.

8.06 The Board may appoint other such Ad-hoc Committee or Committees as it, from time to time, deems necessary and approve Terms of Reference for such Committee or Committees.

## **9. Conflict of Interest**

9.01 A Member/Director who,

- a) has a material interest in a current or proposed project of the Foundation or Grand River Conservation Authority, or
- b) has reason to believe that there may be a perceived conflict of interest, including a relationship to any person who has a material interest in current or proposed project of the Foundation or Grand River Conservation Authority,

shall disclose to the Foundation or request to have entered in the minutes of meetings of the board the nature and extent of his or her interest; and

shall not participate in any part of a meeting during which the project is discussed and shall not vote on any resolution to approve the project; and

shall leave the meeting if the conflict arises at a closed or in-camera meeting or discussion

## **10. Indemnification of Directors and Officers**

10.01 The Foundation indemnifies all Directors and Officers in accordance with the provisions of Section 80 of the Act, as amended from time to time, and in accordance with an indemnity agreement, to be signed between the Foundation and the Directors and Officers.

## **11. Financial**

- 11.01 The banking business of the Foundation, or any part thereof, shall be transacted with such chartered bank of Canada, trust company or other firm or corporation carrying on a banking business as the Board may designate, appoint or authorize from time to time by resolution and all such banking business, or any part thereof, shall be transacted on the Foundation's behalf by such one or more Officers and/or other persons as the Board may designate, direct or authorize from time to time by resolution and to the extent therein provided including, but without restricting the generality of the foregoing, the operation of the Foundation's accounts, the making, signing, drawing, accepting, endorsing, negotiating, lodging, depositing and transferring of any cheques, promissory notes, drafts, acceptances, bills of exchange, and orders relating to any property of the Foundation; the execution of any agreement relating to any such banking business and defining the rights and power of the parties thereto; and the authorizing of any Officer of such banker to do any act or thing on the Foundation's behalf to facilitate such banking business.
- 11.02 Subject to the restrictions set forth in the Letters Patent issued to the Foundation, the Chair or a Vice-Chair acting with the Secretary-Treasurer or the Executive Director are authorized and empowered to sell, assign and transfer shares, bonds, stocks, debentures, debenture stocks and other securities on behalf of the Foundation with full power to appoint an attorney or attorneys (with full power of substitution) for the purposes of completing any such sale, transfer, assignment or acceptance on the records.
- 11.03 The financial year end shall be December 31 in each year.

## **12. Execution of Instruments**

- 12.01 Deeds, transfers, assignments, contracts and obligations on behalf of the Foundation may be signed by the Chair or a Vice-Chair and by the Secretary-Treasurer or Executive Director and the corporate seal shall be affixed to such instruments as require the same.
- 12.02 Notwithstanding any provisions to the contrary contained herein the Board may at any time and from time to time direct the manner in which and person or persons by whom the particular deed, transfer, contract or obligation of the Foundation may or shall be signed.

## **13. Seal**

- 13.01 The corporation seal of the Foundation shall be in the form impressed hereon.

## **14. Notices**

- 14.01 Any notice, communication or other document to be given by the Foundation to a Member, Director, Officer or auditor of the Foundation by law or under a provision of the Letters Patent or by-laws of the Foundation, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their last address as recorded on the books of the Foundation or if mailed by prepaid ordinary or air mail in a sealed envelope addressed to such person at their last address as recorded on the books of the Foundation or if sent by fax or electronic mail or any other form of transmitted or recorded communication. The Secretary may change the address on the books of the Foundation of any Member in accordance with any information believed by him to be reliable. A notice, communication or document so delivered shall be deemed to have been given when deposited in a post office, or a public letter box; and a notice sent by fax or electronic mail or any other form of transmitted or recorded communication shall be deemed to have been given when transmitted.
- 14.02 The signature of any notice to be given by the Foundation may be written or printed or partly written and partly printed.
- 14.03 In computing the date when notice must be given by law or under any provision of the Letters Patent or by-laws requiring a specified number of days' notice of any meeting or other event, the date of the meeting or other event shall be excluded.
- 14.04 The accidental omission to give any notice to any Member, Director, Officer or auditor or the non-receipt of any notice by any Member, Director, Officer or auditor or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.
- 14.05 Any Member, Director, Officer or auditor may waive any notice required to be given under any provision of the Letters Patent or by-laws of the Foundation or of The Act, and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

## **15. Dissolution**

- 15.01 Upon the dissolution of the Foundation and after payment of all debts and liabilities, its remaining property shall be distributed or disposed of to the Grand River Conservation Authority provided that the Authority is a registered charity under the Income Tax Act (Canada). In the event that the Authority is no longer in existence, to such other charities registered under the Income Tax Act (Canada) as the Directors of the Foundation may by resolution determine.

**16. Interpretation**

16.01 In this by-law and all other by-laws of the Foundation words importing the singular number only shall include the plural and vice versa; words importing persons shall include companies, corporations, partnerships and any number or aggregate of persons.

**17. Repeal and Approval**

By-Law No. 11 and any other by-laws inconsistent herewith are hereby repealed.

ENACTED AND PASSED by the Directors this 18th day of December, 2019

Chair: \_\_\_\_\_

Secretary-Treasurer:\_\_\_\_\_

The foregoing by-law was approved by the Members of the Corporation pursuant to the Corporations Act on the 18th day of December, 2019

Chair: \_\_\_\_\_

Secretary-Treasurer:\_\_\_\_\_