

Adopted Amendment to FOW Bylaws

Submitted by Vern Fish and Dave McTeague

Summary: In order to increase participation in FOW affairs, the Board of Directors approved increasing the size from 10 to 15, with a term of three years at their December 2019 meeting. It also drops the term limit provision. This change is submitted to the FOW Annual Meeting on March 15, 2020 for their confirmation.

Section 3 – Directors

3.1 Number of Directors

The number of Directors shall be **fifteen (15)** ~~ten (10)~~ but in any case, never less than three (3).

3.2 Eligibility to Serve

A Director other than an Incorporator, appointed or elected in the manner described in Article 3.5

3.5 Election or Appointment

~~The Incorporators shall hold office as the first Directors of the Corporation from the date of incorporation until the close of the first annual meeting of the members at which time and thereafter,~~ Directors shall be elected at each succeeding annual meeting of the members or appointed at any time by the Board to fill a vacancy in accordance with the *Act* and Article 3.10 of this By-law.

3.6 Term of Office (replaces current language)

The term of each Director shall be for three (3) years, except in the case of vacancies or as necessitated by a term rotation schedule as provided hereinafter.* Terms shall begin at the Annual Meeting. No matter when a Director is elected, his or her term shall start on the date of the current year's Annual Meeting. A Director elected to fill an unexpired term shall serve until the term of the replaced person expires.

*** The Director terms shall be initially staggered following the March 15, 2020 annual meeting and equally divided equally into 1 year, 2 year and 3 year terms. This will be determined by majority vote of the Board at the organizational meeting. (This provision expires following this determination.)**

~~3.6 Term of Office~~

~~The term of office of a Director shall be from the date on which he is elected or appointed until the close of the next annual meeting of the members. Any Director including an Incorporator, if eligible, may seek re-election to resume office for another term to the maximum number of four (4) consecutive terms as provided by the *Act*.~~

Relevant Bylaws for amendments

11.2 Amendment

The Board may from time to time and in accordance with the *Act*, amend this By-law subject to confirmation by special resolution at the next meeting of the members or annual meeting of the members whichever occurs first. A member may by special resolution propose to have this By-law or any part thereof amended at any meeting of the members.

11.3 Rejection

The members may, at any meeting of the members, reject, rescind or otherwise deal with this Bylaw passed by resolution of the Board and submitted to the meeting by special resolution for confirmation, but no act done, right acquired or any amendment made prior to the meeting of the members shall be prejudicially affected by any such rejection or other dealing.

11.4 Repeal

The Board may repeal this By-law or any part thereof subject to confirmation by a special resolution at the next meeting of the members or annual meeting of the members whichever occurs first. A member may by special resolution propose to have this By-law or any part thereof repealed at any meeting of the members.

Friends of Wabakimi

By-Law

Version 1.3

March 26, 2017

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A By-law relating generally to the conduct of the affairs of the

FRIENDS OF WABAKIMI

Section 1 - General

1.1 Definitions

In this By-law, unless the context otherwise requires:

“Act” means the Ontario *Corporations Act* (1990) including the regulations made under it, as amended, enacted or re-enacted from time to time and heretofore referred to as the *Act*;

“affairs” means the relationships among the Corporation, its affiliates and the members, Directors and Officers but does not include the activities carried on by a corporation and its affiliates;

“Board” means the Board of Directors of the Corporation;

“By-law” means this By-law including the attached Schedules;

“Chair” means the Chair of the Board appointed by the Directors from amongst themselves;

“Corporation” means the body corporate without share capital that has passed this By-law under the *Act* or that is deemed to have passed this By-law under the *Act*;

“Director” means an individual eighteen (18) years of age or older occupying the position of Director of the Board by whatever name he is called;

“financial year” means the annual period that the Board establishes for accounting purposes;

“form of proxy” means a printed form approved by the Board that, upon completion and execution by or on behalf of a member, becomes a proxy;

“Incorporator” means an individual who, by whatever name he is called, signs or otherwise authorizes the application for letters patent and who serves as one of the Corporation’s first Directors;

“individual” means a natural person, other than a natural person in his or her capacity as trustee, executor, administrator or other legal representative;

“letters patent” means the document or instrument that incorporates a not-for-profit entity including any supplementary letters patent that correct or modify the original letters patent;

“member” means a member of the Corporation;

“members” means the collective membership of the Corporation;

“objects” means the purposes for which the Corporation was created as approved in the letters patent or any corrected or modified purposes approved in supplementary letters patent;

“Officer” means an individual appointed by the Board including;

- (a) Chair of the Board, President, Vice-President, Secretary, Treasurer, and
- (b) any other individual designated an Officer by this or any other by-law of the Corporation in force who performs functions similar to those normally performed by

an individual listed in clause (a);

“ordinary resolution” means a resolution that:

- (a) is submitted to a meeting of the members and passed at the meeting, with or without amendment, by at least a simple majority (51%) of the votes cast, or
- (b) is consented to by proxy on a form of proxy approved by the Board by a member entitled to vote at a meeting of the members, or a member’s attorney;

“organizational meeting” means the initial meeting of the Board following incorporation and includes any further meeting as a result of adjournment;

“person” means an individual, sole proprietorship, partnership, unincorporated association, unincorporated syndicate, unincorporated organization, trust, body corporate and a natural person in his or her capacity as trustee, executor, administrator, or other legal representative;

“prescribed” means prescribed by the regulations made under the *Act*;

“proxy” means a completed and executed form of proxy by means of which a member has appointed a person as his nominee to attend and act on his behalf at any meeting of the members;

“quorum” means the minimum number of individuals eligible to vote that must be present throughout the entire course of any Board meeting, committee meeting or meeting of the members in order to transact any business other than to approve a motion to adjourn;

“registered office” means the current business address of the Corporation as set forth in the most recent notice or return filed by the Corporation under the Ontario *Corporations Information Act*, (1990);

“special meeting” means an extraordinary meeting of the members convened for the purpose of considering a requisition signed on a form approved by the Board by at least one-tenth (10%) of the members but, in any case, not less than ten (10) members whichever is the greater, for any purpose connected with the affairs of the Corporation that does not fall within any exceptions listed in the *Act* or is otherwise inconsistent with the *Act*;

“special resolution” means a resolution confirmed with or without variation by a supermajority of two-thirds of the votes cast at a meeting of the members duly called for that purpose, or, in lieu of such confirmation, by the written consent of all members entitled to vote at such a meeting to:

- (a) re-affirm, reject or repeal with or without amendment any or all existing by-laws in force;
- (b) reject or affirm with or without amendment any new by-law or revision of this by-law passed by resolution of the Board since the previous annual meeting of the members;
- (c) authorize with or without amendment any resolution by the Board for the issue of debt obligations;
- (d) confirm, with or without amendment, a resolution of the Board for the dissolution of the Corporation and distribution or disposal of the Corporation’s remaining property

- or assets after payment of all debts and liabilities;
- (e) remove any Director from the Board prior to expiration of his term of office;
 - (f) remove any auditor from his position prior to expiration of his term of office;
 - (g) waive the requirement for the appointment of an auditor in any financial year subject to the applicable conditions of the *Act*;
 - (h) approve an agreement for amalgamation of the Corporation with one (1) or more other corporations subject to a two-thirds majority vote in favour of such agreement cast at a meeting of the members and certified by the Secretary of each amalgamating corporation including the Secretary of the Corporation itself;
 - (i) apply to the proper office of any other jurisdiction in Canada to continue the Corporation in that other jurisdiction as if it had been incorporated under the laws of that other jurisdiction;
 - (j) apply under the Ontario *Co-operative Corporations Act* (1990) for the Corporation to be continued as a co-operative corporation;
 - (k) change the registered address of the Corporation's head office to another location in Ontario;
 - (l) increase or decrease the existing number of Directors to not more than the maximum provided in the letters patent or supplementary letters patent, if any, but in any case, to not less than three (3) Directors; or
 - (m) adopt any motion that suspends or modifies any rule of order previously adopted.

1.2. Interpretation

Other than as specified in Article 1.1 of this By-law, all terms contained in this By-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words purporting the singular include the plural and *vice-versa*. Words purporting one gender include all genders. Section titles and article headings are provided for convenience only and do not affect this By-law which should be interpreted broadly and generously.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law or any other by-law in force at the time. If any of the provisions contained in this By-law are inconsistent with those contained in the letters patent or the *Act*, the provisions contained in the letters patent or the *Act*, as the case may be, shall prevail.

Section 2 - Organization

2.1 Name of the Corporation

The name of the Corporation is 'Friends of Wabakimi'.

2.2 Objects of the Corporation

The objects or purposes of the Corporation are those detailed in the letters patent.

2.3 Area of Undertaking

The Corporation shall strive to achieve the objects set forth in the letters patent within the area of the Province of Ontario described in Schedule A of this By-law and heretofore referred to as the 'Wabakimi Area'.

2.4 Governance and Administration

The day-to-day activities and affairs of the Corporation shall be governed and administered solely by the Board without the purpose of gain for its members, Directors, Officers, volunteers, agents or employees and any profits or other accretions to the Corporation shall be used solely to promote the objects of the Corporation set forth in the letters patent.

2.5 Role and Responsibilities of the Board

The Board shall exercise the powers provided by the *Act* to fulfill its role and responsibilities described in Schedule B of this By-law and such other responsibilities or duties as may be required by law or as the members or the Board itself may determine from time to time.

2.6 Registered Office

The registered or head office of the Corporation, as determined from time to time by ordinary resolution of the Board, shall always be situate within the Province of Ontario.

2.7 Parliamentary Procedure

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with this By-law or any other by-law in force at the time, the *Act*, and any special rules of order the Corporation may from time to time adopt.

2.8 Dissolution

Upon dissolution and after paying all debts and liabilities, any remaining assets or real property of the Corporation shall be distributed to one or more registered charitable organizations that operate in the Province of Ontario and which have objects similar to its own. In no case shall any remaining assets or real property be distributed to its members, Directors, Officers or agents.

2.9 Corporate Seal

The seal of the Corporation, if any, shall be in the form approved by the Board and the Secretary shall be the custodian of the corporate seal.

Section 3 - Directors

3.1 Number of Directors

The number of Directors shall be ten (10) but in any case, never less than three (3).

3.2 Eligibility to Serve

A Director other than an Incorporator, appointed or elected in the manner described in Article 3.5

of this By-law shall be eligible to serve as a member of the Board subject to any applicable conditions of the *Act*, the letters patent or this By-law and any other by-law in force at the time. No individual, other than an Incorporator, may be a Director unless he becomes a member of the Corporation within ten (10) days of his election or appointment as a Director and, if he fails to become a member within said ten (10) days, he thereupon ceases to be a Director and shall not be re-elected or re-appointed unless he is a member of the Corporation.

3.3 Duties of a Director

Each Director shall owe to the members of the Corporation a duty to:

- (a) comply in all matters with the provisions of the *Act*, the letters patent and supplementary letters patent and this By-law or any other by-law in force at the time;
- (b) act honestly and in good faith with a view to the best interests of the Corporation and without regard for personal interest or gain;
- (c) promote and encourage the long-term success and welfare of the Corporation;
- (d) exercise independent judgement in all matters related to governance of the Corporation;
- (e) exercise the care, diligence and skill in planning, directing and supervising the management of the affairs of the Corporation that a reasonably prudent person would exercise in comparable circumstances;
- (f) avoid conflicts of interest by promptly declaring any interest, direct or indirect, in any proposed transaction with the Corporation; and
- (g) not accept gifts or benefits of any kind from occupying the position of Director.

3.4 Role and Responsibilities

Each Director shall fulfill the role and responsibilities described in Schedule C of this By-law and discharge such other duties and responsibilities as may be required by law, by the letters patent, by this By-law and any other by-law in force at the time, or as the Board or members may determine from time to time.

3.5 Election or Appointment

The Incorporators shall hold office as the first Directors of the Corporation from the date of incorporation until the close of the first annual meeting of the members at which time and thereafter, Directors shall be elected at each succeeding annual meeting of the members or appointed at any time by the Board to fill a vacancy in accordance with the *Act* and Article 3.10 of this By-law.

3.6 Term of Office

The term of office of a Director shall be from the date on which he is elected or appointed until the close of the next annual meeting of the members. Any Director including an Incorporator, if eligible, may seek re-election to resume office for another term to the maximum number of four (4) consecutive terms as provided by the *Act*.

3.7 Consent to Act

Every individual including an Incorporator shall within ten (10) days of assuming the position of Director, as prescribed by the *Act*, submit to the Secretary for safe keeping at the registered office his signed consent to act as a Director on a *Consent to Act* form approved by the Board.

3.8 Register of Directors

The Secretary shall maintain and keep at the registered office, on a form approved by the Board, an alphabetically-indexed register of all Directors, past and present, that includes each Director's:

- (a) name including all forenames, in full;
- (b) mailing address of place of residence;
- (c) telephone number and e-mail address, if any;
- (d) date of appointment or election to office; and
- (e) renewal or expiry date of term of office, where applicable.

3.9 Vacancies

A vacancy on the Board shall exist if:

- (a) a Director resigns by written notice to the Secretary, which resignation shall be effective upon receipt or at the time specified in the notice, whichever is later;
- (b) a Director dies;
- (c) a Director becomes bankrupt;
- (d) a Director is found by any court in Canada or elsewhere to be incapable of managing property; or
- (e) a special resolution is passed at any meeting of the members to remove a Director from office before the expiration of his term;
- (f) the number of Directors is less than the minimum of three (3) Directors required by the *Act* or in the letters patent if greater; or
- (g) the number of Directors is less than the maximum specified in the letters patent.

3.10 Filling Vacancies

Any vacancy or vacancies on the Board may be filled:

- (a) by ordinary resolution of the Board providing the number of vacancies filled does not cause the total number of Directors to exceed the maximum specified in the letters patent or to exceed the number of Directors elected at the most recent annual meeting of the members;
- (b) if there has been a failure at an annual meeting of the members to elect the minimum number of Directors required by law or set forth in the *Act* or the letters patent, in which case, the remaining Director or Directors shall, without delay, call a meeting of the members to fill the vacancy or vacancies and, if they fail to call such a meeting, the meeting may be called by any member;
- (c) if a vacancy occurs as a result of the removal of a Director by special resolution of the membership in which case, the members may by ordinary resolution at the same meeting or later elect any eligible individual to fill the vacancy; and

- (d) any individual so elected or appointed to fill a vacancy shall serve as a Director until the close of the next annual meeting of the members and, if eligible, may then be re-elected as a Director.

3.11 Creation of Committees

The Board may establish any committee it deems necessary for the execution of its duties and responsibilities and shall determine the composition and terms of reference for any such committee and assign any of the powers of the Board excepting any powers set out in the *Act* that are not permitted to be delegated. The quorum that must be maintained during the entire course of any committee meeting shall be the same as that required for any Board meeting.

3.12 Dissolution of Committees

The Board may dissolve any committee at any time.

3.13 Remuneration of Directors

Directors and Incorporators shall serve as such without remuneration and no Director or Incorporator shall directly or indirectly receive any profits or other accretions to the from occupying the position of Director. However, a Director or Incorporator may be reimbursed for reasonable expenses incurred in the performance of his duties or in connection with services he provides to the Corporation in a capacity other than as Director or Incorporator, provided the amount of any such remuneration or reimbursement is:

- (i) considered reasonable by the Board;
- (ii) approved for payment by resolution of the Board before such payment is made; and
- (iii) in compliance with the conflict of interest provisions of the *Act* and this By-law.

Section 4 - Board Meetings

4.1 Calling of Meeting

A meeting of the Board, other than the organizational meeting, may be called at any time by the Chair or any two (2) Directors upon proper notice to each member of the Board.

4.2 Location of Meeting

A Board meeting may be held at any place in or outside Ontario as determined by the Board.

4.3 Organizational Meeting

Any Incorporator may call the organizational meeting after incorporation by giving not less than ten (10) days' notice to each Incorporator stating the date, time and place of the meeting. The business transacted at the al meeting may include:

- (a) signing of a *Consent to Act* form by each Incorporator;
- (b) appointing the Chair of the Board;
- (c) adopting this By-law;
- (d) adopting the rules of order specified in this By-law;
- (e) appointing Officers;

- (f) establishing the corporate registered office address;
- (g) approving corporate forms;
- (h) determining the financial year ending;
- (i) making banking arrangements and ordering cheques;
- (j) approving the annual membership fee;
- (k) appointing an auditor or waiving the requirement for an annual audit;
- (l) adopting the design and production of the corporate seal;
- (m) approving pre-incorporation expenses;
- (n) fixing the dates, times and places of regular Board meetings;
- (o) fixing the date, time and place of the first annual meeting of the members; and
- (p) any other business, as required.

4.4 Regular Meetings

The Board may from time to time fix the dates, times and places of regular Board meetings. The Secretary shall deliver a copy of the approved schedule of such meetings to each Director and no other notice shall be required for any such meetings.

4.5 Unscheduled Meetings

The Board may from time to time hold unscheduled meetings and notice of the date, time and place for each such meeting shall be given to each Director by the Secretary not less than ten (10) days before the date the meeting is to be held. Notice of an unscheduled meeting is not necessary if all of the Directors are present and none objects to the holding of such a meeting or if those absent have waived notice or have otherwise signified their consent to the holding of such a meeting. If a quorum of Directors is present, the Board may without notice hold its first meeting immediately following the annual meeting of the members.

4.6 Quorum

A quorum for the transaction of business at any Board meeting shall not at any time be less than two-fifths (40%) of the individuals including Incorporators, if any, who currently hold the position of Director and if, at any time during any Board meeting a quorum is not present, the remaining Directors present may not transact any further business other than to record the names of those present and to adjourn the meeting to a fixed date, time and place.

4.7 Chairing the Meetings

The Chair shall preside at each Board meeting and in the absence of the Chair, the Directors present shall choose one of their number present to act as the Chair *pro tem*.

4.8 Voting

Questions arising at any Board meeting shall be decided by a majority of the votes cast and each Director including the Chair shall be entitled to one (1) vote. In the case of an equality of votes (*i.e.*, a tie vote), the Chair shall not cast a second or deciding vote but shall declare a motion to be lost.

4.9 Participation by Electronic Means

A Board meeting may be held by telephone or other electronic communication means providing all persons participating in the meeting are able to communicate adequately with each other at the same time. Any Director participating in a Board meeting by such means shall be deemed to be present.

4.10 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction with the Corporation shall disclose such interest as required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of the Board or vote on any resolution to approve any such contract or transaction.

Section 5 - Financial Management

5.1 Financial Year

The financial year of the Corporation shall be fixed as the Board may from time to time by ordinary resolution determine.

5.2 Banking

The Board shall by ordinary resolution from time to time designate the Ontario branch of a Canadian bank or financial institution in which to place the original copies of governance documents, monies, bonds or other securities of the Corporation for safekeeping. The banking business of the Corporation or any part of it shall be transacted by the Treasurer or any other individual as the Board may from time to time designate, direct or authorize.

5.3 Accounting

The Board shall keep at its registered office proper books of account and accounting records with respect to all financial matters of the Corporation and, without derogating from the generality of the foregoing, records of:

- (a) all sums of money received and disbursed by the Corporation and the matters with respect to which receipt and disbursement took place;
- (b) all sales and purchases of the Corporation;
- (c) the assets and liabilities of the Corporation;
- (d) all other transactions affecting the financial position of the Corporation.

5.4 Auditing

The Corporation shall be exempt from the requirements of the *Act* regarding the appointment of an auditor for any financial year providing the annual income of the Corporation in that financial year does not exceed the limit prescribed in the *Act* and that all of the members consent, in writing, to the exemption in respect of the financial year.

5.5 Financial Statements

The Board shall approve annual financial statements of the Corporation prepared and submitted

by the Treasurer that relate to the period that began immediately after the end of the last completed financial year and ended not more than six months before an annual meeting of the members or, if the Corporation has not completed a financial year, that began on the date of incorporation and ended not more than six months before the first annual meeting of the members. The approval of the Board of any annual financial statement shall be evidenced by the signature of one (1) or more Directors and the approved financial statement and any further information respecting the financial position of the Corporation and the results of its operations required by law, the letters patent or this By-law shall be placed before the membership at every annual meeting of the members.

5.6 Execution and Certification of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation shall be signed by any two (2) Directors. In addition, the Board may from time to time direct the manner in which, and the individual by whom, a particular document or type of document shall be executed. An individual authorized to sign a document on behalf of the Corporation may affix the corporate seal, if any, to such document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

Section 6 - Officers

6.1 Appointment of Officers

At the organizational meeting of the Board and thereafter, at the first meeting of the Board immediately after each annual meeting of the members, the Directors shall appoint a Chair, President, Vice-President, Treasurer and Secretary to manage the activities and affairs of the Corporation. The offices of Chair and President may be held by a single individual who shall be known as the President and Chair of the Board. The offices of Treasurer and Secretary may be held by one individual who shall be known as the Secretary-Treasurer. The Board may from time to time as it deems necessary and subject to provisions of the *Act* appoint other Officers and agents who shall have such authority and perform such duties as the Board may from time to time prescribe.

6.2 Office Held at the Discretion of the Board

Any Officer shall cease to hold office upon ordinary resolution of the Board.

6.3 Register of Officers

The Board shall maintain at its registered office, on a form approved by the Board and maintained by the Secretary, an alphabetically-indexed register of all Officers, past and present, that includes each Officer's:

- (a) name including all forenames, in full;
- (b) mailing address of place of residence;
- (c) telephone and e-mail address, if any;

- (d) position title;
- (d) date of appointment to office; and
- (e) expiry date of term of office, where applicable.

6.4 Duties of Officers

Each Officer shall be responsible for the duties to manage the activities and affairs of the Corporation assigned to him by the Board and, subject to a resolution of the Board, may delegate to others the performance of any such duties.

6.5 Role and Responsibilities of the Chair

The Chair shall fulfill the role and responsibilities described in Schedule D of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

6.6 Role and Responsibilities of the President

The President shall fulfill the role and responsibilities described in Schedule E of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

6.7 Role and Responsibilities of the Vice-President

The Vice-President shall, in the absence of the President, fulfill the role and responsibilities of the President as described in Schedule E of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

6.8 Role and Responsibilities of the Treasurer

The Treasurer shall fulfill the role and responsibilities described in Schedule F of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

6.9 Role and Responsibilities of the Secretary

The Secretary shall fulfill the role and responsibilities described in Schedule G of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

6.10 Role and Responsibilities of the Communication Officer

The Communication Officer shall fulfill the role and responsibilities described in Schedule H of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

6.11 Role and Responsibilities of the Conservation Officer

The Conservation Officer shall fulfill the role and responsibilities described in Schedule I of this By-law and such other duties as may be required by law or as the Board or members may determine from time to time.

Section 7 - Protection from Liability

7.1 Protection of Directors, Officers and Others

No Director, Incorporator, Officer, agent, committee member or employee of the Corporation shall be liable for the acts, neglects or defaults of any other Director, Incorporator, Officer, agent, committee member, volunteer or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money 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 with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective office or trust provided that they have:

- (a) complied with the *Act*, the letters patent and this By-law or any other by-law in force at the time; and,
- (b) exercised their powers and discharged their duties in accordance with the *Act*.

7.2 Protection of Members

No person or individual, in his capacity as a member shall be liable for any debt or liability of the Corporation.

Section 8 - Members

8.1 Eligibility

Membership in the Corporation shall consist of the Incorporators named in the letters patent and such other individuals eighteen (18) years of age or older who espouse interest in promoting the objects of the Corporation and who have each submitted to the Secretary a completed application on a form approved by the Board and paid the annual membership fee, or who have been accepted into membership in the Corporation by virtue of their office or by resolution of the Board and confirmed by ordinary resolution at any meeting of the members.

8.2 Term of Annual Membership

An annual membership shall be effective for one (1) year from the date of issue.

8.3 Annual Membership Fee

The Board shall from time to time fix the rate for the annual membership fee.

8.4 Register of Members

The Board shall keep at its registered office, on a form approved by the Board and maintained by the Secretary, an alphabetically-indexed *Register of Members* past and present, that contains every member's:

- (a) name including all forenames, in full;
- (b) mailing address of place of residence;
- (c) telephone and e-mail address, if any;
- (d) starting date of membership;
- (e) renewal date of an existing membership; and
- (f) expiry date of a membership, where applicable.

8.5 Request for Information

Any member or creditor of the Corporation upon written request to the Secretary shall be entitled to view the current version of the *Register of Members* at the registered Corporate address during normal business hours or to purchase a copy of same subject to a nominal fee for printing and postage as determined from time to time by the Board and, in either case, any conditions stipulated in the *Act* including prior receipt by the Secretary of a properly completed form of *Affidavit* regarding use of same.

8.6 Transfer of Membership

A membership in the Corporation is not transferable and automatically terminates if the member resigns or such membership is otherwise terminated in accordance with the *Act* or Article 8.7 of this By-law.

8.7 Termination of Membership

A membership in the Corporation shall be considered terminated when:

- (a) the member resigns by written notice to the Secretary, which resignation shall be effective at the time it is received or at the time specified in the notice, whichever is later;
- (b) the member dies;
- (c) the member is expelled or his membership is suspended or otherwise terminated in accordance with the *Act* or this By-law;
- (d) the member's term of membership expires; or
- (e) the Corporation is liquidated and dissolved under the *Act*.

8.8 Effect of Termination of Membership

Subject to provisions of the *Act* and the letters patent, upon termination of membership, the rights of the member, including any rights in the property or assets of the Corporation, shall automatically cease to exist. A Director, other than an Incorporator, who ceases to be a member automatically ceases to be a Director.

8.9 Discipline of Members

The Board shall have authority to suspend or expel any member from the Corporation for any one or more of the following reasons:

- (a) non-payment of the annual membership fee;
- (b) violation of any provision of the letters patent or any by-law of the Corporation;

- (c) conduct deemed detrimental to the Corporation as determined by the Board; or
- (d) any other reason that the Board, in its sole and absolute discretion, considers to be reasonable, having regard for the objects of the Corporation.

8.10 Notice of Suspension or Termination of Membership for Cause

In the event the Board determines a member should be suspended or expelled from membership in the Corporation, the President, or such other Officer as may be designated by the Board, shall provide fifteen (15) days' written notice to the member setting out the reasons for the proposed 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 five (5) days before the end of the fifteen-day period. The Board shall consider the written submission of the member before making a final, irrevocable decision regarding disciplinary action or termination of membership.

Section 9 - Meetings of the Members

9.1 Location of Meeting

A meeting of the members may be held at any place in Ontario or in either Madison, Wisconsin, U.S.A. or Minneapolis, Minnesota, U.S.A. as determined by the Board.

9.2 Annual Meeting

The first annual meeting of the members shall be held on a day and at a time fixed by the Board not later than eighteen (18) months following the date of incorporation and thereafter, not more than fifteen (15) months after the most recent annual meeting of the members.

9.3 Annual Meeting Agenda

The agenda for an annual meeting of the members shall include:

- (a) adoption of the draft agenda;
- (b) reading and adoption of the minutes of the previous annual meeting of the members and any intervening meetings of the members with corrections to either or both, if any;
- (c) consideration and adoption of reports, if any;
- (d) nomination and election or re-election of Directors;
- (e) confirmation, amendment or repeal of this By-law; or
- (f) confirmation, amendment or rejection of any new By-law previously approved by resolution of the Board and brought forward by the President; and
- (g) such other new or special business as may be set out in the notice of the meeting.

9.4 General Meeting

The Board may at any time call a general meeting of the members for the transaction of any business to resolve any issue or issues that cannot wait until the next annual meeting, the nature of which shall be specified in the notice of the meeting.

9.5 Special Meeting

The Board shall serve notice of a special meeting of the members within twenty-one (21) days from the date of receipt of a written requisition for a meeting of the members signed on a form approved by the Board by at least one-tenth (10%) of the members but in any case, not less than ten (10) members, whichever is greater.

9.6 Limit of Business

No other item of business shall be included on the agenda for any meeting of the members unless a member's proposal for inclusion of one or more items has been received by the Secretary on a form approved by the Board at least thirty (30) days prior to the giving of notice so that such item or items of new business can be included in the notice of the meeting.

9.7 Notice of Meeting

Notice to each member or any other person entitled to attend a meeting of the members shall be given in the manner specified in the *Act* and in Section 10 of this By-law or any other by-law in force at the time. Notice of any meeting where a special resolution is to be considered must contain sufficient information to permit members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind members of their right to vote by proxy.

9.8 Proxy

Every member entitled to vote at a meeting of the members may, by means of a proxy, appoint an individual who need not be a member as his nominee to attend, vote and act on his behalf to the extent of the authority conferred by the proxy. A proxy executed in writing by a member or his attorney on a form of proxy approved by the Board shall be valid for one year from the date of execution unless revoked by the member in written notice to the Secretary. No individual other than the President or in his absence the Vice-President may represent more than one member by proxy. A completed form of proxy naming the President or in his absence the Vice-President as the proxyholder must be received by the Secretary not less than forty-eight (48) hours prior to a meeting of the members or, in the case of a completed form of proxy naming an alternate proxyholder, deposited in person with the Secretary by the alternate proxyholder prior to the meeting being called to order.

9.9 Quorum

A quorum for the transaction of business at any meeting of the members shall be one-fifth (20%) of the membership but, in any case, not less than ten (10) members entitled to vote at the meeting whether present in person or represented by proxy. If, at any time during any meeting of the members a quorum is not present, the remaining members present may not transact any further business other than to record the names of those present and to adjourn the meeting to a fixed date, time and place.

9.10 Chairing the Meetings

The President shall preside at each meeting of the members. In the absence of the President, the Vice-President shall preside. In the absence of both the President and the Vice-President, the

members present shall choose a Director to preside at the meeting and, if no Director is present or if all of the Directors present decline to preside at the meeting, the members present shall choose one of their number to preside at the meeting.

9.11 Voting

Business arising at any meeting of the members shall be decided by a simple majority (51%) of the members present and voting unless otherwise required by the *Act* or this By-law or any other by-law in force at the time provided that:

- (a) each member present in person or represented by proxy and the individual presiding at the meeting shall be entitled to one (1) vote per motion;
- (b) voting shall be by a show of hands;
- (c) an abstention or blank ballot shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any motion, the individual presiding at the meeting may require or any member present may demand a written ballot. A written ballot so required or demanded shall be taken in such manner as the individual presiding at the meeting shall direct and an entry of the number of votes in favour of and against the motion shall be recorded in the minutes;
- (e) if there is a tie vote by a show of hands, the individual presiding at the meeting shall require a written ballot and if there is a tie vote upon written ballot, the individual presiding at the meeting may not cast a second and deciding vote but shall declare the motion to be lost; and
- (f) whenever a vote by show of hands is taken on a motion, unless a written ballot is required or demanded, a declaration by the individual presiding at the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour or against the motion.

9.12 Adjournment

The individual presiding at a meeting of the members may, with the majority consent of the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time and from place to place and no notice of such adjournment need be given to the members, unless the meeting is adjourned by one or more adjournments for an aggregate of thirty (30) days or more. The only business that may be dealt with at any adjourned meeting are those issues which might have been brought before or dealt with at the original meeting in accordance with the notice calling the original adjourned meeting.

9.13 Eligibility to Attend

The only persons entitled to attend a meeting of the members are members in good standing or their respective proxyholders, Incorporators, Directors, Officers, any others by virtue of their office, the auditor, if any, and any other individuals who are entitled or required under any provision of the *Act* or this By-law to be present at the meeting. Any other person may be admitted only if invited by the individual presiding at the meeting with the majority consent of

the members present at the meeting.

9.14 Eligibility to Vote

The only members entitled to vote in person or by proxy at a meeting of the members are those who have been in good standing for a minimum of forty-five (45) days prior to the meeting.

Section 10 - Notice of Meetings of Members

10.1 Time Required to Give Notice

Notice of any meeting of the members shall be made by the Secretary a minimum of twenty-one (21) days prior to the date of the meeting specified in said notice.

10.2 Computation of Time in Giving Notice

The day of service or posting of the notice of a meeting of the members shall not be counted in the number of days' notice required to be given by the *Act* or in Article 10.1 of this By-law.

10.3 Service of Notice

Any notice sent by the Secretary to a member or any other person entitled to attend a meeting of the members may be delivered personally or sent by prepaid mail or courier, facsimile, e-mail or other electronic means to any such member or other person at the address shown in the records of the Corporation or, if no address be given, then to the most recent address of such member or other person known to the Secretary provided always that notice may be waived or the time required to give notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.4 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any meeting of the members shall invalidate the meeting or make void any proceedings taken at the meeting unless such lack of notice is proven to be deliberate.

Section 11 - Confirmation, Amendment, Rejection or Repeal

11.1 Confirmation

This By-law approved by the Board in accordance with the *Act* unless, in the meantime confirmed by special resolution at the next meeting of the members, is effective only until the next annual meeting of the members and unless confirmed thereat with or without amendment ceases to have effect from that time and in that case, no new by-law of the same or like substance has any effect until confirmed by special resolution at a meeting of the members.

11.2 Amendment

The Board may from time to time and in accordance with the *Act*, amend this By-law subject to confirmation by special resolution at the next meeting of the members or annual meeting of the members whichever occurs first. A member may by special resolution propose to have this By-

law or any part thereof amended at any meeting of the members.

11.3 Rejection

The members may, at any meeting of the members, reject, rescind or otherwise deal with this By-law passed by resolution of the Board and submitted to the meeting by special resolution for confirmation, but no act done, right acquired or any amendment made prior to the meeting of the members shall be prejudicially affected by any such rejection or other dealing.

11.4 Repeal

The Board may repeal this By-law or any part thereof subject to confirmation by a special resolution at the next meeting of the members or annual meeting of the members whichever occurs first. A member may by special resolution propose to have this By-law or any part thereof repealed at any meeting of the members.

ENACTED on this 20th day of March in the year 2017,

IN WITNESS WHEREOF, the undersigned have hereunto set their hands.

Barry Stuart Simon

President

Signature of President

Philip James Cotton

Secretary-Treasurer

Signature of Secretary-Treasurer

Schedule A - Area of Undertaking

The Wabakimi Area is defined as the Crown lands in the Province of Ontario lying within the District of Thunder Bay which may more particularly be described as:

COMMENCING at the junction of Highway 599 and the Canadian National Railway right-of-way in the unincorporated community of Savant Lake, Ontario;

THENCE northerly along Secondary Highway 599 to Rat Rapids on Osnaburgh Lake;

THENCE easterly along the north shore of Osnaburgh Lake and the northern boundary of Albany River Provincial Park to the eastern extremity of Abizotikichuan Lake;

THENCE across the Albany River and westerly along the south shore of Abizotikichuan Lake to the Opichuan River;

THENCE southerly along the east shore of the Opichuan River to Kagianagami Lake;

THENCE southerly then westerly along the east shore of Kagianagami Lake to the Opichuan River;

THENCE southerly then easterly along the east shore of the Opichuan River to Mahamo Lake;

THENCE easterly along the north shore of Mahamo Lake;

THENCE southeasterly to the west shore of French Lake;

THENCE easterly along the north shore of French Lake and French Creek to the Ogoki River;

THENCE across the Ogoki River and westerly along the south shore of the Ogoki River to the Ogoki Reservoir;

THENCE easterly along the south shore of the Ogoki Reservoir to the Mojikit Channel;

THENCE southerly along the east shore of the Mojikit Channel and Mojikit Lake to the Summit Dam;

THENCE southerly along the east shore of the Little Jackfish River via South Summit, Stork, Moule and Zigzag Lakes to the Canadian National Railway (CNR) right-of-way;

THENCE westerly along the CNR right-of-way to the northwest corner of Windigo Bay Provincial Park;

THENCE southerly along the western boundary of Windigo Bay Provincial Park to Lake Nipigon;

THENCE southerly along the west shore of Lake Nipigon to the Kopka River;

THENCE across the mouth of the Kopka River to the southern boundary of Kopka River Provincial Park;

THENCE westerly along the southern boundary of Kopka River Provincial Park to Obonga

Lake;

THENCE westerly along the southern boundary of Obonga-Ottertooth Provincial Park to the south shore of Kashishibog Lake;

THENCE westerly along the south shore of Kashishibog Lake and Kashishibog River to Little Sparkling Lake;

THENCE westerly along the south shore of Little Sparkling Lake to the Graham Road;

THENCE southerly along the Graham Road to the Brightsand River;

THENCE westerly then northerly along the western boundary of Brightsand River Provincial Park to Metionga Lake;

THENCE westerly along the southern boundary of Upper English River Conservation Reserve to Pipio Lake;

THENCE northerly along the west shores of Blackbird Lake, Dunne Lake and Sassafras Lake to Seseganaga Lake;

THENCE southeasterly along the south shore of Seseganaga Lake and northerly via Jagged Lake to Vista Lake;

THENCE northerly along the west shores of Vista Lake, Vanessa Lake, Wellington Lake, Queens Lake and Beckington Lake to the Canadian National Railway right-of-way; and

THENCE westerly along the Canadian National Railway right-of-way to the point of beginning being an area, more or less, of 2,572,734 hectares or 25,727 square kilometres.

The Wabakimi Area includes all of Wabakimi Provincial Park, Attwood River Conservation Reserve, Mojikit Conservation Reserve, Whitesand Provincial Park, Kopka River Provincial Park, Obonga-Ottertooth Provincial Park, Brightsand River Provincial Park, the portion of Upper English River Conservation Reserve between Pipio Lake and Metionga Lake, inclusive, and the portion of Albany River Provincial Park between Osnaburgh Lake and Abazotikichuan Lake, inclusive, all of which are managed by Ontario Parks. It also includes portions of the Caribou, English River, Black Spruce, Lake Nipigon and Ogoki Forest Management Units (FMUs) as defined and managed by the Ontario Ministry of Natural Resources & Forestry (MNR&F).

Secondary Highways 599, 811 and 527, present and future primary and secondary forest access roads and the Canadian National Railway are recognised as being integral to the area, regional and national transportation infrastructure. The existence of the First Nation communities of Whitesand and Collins (Namaygoosisagagun) within the Wabakimi Area and the nearby communities of New Osnaburgh (Mishkeegogamang), Ojibway Nation of Saugeen and Fort Hope (Eabametoong First Nation) are recognised and the traditional and treaty rights and privileges of their members is acknowledged and respected.

Schedule B - Role and Responsibilities of the Board

Role

The Board shall develop and supervise implementation of policies and procedures with which to plan and monitor management and co-ordination of the day-to-day activities and affairs of the Corporation in order to achieve the objects set forth in the letters patent.

Responsibilities

The responsibilities of the Board shall include but are not necessarily limited to:

- (a) establishing, implementing and articulating the Corporation's vision and mission;
- (b) developing, implementing and regularly reviewing a viable strategic plan that includes long- and short-term goals to achieve the vision and mission of the Corporation;
- (c) representing the Corporation to communities, governments, foundations, corporations non-government organizations and funding agencies to secure appreciation and support for the Corporation's objects, beliefs, vision, mission and long-term strategic direction;
- (d) developing and nurturing an active, robust and vibrant membership;
- (e) complying with all applicable laws and the Corporation's governance documents including the letters patent, this By-law and any other by-laws in effect at the time;
- (f) developing, implementing and regularly reviewing a comprehensive business plan that includes a financial plan, marketing plan, advertising plan and risk management plan;
- (g) purchasing, judiciously managing, vigorously protecting and selling, disposing of, or mortgaging the assets and property of the Corporation;
- (h) preparing, approving and regularly monitoring the annual budget to finance the operations of the Corporation;
- (i) paying all debts and expenses for operating and managing the Corporation;
- (j) raising monies by fundraising and soliciting gifts, grants, donations and bequeaths;
- (k) arranging and approving deeds, transfers, assignments, contracts, obligations and other instruments including loans on behalf of the Corporation;
- (l) maintaining corporate books, minutes and financial records in proper order;
- (m) preparing and filing mandatory reports to government agencies as required;
- (n) appointing legal counsel, as required;
- (o) purchasing insurance to protect the property and assets of the Corporation and its Directors, Officers, agents and members from liability and debt as deemed necessary;
- (p) recruiting, orienting, training and mentoring eligible Directors and qualified Officers;
- (q) developing standards and procedures for reviewing and measuring the performance of Directors, Officers, volunteers, agents and committees;
- (r) planning, organizing and conducting meetings of the members;
- (s) developing plans to implement resolutions approved at meetings of the members; and
- (t) without limiting the general responsibility of the Board, creating and delegating its powers, responsibilities and duties to Officers, agents and committees, as required.

Schedule C - Role and Responsibilities of a Director

Role

A Director shall, with the other elected or appointed Directors, establish, direct and supervise the management of the day-to-day activities and affairs of the Corporation in order to achieve the long-term direction set forth in the objects of the letters patent.

Responsibilities

Each Director shall jointly and severally share with the other elected or appointed Directors the responsibility to:

- (a) act at all times in the best interests of the Corporation;
- (b) discharge all fiduciary duties to safeguard the interests of the Corporation as provided in Article 3.3 of this By-law;
- (c) serve faithfully as a member of the Board to the best of his ability;
- (d) be well informed and fully prepared to participate effectively in Board meetings and meetings of the members;
- (e) exercise due diligence to become familiar with and understand the governance model and structure of the Corporation, its legal obligations, statutory compliance reporting requirements, financial situation, risk management policies and the role of a Director;
- (f) seek independent professional advice on legal and financial matters with which he is not familiar or competent;
- (g) support, monitor and evaluate the performance and contributions of the Officers volunteers and agents of the Corporation in the execution of their duties;
- (h) develop and implement processes for assessing the performance and contributions of the Board, its committees, the Chair and individual Directors;
- (i) develop, regularly review and adjust the corporate strategic plan as required in order to achieve the objects of the Corporation;
- (j) develop prioritized short-term and long-term strategies to effect the corporate strategic plan;
- (k) develop, implement, regularly review and, where deemed necessary, modify policies and procedures for recognizing and managing risk;
- (l) develop, implement, regularly review and, where deemed necessary, modify a succession plan to seek qualified candidates for the positions of Director, Chair and Officers;
- (m) initiate, oversee and actively participate in fund-raising efforts;
- (n) actively participate in the on-going recruitment of members; and
- (o) help build community relationships to promote the Corporation and its objects.

Schedule D - Role and Responsibilities of the Chair

Role

The Chair shall represent the constituent members as the figurehead, goodwill ambassador and spokesperson of the Corporation in all external matters and ensure the Corporation is managed effectively and functions in an orderly, efficient manner according to the provisions of the *Act* and this By-law.

Responsibilities

The Chair shall:

- (a) ensure effective operation of the Board and its committees by setting a high standard of personal conduct and enforcing policies concerning the behaviour of Directors in conformity with the highest standards of corporate governance;
- (b) develop, implement, review and, where necessary, update comprehensive induction programmes and materials for new Directors and Officers;
- (c) mentor other Directors by ensuring they contribute fully and address issues associated with the underperformance of individual Directors;
- (d) promote effective relationships and communications between members, government agencies, other relevant constituencies and the public to ensure the views of these stakeholders are understood by the Board;
- (e) ensure all Board committees are properly established, composed and operated;
- (f) co-ordinate efforts of the Board and the Officers to ensure appropriate policies and procedures are in place for the effective management of the Corporation;
- (g) preside at all Board meetings;
- (h) set the agenda, style and tone of discussions at meetings to promote the free exchange of information and constructive debate that effects well-considered decision-making;
- (i) ensure all decisions are promptly implemented after each meeting;
- (j) lead the Board in monitoring and conducting regular formal reviews of the performance of the Board itself and its committees, Directors, Officers, volunteers and agents, if any;
- (k) identify and manage a process for renewal of the Corporation through on-going recruitment of new Board members;
- (l) initiate change and planning succession for appointments of Directors and Officers;
- (m) serve as a liason between the Board and the office of the President;
- (n) establish a harmonious and open working relationship with the President and provide support and advice in the development and implementation of a strategic plan to achieve the objects of the Corporation without intruding on his duties; and
- (o) be a role model by providing leadership and personal involvement in corporate events, and activities and advocate the objects of the Corporation by attending public functions and speaking on behalf of the Corporation.

Schedule E - Role and Responsibilities of the President

Role

The President shall co-ordinate activities to assist the Board to fulfill its governance responsibilities, cultivate co-operative and collaborative relationships between the Directors and the Officers, and facilitate the development and implementation of the Corporation's strategies to achieve the objects set forth in the letters patent.

Responsibilities

The President shall:

- (a) collaborate with the Board to develop a strategic plan that includes long- and short-term goals that lead towards achievement of the Corporation's objects;
- (b) manage the day-to-day operations of the Corporation and ensure it is appropriately organized and staffed to achieve realisation of the strategic plan;
- (c) act as direct liaison and communication link between the Board and the Officers and provide guidance to Officers regarding the Board's expectations and concerns;
- (d) assess risks of the Corporation and ensure they are regularly monitored and managed;
- (e) report regularly to the Board on issues relevant to its governance responsibilities;
- (f) ensure the Corporation maintains high standards of corporate citizenship and social responsibility in the conduct of its business;
- (g) monitor all external factors affecting all undertakings and activities of the Corporation to ensure management processes and information systems are in place to keep the Board adequately informed in order to enable Directors to make informed decisions and conduct corporate activities lawfully and ethically;
- (h) in concert with the Chair, establish the date, time and location of each meeting of the members and the annual schedule of regular Board meetings, if any;
- (i) preside over all meetings of the members including the annual meeting;
- (j) ensure the Board deals with all matters relating to the its mandate and obligations;
- (k) serve as a member *ex officio* on all committees as required by the Board;
- (l) ensure that the Corporation operates within the approved annual budget;
- (m) ensure corporate records and registers are properly maintained;
- (n) ensure a succession plan is in place to replace members of the Board and Officers;
- (o) ensure the integrity of all public disclosure of the Corporation's records;
- (p) collaborate with Officers to develop standards for Board decision-support packages that include formats for reporting to the Board and the level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board; and
- (q) perform such other duties as may from time to time be directed by the Board.

Schedule F - Role and Responsibilities of the Treasurer

Role

The Treasurer shall collaborate with the President to help the Board fulfill its fiduciary duties by ensuring all financial matters are handled properly as required by law and this By-law, financial records are maintained in good order and statements that accurately reflect the financial state of the Corporation are made available to the Board on demand and statutory compliance reporting requirements are punctually filed with appropriate government agencies.

Responsibilities

The Treasurer shall

- (a) ensure appropriate financial systems and controls are in place to properly maintain custody of the funds and securities of the Corporation;
- (b) deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in an Ontario branch of a Canadian financial institution, or, in the case of securities, with such registered dealer in securities as may be designated from time to time by the Board;
- (c) keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation;
- (d) render to the Board, whenever required, a detailed accounting of all transactions and a statement of the financial position of the Corporation with revised financial forecasts based on actual income and spending;
- (e) present at the annual meeting of the members as part of the annual report, a financial statement approved by the Board together with a report of the auditor or the person who has conducted the review engagement, if any, as the case may be;
- (f) act as an information and reference point for the Chair and other Board members to clarify the financial implications of fundraising and sales proposals, confirm legal requirements, outline the financial risks, current financial status, and retrieve relevant documentation;
- (g) maintain effective monitoring and reporting of record keeping to ensure compliance with relevant legislation and the conditions set by funding individuals or bodies;
- (h) advise the Board whether proposed fundraising and sales projects comply with relevant legislation and are bound by effective financial systems and controls;
- (i) advise the Board on the Corporation's reserves and investment policy;
- (j) ensure any Officer handling corporate funds keeps proper records and documentation;
- (k) ensure required insurances are in place;
- (l) prepare accounts for audit and liaise with the auditor or person who has been appointed to conduct a review engagement, if any, as required;
- (m) prepare statutory financial reports and submit same to the Board for approval; and
- (n) perform such other duties as may from time to time be directed by the Board.

Schedule G - Role and Responsibilities of the Secretary

Role

The Secretary shall help the Board fulfill its fiduciary duties by ensuring all meetings are effectively planned, organized and minuted, by managing corporate correspondence and communications, by maintaining legal documents, corporate records, minutes of meetings and correspondence, and by ensuring all corporate legal requirements are duly met in accordance with provisions of the *Act* and this By-law.

Responsibilities

The Secretary shall:

- (a) assume custody of all minute books, documents, registers and the corporate seal and ensure they are maintained at the Corporation's registered office as required by law;
- (b) liaise with the Chair to plan Board meetings and with the President to plan meetings of the members and develop an agenda for each;
- (c) issue notices and circulate agendas, reports and financial statements for all Board, committee and meetings of the members;
- (d) ensure arrangements for meetings are made (i.e., booking the room, arranging for equipment and refreshments, organizing facilities for those with special needs, etc);
- (e) attend all Board, committee and meetings of the members to ensure a quorum is present at each, that they are effectively organized and minuted and that the individual presiding over each meeting signs each approved resolution and the minutes of the previous meeting once they have been approved as read and correct;
- (f) circulate draft minutes to all Directors after each Board meeting;
- (g) ensure agreed actions are promptly carried out after each meeting;
- (h) ensure statutory regulations are met for appointments and elections;
- (i) ensure corporate activities are in line with its objects;
- (j) ensure each Director other than an Incorporator is a member and every Incorporator and Director files a *Consent to Act* within ten (10) days of election or appointment;
- (k) maintain alphabetically-indexed registers of past and present Incorporators, Directors, Officers and members;
- (l) file approved minutes, tabled reports, each Director's *Consent to Act*, corporate publications, and correspondence received and sent in reply;
- (m) attend to correspondence on behalf of the Board;
- (n) ensure all reports are prepared and filed as required by law or requested by the Board;
- (o) maintain a record of corporate activities and a diary of future activities;
- (p) prepare an report of corporate activities for the annual meeting of the members;
- (q) compile and regularly update lists of contacts useful to the Corporation including officials and officers of other non-profit organizations, and potential donors;
- (r) research and prepare applications for grants as directed by the Board; and
- (s) perform such other duties as may from time to time be directed by the Board.

Schedule H - Role and Responsibilities of the Communication Officer

Role

The Communication Officer shall develop and manage all electronic media activities to promote the Corporation and to assist the Board to achieve the objects set forth in the letters patent.

Responsibilities

The Communication Officer shall:

- (a) collaborate with the webmaster to develop a corporate website;
- (b) develop appropriate social media pages, monitor conversations, control content, and act as spokesperson on behalf of the Corporation as required;
- (c) implement and oversee security measures to protect the integrity of the corporate website and social media pages;
- (d) co-ordinate with the President and the Secretary the timely and appropriate placement of corporate announcements; and.
- (e) promote the Corporation and build community relationships through postings on other internet based media.

Schedule I - Role and Responsibilities of the Conservation Officer

Role

The Conservation Officer shall represent the interests of the Corporation in all matters related to conservation of the ecological integrity of the diverse natural, cultural and historical resources of the Wabakimi Area in order to assist the Board to achieve the objects set forth in the letters patent.

Responsibilities

The Conservation Officer shall:

- (a) collaborate with government agencies, non-government organizations, First Nations, resource-based tourism and industry interests, and other stakeholders on behalf of the Corporation to protect and preserve the natural, cultural and historical resources of the Wabakimi Area;
- (b) monitor and participate in resource extraction and related infrastructure development planning processes that impact the ecological integrity of the natural, cultural and historical resources of the Wabakimi Area;
- (c) identify and report threats that impact the ecological integrity of the natural, cultural and historical resources of the Wabakimi Area to the Board with recommended mitigation strategies;
- (d) co-ordinate with the Secretary and the Communication Officer in the preparation and timely publication of announcements related to conservation of the natural, cultural and historical resources of the Wabakimi Area in both correspondence and on corporate internet sites and other internet-based media;
- (e) develop printed and electronic educational literature related to conservation of the natural, cultural and historical resources of the Wabakimi Area;
- (f) develop the *Flora & Fauna* page of the corporate website; and,
- (g) perform such other duties as may from time to time be directed by the Board.