



- NIAGARA PENINSULA -
CONSERVATION FOUNDATION

BY-LAW NO. 10

**A By-Law relating generally to the conduct of the affairs of
Niagara Peninsula Conservation Foundation**

**Approved June 29, 2023 Board of
Directors
Niagara Peninsula Conservation Foundation
Ontario Corporation No. 0222428
Business No. 107773624RR0001**

PREAMBLE

The Niagara Peninsula Conservation Foundation (NPCF), hereafter referred to as the Corporation, was created at the request of the Niagara Peninsula Conservation Authority (NPCA) under *The Corporations Act*. Through Letters Patent, the Corporation was created on May 5, 1969 to “aid the NPCA in the cultivation and advancement of conservation.”

This By-Law outlines the framework under which the Corporation will operate in accordance with best practices in charitable governance as well as The Ontario Corporations Act and federal filing requirements.

SECTION 1 - General

1.01 DEFINITIONS

This By-Law, and all other By-Laws of the Corporation, utilizes the following definitions unless the context otherwise requires:

- a. **“Act”** means *The Corporations Act of Ontario* R.S.O. 1989 c 98 until such time as *The Ontario Not-for-Profit Corporations Act 2010*, R.S.O. 2010 CHAPTER 15 – is proclaimed and in force including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time.
- b. **“Articles”** means the original Letters Patent or restated Articles of Incorporation or articles of amendment (Supplementary Letters Patent), amalgamation, continuance, reorganization, arrangement or revival of the Corporation.
- c. **“Board”** means the Board of Directors of the Corporation and **“Director”** means a member of the Board.
- d. **“By-Law”** means this By-Law and any other By-Law of the Corporation as amended and which are, from time to time, in force and effect. All terms contained in the By-Laws which are defined in the Act shall have the meanings given to such terms in the Act.

- e. **“Gender Reference”** Words in the singular include the plural and vice-versa. Words in one gender include both genders and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.
- f. **“Meeting of Members”** – includes an Annual Meeting of Directors, a Special Meeting or a General Meeting of the Directors entitled to vote.
- g. **Niagara Peninsula Conservation Foundation (NPCF)** – created by Letter’s Patent under *The Corporations Act* on May 5, 1969, NPCF will be referred to as the Corporation throughout this By-Law.
- h. **“Ordinary Resolution”** – means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution.
- i. **“Bourinot’s Rules of Order, Fourth Revised Edition”** – means the manual of parliamentary procedures adopted by the Corporation as the guide for conducting meetings and making decisions.
- j. **“Special Resolution”** – means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 HEAD OFFICE

Until changed, the Head Office of the Corporation shall be located at 250 Thorold Road West, Welland, Ontario L3C 3W2.

1.03 CORPORATE SEAL

The Secretary or Secretary-Treasurer of NPCF shall be the custodian of the corporate seal. The seal, an impression whereof is stamped under the signatures of the Chair and Secretary in this By-Law, hereof, shall be the corporate seal of the Corporation.

1.04 EXECUTION OF DOCUMENTS

Contracts, documents, deeds, transfers licenses or any instruments in writing requiring the signature of the Corporation, shall be signed by the Chair or Vice Chair and the Secretary-Treasurer or Assistant Treasurer, who are approved signing officers, and who shall affix the seal to such instruments.

All contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. Notwithstanding any provisions to the contrary contained in the By-Laws of the Corporation, the Board of Directors may at any time, by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligations of the Corporation may or shall be executed.

1.05 FINANCIAL YEAR END

Unless otherwise ordered by the Board of Directors, the fiscal year-end of the Corporation shall be the thirty-first (31) day of December in each year.

1.06 BANKING ARRANGEMENTS

The banking business of the Corporation shall be transacted at the Bank of Montreal (BMO) 9 Pine Street North, Thorold, ON L2V 3Z9 as appointed by the Board of Directors. The banking business or any part of it shall be transacted by an officer or officers of the Corporation and/or persons as the Board of Directors may by resolution from time to time designate, direct or authorize.

SECTION 2 – MEMBERSHIP

2.01 APPOINTMENT OF MEMBERS

The Membership of the Foundation shall consist of the applicants, who shall be members for their appointed term, or until their resignation or death, and such other persons admitted as Members by Directors of the Corporation via approved resolution.

Two Directors, namely the Chair and Vice Chair, or designates, of the Niagara Peninsula Conservation Authority (NPCA) shall each be appointed by Members of the NPCA as Directors of the Corporation and shall remain so throughout their term. Directors appointed by the NPCA shall have the right to attend Corporation meetings, count in constituting a quorum, make motions, speak in debate and vote on motions.

Each Member shall be promptly informed by the Secretary of their admission as a Member.

The interest of a Member of the Corporation shall not be transferable.

2.02 ANNUAL AND OTHER MEETINGS OF THE MEMBERS

The Annual or any other General Meeting of the Members shall be held at the head office of the Corporation or elsewhere in the watershed jurisdiction in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

2.03 TERM OF APPOINTMENT

Members, other than those appointed by the by the NPCA, shall be Members for four (4) years but may be re-admitted as Members for a further four (4) years.

2.04 RESIGNATION

Members may resign by notice in writing to the Chair or designate of the Corporation which shall be effective upon acceptance thereof by the Board of Directors.

In case of resignation, a Member shall remain liable for payment of any donation, assessment or other sum levied or which became payable by them to the Corporation prior to acceptance of their resignation.

2.05 VOTE

Each Member in good standing shall be entitled to one vote on each question arising at any Annual, Special or Regular meeting of the Members.

2.06 DUES

There shall be no dues or fees payable by Members except such, if any shall from time to time be fixed by unanimous vote by the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an Annual or other General Meeting.

The Secretary shall notify the Members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice the Members in default shall thereupon cease to be members of the Corporation, but any such Members may on payment of all unpaid dues or fees be reinstated by unanimous vote of the Board of Directors.

2.07 CONFLICT OF INTEREST

Subject to the provisions of the Act, every Director of the Corporation who is in any way directly or indirectly interested, whether on their behalf or while acting for, by, with or through another:

- a. in a contract that is made or is proposed to be made by the Corporation;
- b. in a contract or proposed contract that is reasonable likely to be affected by a decision of the Corporation; or
- c. in any other matter in which the Corporation is concerned;

shall disclose their interest and shall not take part in the consideration or discussion of, or vote on any question with respect to the contract, proposed contract or any other matter or attempt in any way to influence the voting on any question.

The declaration of interest shall be made as soon as practicable after the commencement of the meeting at which the contract, proposed contract or other matter is first taken into consideration or, if the Director is not at the date of that meeting interested therein, of the next meeting of the Directors held after they become so interested. The Foundation has approved a separate policy on Conflict of Interest.

SECTION 3 - DIRECTORS

3.01 ELECTION AND TERM

The Board will confirm directors and will elect officers at each Annual Meeting. The Directors shall have a term of four (4) years expiring not later than the close of the Annual Meeting following their term and may be re-admitted as Members for a further four-year term.

3.02 BOARD COMPOSITION

The property and business of the Corporation shall be managed by a Board of Directors, comprised of a minimum of five (5) Directors and a maximum of twelve (12) Directors. The term Director and Board of Directors may be used interchangeably throughout this document.

- a. The applicants for incorporation shall become the first Directors of the corporation whose term of office on the Board of Directors shall continue until their successors are elected. At the second (2nd) meeting of Members, the Board of Directors then elected may replace the Directors named in the Letters Patent of the corporation.
- b. The Chair and Vice Chair or two designated members of the Niagara Peninsula Conservation Authority shall be appointed by the members of the NPCA annually to be Directors of the NPCF Board. Directors appointed by the NPCA shall have the right to attend Corporation meetings, count in constituting a quorum, make motions, speak in debate and vote on motions.
- c. Ten Directors shall be appointed at large to hold office for up to a four-year term with edibility for renewal.
- d. A Director may resign their office at any time in writing with a clear date of their intent. A Director reserves the right to provide the reason for his resignation.
- e. A Director may be removed only in accordance with Section 8 of the By-Law.
- f. The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such; provided that a Director may be paid reasonable expenses incurred by them in the performance of their duties.
- g. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their retirement is accepted.

3.03 POWERS

The Directors of the Corporation:

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

- b. shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Corporation in accordance with such terms as the Board of Directors may prescribe.
- c. shall take such steps as they may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- d. may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.

3.04 VOTING

Questions arising at any meeting of Directors shall be decided by a majority of votes (50% plus 1). A tie vote shall be considered a lost vote. All votes at a meeting shall be taken by hand. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolutions.

Any member of the Board may request a recorded vote which shall be taken by the Secretary of the Board.

3.05 VACANCIES

Vacancies on the Board of Directors, other than a vacancy in the office of a NPCA appointed Director, may so long as a quorum of Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancy shall be filled at the next Annual Meeting of the Members at which the Directors for the ensuing year are elected, but if there is not a quorum of Directors, the remaining Directors shall forthwith call a meeting of the Members to fill the vacancy. If the number of Directors is increased between

the terms of vacancy or vacancies, to the number of the authorized increase, shall thereby be deemed to have occurred, which may be filled in the manner provided above.

The office of a Director of the Corporation shall be vacated if:

- a. a Member becomes bankrupt or a receiving order is made against them or they make an assignment under *The Bankruptcy Act* (Canada).
- b. an order is made declaring a Member mentally incompetent or incapable of managing their own affairs.
- c. if a Member is convicted of any criminal offence.
- d. if by notice in writing to the Secretary or Secretary-Treasurer of the Corporation that the Member resigns their office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- e. if they cease to be a Member.

3.06 INDEMNITIES TO DIRECTORS

Subject to the provisions of the Act, every Director of the Corporation and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:

- a. all costs, charges and expenses which such Director, sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against them, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by them, in or about the execution of the duties of their office or in respect of any such liability;
- b. all other costs charges and expenses which a Member sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

3.07 PROTECTION OF DIRECTORS AND OFFICERS

No Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults or and other Director, Officer, Agent or Servant or for joining in any receipt or act for conformity or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm, or corporation with whom or which any moneys, securities or effects shall be lodged or deposited, or any loss, conversion, misapplication or misappropriation for any damage resulting from any dealings with any monies, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of their respective office or trust or in relation thereto unless the same shall happen by or through their own wrongful and willful act or through their own wrongful and willful neglect or default.

The Directors for the time being of the Corporation shall not be under any duty or responsibility in respect of any contract, act, transaction whether or not made, done or entered into in the name or on behalf of the Corporation, except such as shall have been submitted to and authorized or approved by the Board of Directors. If any Director or Officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as Director or Officer or shall be a member of a firm or a shareholder, director, or officer of a company which is employed by or perform services for the Corporation, the fact of their being a Director or Officer of the Corporation shall not disentitle such Director or Officer of such firm or company, as the case may be, from receiving proper remuneration for such services.

SECTION 4 - OFFICERS

4.01 OFFICERS

The officers of the Corporation shall be a Chair, Vice Chair, Secretary and Treasurer and any such other Officers as the Board of Directors may by By-Law determine. The offices of Secretary and Treasurer may be held by the same person and entitled Secretary-Treasurer. The Officers shall form the Executive Committee. Other Officers of the Corporation such as Assistant Secretary and Assistant Treasurer need not be members

of the Board. The terms of such Officers shall be settled from time to time by the Board. The Executive Director of the Corporation shall be appointed by the Board of Directors to the office of Assistant Secretary and shall hold such office until the end of their term in said position. In the absence of an Executive Director, the Board may appoint a Managing Director from among the Board of Directors.

Officers shall be elected by the Board of Directors from among its number at the Annual Meeting after confirmation of the Members by the Board.

4.02 ELECTION OF OFFICERS

The Officers shall be elected at an Annual Meeting of Directors.

The Officers of the Corporation shall hold office for one year from the date of appointment or election or until their successors are elected or appointed in their stead or there is just cause to ask for resignation.

4.03 DUTIES OF OFFICERS

Chair

The Chair shall:

- a. preside at all meetings of the Members of the Corporation and of the Board of Directors;
- b. oversee the other Officers in the execution of their duties;
- c. oversee the general and active management of the affairs of the corporation;
- d. along with the Secretary, Treasurer, or other Officers appointed by the Board, sign all by-laws, certificates and legal documents of the Corporation;
- e. ensure that all by-laws, orders and resolutions of the Board of Directors are carried into effect;
- f. serve as ex-officio, non-voting member on all standing committees, if approved.

Vice Chair

The Vice-Chair shall:

- a. in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair;
- b. perform such other duties as shall from time to time be requested by the Board of Directors.

Treasurer

The Treasurer or approved designate shall:

- a. have the custody of the funds and securities of the Corporation;
- b. keep full an accurate account of all assets, liabilities, receipts and disbursements of the Corporation in the proper books of accounts belonging to the Corporation;
- c. deposit all monies or other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company as approved by the Board;
- d. disburse the funds of the Corporation as directed by the Board of Directors and proper authorities, taking proper vouchers for such disbursements;
- e. render to the Chair and Directors at the regular meetings of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation;
- f. maintain communication with other Officers within the Corporation, whose office requires them to be accountable to the Treasurer regarding all financial transactions;
- g. perform such other duties as may from time to time be directed by the Board of Directors.

Secretary

The Secretary shall carry out the affairs of the Corporation generally under the supervision of the Officers. The Secretary or approved designate shall:

- a. forward notices of meetings to all Members and the Board of Directors five (5) days prior to any meeting;
- b. attend all official meetings of the Board of Directors;
- c. record all the facts and minutes of all proceedings in the books kept for that purpose;
- d. disperse the minutes of all meetings to the Board of Directors within thirty (30) days of said meeting;
- e. conduct the correspondence of the Corporation;
- f. keep the register of all Members and record all activities of the Corporation;
- g. keep the seal of the Corporation and all books, papers, records correspondence, contracts and other documents belonging to the Corporation and shall deliver when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.
- h. have custody of all records and documents of the Corporation except those required to be kept by the Treasurer;
- i. work with the Treasurer to ensure the submission of filing requirements in a timely manner;
- j. perform such other duties as may be prescribed by the Board of Directors or Chair, under whose supervision the Secretary shall be.

SECTION 5 - COMMITTEES

The Board of Directors may appoint Committees from among themselves, which in the opinion of the Directors may be required and are related to the objects and purposes of the Corporation, and will determine the duties of such Committees. Committees will

have Terms of Reference which are approved by the Board of Directors. The Chair is entitled with the authority of ex-officio of all Committees.

5.01 POWERS OF COMMITTEES

Subject to the provisions of the Act, the Board of Directors may by resolution delegate to a Committee any powers vested in or exercisable by the Board of Directors in relation to the Committee's purposes, save and except only such acts as must by law be performed by the Directors themselves, and may revoke such delegation. The following provisions and restrictions shall apply to each Committee:

- a. any member of a Committee may be removed or replaced at any time by the Board of Directors,
- b. subject to the Act, the Board of Directors may from time to time by resolution, modify, dissolve or reconstitute any Committee or create new Committees and may make such regulations with respect to, and impose such restrictions upon, the exercise of any powers hereby delegated;
- c. each Committee shall report directly to the Board of Directors.

5.02 MEETINGS OF COMMITTEES

Each Committee shall choose one of its own members to be Chair. The Committees may meet for the transaction of business, adjourn and otherwise regulate their meetings as they think fit, however Committees are guided by Bourinot's Rules of Order, Fourth Revised Edition. Further, the majority of the Members of each Committee shall constitute a quorum thereof for the transaction of business. Questions arising at any meeting of a Committee shall be decided by a majority of votes (50% plus 1) and in case of an equality of votes, the Chair shall not have a second or casting vote.

5.03 EXECUTIVE COMMITTEE

The Executive Committee will include the Chair, Vice Chair, Treasurer and Secretary or Secretary-Treasurer. The members of the Executive Committee shall be elected/appointed at the Annual Meeting. The term of office for the Executive Committee shall be one year.

The Executive Committee will:

- a. meet at the request of the Chair between regular board meetings

to review operational matters;

b. meet to review emergency matters and provide direction;

c. present to the Board of Directors, around November of each year, a projected budget for the following year.

d. present to the Board of Directors a final budget at the first meeting of the year for the Boards' approval;

e. review the Annual Financial Statement for referral to the Board of Directors for approval;

f. present a statement of donor contributions to the board annually;

g. prepare quarterly Budget Status Report for the Board of Directors.

5.04 OTHER COMMITTEES

Other than the Executive Committee additional Committees may be formed by resolution of the Board of Directors, such as:

- Finance/Audit Committee
- Governance Committee
- Fundraising/Events Committee.

SECTION 6 - MEETINGS OF DIRECTORS

6.01 CALLING OF MEETINGS

Meetings of the Board may be called by the Chair of the Board. Any two members may request the Chair to call a meeting.

6.02 NOTICE OF MEETINGS

A schedule of meetings will be considered at the Annual Meeting and approved by the Board of Directors. The Board may appoint a day or days in any month or months for regular meetings at a place and hour to be named and a copy of any resolution of the

board fixing the place and time of such regular meetings shall be sent to each Director. Directors' Meetings are formally called by the Chair, or Vice Chair in their absence, or by the Secretary on direction of the Chair or Vice Chair. The statutory declaration of the Chair or Secretary that notice has been given pursuant to this By-Law shall be sufficient and conclusive evidence of the giving of such notice.

Notice of the time and place for the holding of a meeting of the Board shall be given to every Director not less than five consecutive days before the time when the meeting is to be held.

Any notice (which term includes any communication or document) to be given (which term includes sent, delivered or served) shall be sufficiently given:

- a. if delivered personally or to the person's address as shown in the records;
- b. if mailed to such a person at the person's recorded address by prepaid ordinary or air mail;
- c. if sent to such a person by electronic or other communication facility at such a person's recorded address.

The Secretary may change or cause to be changed the recorded address of any Director, Officer, public accountant with any information believed by the Secretary to be reliable.

Notices of meetings will name the time and place for holding the meeting. Notice of a meeting shall not be necessary if all of the directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or otherwise have signified their consent of the holding of such a meeting.

The Board may appoint a day or days in any month for regular meetings at an hour to be named. Meeting notices shall outline the date, time, location and general nature of the matters to be considered.

Teleconferencing and videoconferencing meetings and voting are a valid means of conducting business, as approved by this By-Law, and shall have both agendas and minutes which will be posted on the Foundation website.

6.03 ERROR OR OMISSION IN NOTICE

No error or omission in giving notice of an Annual or General or Special meeting or any adjourned meeting of the Members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director, or Officer for any meeting or otherwise, the address or any Member, Director or Officer shall be their last recorded mailing address and email address on the books of the Corporation.

Any notice (which term includes any communication or document) to be given, sent, delivered, or served pursuant to the Act, the Letters Patent, the By-Laws or otherwise to the Member, Director, Officer or Auditor shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered to their recorded address or if mailed to their recorded address by prepaid mail or if sent to them at their recorded address by any means of prepaid transmitted or recorded communication. A notice so delivered shall be deemed to have been given when it is delivered personally or at the recorded address as foresaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public/letter box; and a notice sent by any means transmitted or recorded communications shall be deemed to have been given when delivered to the communication agency/company or to the Directors' recorded email address.

6.04 NUMBER OF MEETINGS

There shall be a minimum of two (2) meetings per year of the Board of Directors one of which shall be the Annual Meeting. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the corporation shall invalidate such meeting or make void any proceedings taken thereat and any Director may at any time waive notice of such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

6.04 VOTES AND QUORUM

Each Director is authorized to exercise one (1) vote.

A quorum for the transaction of business at any meeting of the Members shall consist of fifty percent plus 1 (50% plus 1) of the Directors of the Foundation. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-Laws of the

corporation.

At all meetings of the Board, every question shall be decided by a majority of the votes (50% plus 1) cast on the question from the Members present who constitute a quorum. In case of an equality of votes, the tie vote will be considered to be a lost vote.

6.05 ADJOURNMENT

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

6.06 ANNUAL MEETING

NPCF shall hold an Annual Meeting (AM) generally in the first quarter of each year. An AM must be held within 15 months of the last Annual Meeting and requires five days' notice. The AM shall be preceded by an Orientation Session for Members, if required. The agenda for the AM shall include:

- a. **Call to order**
- b. **Roll call and declaration of quorum**
- c. **Opening Remarks – Chair**
- d. **Approval of the agenda**
- e. **Approval of the minutes of the last Annual Meeting**
- f. **Presentation of the Annual and Chair's Report from the previous year**
- g. **Presentation of the Annual Financial Report/ Auditor's Report, if available, for the previous year**
- h. **Presentation of Committee Reports from the previous year**
- i. **Appointment of the Board of Directors for the upcoming year**
- j. **Appointment of the Auditor and Banker for the upcoming year**
- k. **Election of Officers for the upcoming year**
- l. **Appointment of Committees for the upcoming year**
- m. **Schedule of Regular Meetings for the upcoming year**
- n. **Adjourn.**

6.07 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations consistent with these By-Laws, Letter's Patent and any Agency Agreements in effect, relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the members of the Corporation when they shall be confirmed, and failing such confirmation at such Annual Meeting of Members, shall at and from that time cease to have any force and effect.

6.08 POSTING OF AGENDAS AND MINUTES

Foundation Agendas and Minutes of the Annual Meeting, Special Meetings and Regular Meetings will be posted on the NPCF website.

SECTION 7 – BOOKS, RECORDS, CHEQUES, DEPOSITS, BORROWING, FILING AND ANNUAL RETURNS

7.01 BOOKS AND RECORDS

The Board of Directors shall see that all necessary books and records of the Corporation required by the By-Laws, or by any applicable statute or law, are regularly and properly kept.

A Filing Index shall be developed and both hard and electronic copies will be kept by the Secretary and the Treasurer in accordance with charitable and legislative requirements, including but not limited to: financial/accounting records, agendas/minutes/resolutions for and at meetings, Directors'/Officers'/Members Register, donation receipts, incorporating documents, Annual Information Returns, contracts, Annual Reports.

7.02 REPORTING REQUIREMENTS

The Corporation will fulfill all annual reporting/filing required by under both The Ontario Corporations Canada (Not for Profit Corporations Act) and the Canada Not for Profit Corporations Act.

7.03 AUDITORS

The Members at each Annual Meeting shall consider appointing an auditor to audit the accounts of the Corporation for report to the Board of Directors and appropriate filing. If appointed, the auditor will hold office until the next annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

7.04 CHEQUES AND DEPOSITS OF SECURITIES

All cheques, bills of exchange or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such Officer, Officers, agent or agents for the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors, and any one of such Officers or agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose.

Any one of such Officers or Agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank forms or settlement of balances or verification slips.

The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon written order of the Corporation signed by such Officer or Officers, Agent or Agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board of Directors and shall in no event be liable of the due application of the securities so withdrawn from deposit or proceeds thereof.

7.05 BORROWING

The Board of Directors may from time to time:

- a. borrow money on the credit of the Corporation;

- b. issue, sell or pledge securities of the Corporation; or
- c. charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts rights, powers, franchises and undertakings to secure any securities or any money borrowed, other debt or any other obligation or liability of the Corporation.

From time to time, the Directors may authorize any Director, Officer, or Employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the terms and conditions of the loan thereof, and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

SECTION 8 - DISPUTE RESOLUTION

It is understood that a Director may have a grievance toward another Member for any of, but not limited to the following reasons:

- a. Violating any provision of the Letters Patent, By-laws, or written policies of the Corporation;
- b. Carrying out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion.

The Board of Directors, as determined by the Chair, shall, following due diligence, have the right to expel from the organization any member(s) or associate member(s) guilty of conduct which shall in the opinion of the Board of Directors render them unfit to be a Member. The intention of the Board of Directors to expel such a Member shall be notified to the said Member in writing and they shall be asked to submit an explanation in writing or show cause why they should not be expelled within ten business days (10) from the day the notice is served.

The Board of Directors shall have the final decision in the matter after considering the written explanation of the said Member.

SECTION 9 – AMENDMENTS AND EFFECTIVE DATE

9.01 AMENDMENT OF BY-LAWS

The By-Laws of the corporation not embodied in the Letters Patent may be repealed or amended by By-Law, or a new By-Law relating to the requirements of the Ontario Corporations Act (Ontario Not for Profit Corporations Act) and Federal Not-For-Profit Corporations Act, may be enacted by a majority of the Directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a meeting duly called for the purpose of considering the said By-Law.

9.02 EFFECTIVE DATE AND REVOCATION OF PREVIOUS BY-LAWS

Subject to matters requiring a special resolution of the Members, this By-Law shall be effective when made by the Board.

The Code of Conduct affixed hereto as Appendix A shall be deemed in to be in force and effect forming a part of this By-Law.

CERTIFIED to be By-Law No. 10, of the Corporation, originally approved by the Board of Directors of the Corporation on the 29th day of June, 2023 by Resolution No. FDN-AM-____-23.

Previous By-Laws No 1, 2, 3, 4, 5, 6 (as amended), 7, 8 and 9 (dated April 8, 2021) are hereby revoked.

NPCF Chair
Date: June 29, 2023

Secretary
Date: June 29, 2023

Corporate Seal
Niagara Peninsula Conservation Foundation

Appendix 1 - Code of Conduct

The Niagara Peninsula Conservation Foundation has approved adhering to the Niagara Peninsula Conservation Authority's Code of Conduct, as follows:

1. Background

The Niagara Peninsula Conservation Foundation demands a high level of integrity and ethical conduct from its Board of Directors. As such, a written Code of Conduct helps to ensure that all Directors share a common basis for generally acceptable conduct. Such formalized standards provide a reference guide to supplement legislative parameters within which Directors must operate and enhance public confidence that Directors will operate from a base of integrity, honesty, justice and courtesy. The Code of Conduct is a general standard. It augments the laws which govern the behaviour of Directors, and it is not intended to replace personal ethics. The Code of Conduct will also assist Directors in dealing with confronting situations not adequately addressed or that may be ambiguous in Authority resolutions, regulations or policies and procedures.

2. General

2.1 All Directors, whether municipal councilors, Authority appointees or appointed citizens are expected to conduct themselves in a manner that reflects positively on the Authority and the Foundation.

2.2 All Directors shall serve in a conscientious and diligent manner. No Director shall use the influence of office for any purpose other than for the exercise of his/her official duties.

2.3 All Directors and members of Committees will adhere to this Code of Conduct and:

- a) Uphold the mandate, vision and mission of the Foundation;
- b) Respect confidentiality;
- c) Approach all issues with an open mind, with consideration for the organization as a whole;
- d) Exercise the powers of a Director when acting in a meeting;
- e) Respect the democratic process and respect decisions of the Board of Directors;
- f) Declare any direct pecuniary interest, conflict of interest or indirect/apparent interest when one exists or may exist in the near future; and
- g) Conduct oneself in a respectful, courteous and professional manner and refrain from disparaging the Authority or Foundation or impugning motives against any Director or any Authority or Foundation staff.

3. Gifts and Benefits

Directors shall not accept any fees, gifts, hospitality, social gifts or personal benefits that are connected directly or indirectly with the performance of duties, except compensation authorized by law.

4. Conflict of Interest Guidelines

All Directors commit themselves and the Foundation to ethical, businesslike and lawful conduct when acting as an individual Director or as the Board of Directors. Directors will consider the Municipal Conflict of Interest Act as a guideline. These policies are intended to assist Directors in understanding their responsibilities and obligations.

4.1 Annual Review

4.1.1 The Foundation shall complete an annual review of the Code of Conduct.

4.2 Disclosure of Pecuniary Interest

Where a Director, either on his or her own behalf or while acting for, by, with or through another, has any pecuniary interest, direct or indirect, in any matter and is present at a meeting of the Foundation or any Advisory Committee at which the matter is the subject of consideration, the Director:

- a) shall prior to any consideration of the matter at the meeting, disclose the pecuniary interest and the general nature thereof;
- b) shall not take part in the discussion of, or vote on any question in respect of the matter;
- c) shall not attempt in any way whether before, during or after the meeting to influence the voting on any such question; and,
- d) shall provide a written declaration of the interest or conflict of interest to the Secretary-Treasurer. For an indirect pecuniary interest – see Section 2 of the Municipal Conflict of Interest Act; and for a direct or deemed pecuniary interest – see Section 3 of the Municipal Conflict of Interest Act as a guideline.

4.2.1 Chair's Conflict of Interest or Pecuniary Interest

Where the Chair of a meeting discloses a conflict of interest with respect to a matter under consideration at a meeting, another the Vice Chair or another Director shall be appointed to chair that portion of the meeting by Resolution.

4.3 Closed Meetings

1) Where a meeting is not open to the public, a Director who has declared a conflict of interest shall leave the meeting for the part of the meeting during which the matter is under consideration.

2) If the declaration occurred in Closed Session, the Director shall declare the interest or conflict in open session.

4.4 Director Absent

Where the interest of a Director has not been disclosed by reason of their absence from a meeting, the Director shall disclose their interest and otherwise comply at the first meeting of the Foundation, Executive Committee, Advisory Committee subsequent to the missed meeting.

4.5 Disclosure Registry

1) Where a Director, has disclosed an interest at a meeting, the Director shall file a written statement with the Secretary-Treasurer.

2) Where a Director, has disclosed an interest and filed a written statement with the Secretary-Treasurer, the Secretary-Treasurer shall:

- (a) file the written statement by the Director in the Conflict of Interest Registry;
- (b) record the interest in the minutes of the meeting;
- (c) file a record of the interest recorded in the minutes of the meeting in the Conflict of Interest Registry; and
- (d) make the Conflict of Interest Registry available for public inspection.

4.6 Breach of Conflict of Interest Policy

1) Should a Director breach the Conflict of Interest Policy, they shall advise the Chair and Vice-Chair, with a copy to the Secretary Treasurer, as soon as possible after the breach.

2) Should a Director allege that another Director has breached the Conflict of Interest Policy, the said breach shall be communicated to the Chair, with a copy to the Secretary Treasurer, in writing. In the absence of the Chair, or if a Director alleges that the Chair has breached the Conflict of Interest Policy, the said breach shall be communicated the Vice Chair, with a copy to the Secretary-Treasurer, in writing.

3) Should a member of the public or a municipality allege that a Director has breached the Conflict of Interest Policy, the party making the allegation will be directed to follow the notification procedure outlined above.

4) Any breach, or alleged breach, of the Conflict of Interest Policy shall be investigated in by the Board of Directors of the Foundation.

5. Confidentiality

5.1 The Directors shall be governed at all times by the provisions of the Municipal Freedom and Information and Protection of Privacy Act.

5.2 All information, documentation, correspondence, whether hard copy, digital or verbal including deliberations received, reviewed, and notes taken in a closed meeting are strictly confidential.

5.3 Directors shall not disclose or release by any means to any member of the public, either in verbal or written form, any confidential information acquired by virtue of their office, except when required by law to do so.

5.4 Directors shall not permit any persons, other than those who are entitled thereto, to have access to information which is confidential.

5.5 In the instance where a Director vacates their position on the Board of Directors they will continue to be bound by MFIPPA requirements.

5.6 Particular care should be exercised in ensuring the protection of privacy of directors, employees and third-party vendors or customers for the following:

- a) Human Resources matters;
- b) Information about suppliers provided for evaluation that might be useful to other suppliers;
- c) Matters relating to the legal affairs of the Foundation;
- d) Information provided in confidence from an Aboriginal community, or a record that if released could reasonably be expected to prejudice the conduct of relations between an Aboriginal community and the Foundation;
- e) Sources of complaints where the identity of the complainant is given in confidence;
- f) Items under negotiation;

- g) Schedules of prices in tenders or requests for proposals;
- h) Appraised or estimated values with respect to the Foundation's proposed property acquisitions or dispositions;
- i) Information deemed to be "personal information" under MFIPPA including contact information such as email addresses, phone numbers, addresses etc. The list above is provided for example and is not exhaustive.

6. Use of Foundation Property

6.1 No Director shall use for personal purposes any Foundation property, equipment, supplies, or services of consequence other than for purposes connected with the discharge of Foundation duties or associated activities of which the Foundation has been advised.

7. Work of Political Nature

7.1 No Director shall use Foundation facilities, services or property for his/her election or reelection campaign. No Director shall use the services of Foundation employees for his/her election or re-election campaign during hours in which the employees are in the paid employment of the Foundation.

8. Conduct at Foundation Meetings

8.1 During meetings, Directors shall conduct themselves with civility, respect and the decorum becoming of the office. Respect for delegations and for fellow Directors requires that all Directors show courtesy and not distract from the business of the Foundation Authority during presentations and when others have the floor.

8.2 No Director at any meeting shall:

- a) Speak in a manner that is discriminatory in nature based on an individual's race, ancestry, place of origin, citizenship, creed, gender, sexual orientation, age, colour, marital status, family status or disability;
- b) Leave their seat or make any noise or disturbance while a vote is being taken or until the result is declared;
- c) Interrupt a member while speaking, except to raise a point of order or a question of privilege;
- d) Speak disrespectfully, disparagingly or impugn motives against Directors, staff, or any member of the public;
- e) Speak beyond the question(s) under debate;

f) Resist the rules or disobey the decision of the Board Chair on the questions or order or practices or upon the interpretation of the rules of the Foundation.

9. Influence on Staff

Directors shall be respectful of the fact that staff work for the Foundation as a whole and are charged with making recommendations that reflect their professional expertise, corporate perspective and advice without any undue influence.

10. Business Relations

10.1 No Director shall borrow money from any person(s) or company which does business with the Foundation unless such person(s) or company is a financial institution and is regularly in the business of lending money.

10.2 No Director shall act as a paid agent before the Foundation, the Executive Committee or an Advisory Committee of the Foundation.

11. Encouragement of Respect for the Foundation Policies and Government Regulations

11.1 Directors shall represent the Foundation in a respectful manner and encourage public respect for the Foundation, its Policies and government laws and regulations pertaining to Not-For Profit Charities.

12. Harassment

12.1 The Foundation has a responsibility to maintain a work environment free of violence and harassment, consistent with the Ontario Occupation Health & Safety Act, and consistent with Authority's "Workplace Violence & Harassment Prevention Policy".

12.2 All persons are to be treated fairly in the workplace in an environment free of discrimination and of personal and sexual harassment. Harassment of another Director, staff or any member of the public is misconduct.

12.3 Examples of harassment that will not be tolerated by the Foundation include, but are not limited to: verbal or physical abuse, threats, derogatory remarks, jokes, innuendo or taunts related to an individual's race, religious beliefs, colour, gender, physical or mental disabilities, age, ancestry, place of origin, marital status, source of income, family status or sexual orientation, whether in person, electronic or media.

12.4 The Foundation will not tolerate the display of pornographic, racist or offensive signs or images; practical jokes that result in awkwardness or embarrassment; unwelcome invitations or requests, whether indirect or explicit and any other prohibited grounds under the provisions of the Ontario Human Rights Code.

13. Breach of Conduct

13.1 Should a Director breach the Code of Conduct, they are responsible to advise the Chair and Vice-Chair, as soon as possible. The Chair will inform the Board of the breach and schedule an in-camera session.

13.2 Should a Director allege that another Director has breached the Code of Conduct, the said breach will be communicated to the Chair or in his/her absence, the Vice-Chair. The Chair will present the issue to the Directors at an in-camera session.

13.3 The Director alleged to have breached the Code of Conduct will be given the opportunity to speak to the issue. The Director may be asked to leave the meeting so that the Board can deliberate the issue.

13.4 Should it be concluded, by a two-thirds majority vote, that a Director has breached the Code of Conduct, a decision will be made by the Board as to whether the Director should require disciplinary action or be requested to retire from the Board.

14. Interpretation

14.1 Directors of the Foundation seeking clarification of any part of this should consult with the Board Chair, Vice Chair or the full Board.

15. Complaint Process

15.1 Any complaint regarding Director conduct shall be referred to the full board to be placed on the agenda for the next Foundation Meeting, by the Secretary-Treasurer, as a Closed Session matter.