



Nature London

Bylaws of Nature London Inc.

Last updated June 8, 2023

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Section 1 – Directors

Electing and Appointing Directors

1.1 **Who elects the directors?**

The Members elect the Directors.

1.2 **How long do Directors serve?**

Subject to the articles, each Director's term of office will be from the first day of September following the date of the meeting (normally held in February) at which they are elected or appointed until the next thirty-first day of August (i.e., for the next fiscal year) or until their successors are elected or appointed.

Empty Seats

1.3 **In what situations does a Director cease holding office before the end of their term?**

A Director will stop holding office immediately, if he/she:

- dies;
- becomes bankrupt; or,
- is found to be incapable of managing property by a court or under Ontario law.

A Director may resign by written notice to the Corporation. A Director who resigns will stop holding office when the Corporation receives the written notice or at the time specified in the notice, whichever is later.

1.4 **Can the Members remove a Director from office?**

Members may remove a Director before the end of their term of office. Members may do this by passing a resolution at a Members' Meeting with at least a majority (greater than 50%) of the votes cast by the Members. If a vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote.

1.5 **How are Board seats filled when they've been vacated mid-term?**

A quorum of Directors may fill a vacancy among the Directors by a majority vote.

1.6 **How many Directors may a quorum of Directors appoint?**

The total number of directors so appointed may not exceed one-third of the number of directors elected at the previous annual meeting of the members.

1.7 **What if the vacancy means there isn't a quorum of directors?**

If there aren't enough Directors to make up a quorum or the Members did not elect the minimum number of Directors set out in the articles, the Directors in office will, without delay, call a special Members' Meeting to fill the vacancy. If the Directors fail to call such a meeting, the meeting may be called by any Member.

1.8 **What is the voting threshold to elect a Director mid-term?**

if the vacancy occurs because of the Members removing a Director, the Members may fill the vacancy by a majority (greater than 50%) vote. The Board may fill any other vacancy by a majority vote.

1.9 How long is the term of office for a Director filling a vacancy?

The Director elected to fill the vacancy will hold office for the remainder of the removed Director's term. After that, the appointee will be eligible to be elected as a Director.

Committees

1.10 Can the Board delegate its powers to a Managing Director or Committee?

The Board may appoint Directors to be managing Director(s) or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.

1.11 Who decides on the composition and rules of Board committees?

Any committee of Directors may create its own rules of procedure, subject to such rules or directions as the Board may from time to time make. The Board may remove any committee member by resolution.

Paying Directors

1.12 Can we pay directors for their work as Directors?

No.

1.13 Can we pay directors for their work in other capacities?

No.

1.14 Can we pay directors for their work as directors or in other capacities?

No Director shall directly or indirectly receive any profit from occupying the position of Director or from providing services to the Corporation in another capacity. However, Directors may be reimbursed for reasonable expenses that they incur in either of those capacities.

Section 2 – Board Meetings

2.1 Who can call Board Meetings?

The Chair/President may call meetings of directors at any time and any place on notice as required by the Notices Section of this Bylaw.

Board Meeting Notices

2.2 Do we have to give advanced notice for Board Meetings?

Notice of the time and place for the holding of a meeting of the Board will be given to every Director of the Corporation in the manner provided in the Notices Section of this Bylaw.

2.3 How long in advance does the notice have to be given?

Notice of the time and place of the meeting must be given not less than seven (7) days before the date that the meeting is to be held.

2.4 How should notice be given?

Notice must be given according to requirements set out in the Notices Section of this Bylaw.

2.5 When can we have a Board Meeting without advanced notice?

Notice of a meeting is not necessary if:

- a. all the Directors are present, and none objects to the holding of the meeting;
- b. those absent have waived notice or have otherwise signified their consent to the holding of such meeting; or,
- c. a quorum of Directors is present, and it would be the first meeting of a newly elected or appointed Board immediately following the annual meeting of the Corporation.

Conducting Board Meetings

2.6 Who will chair Board Meetings? What if they are absent?

The Chair/President will oversee Board Meetings. If the Chair is absent, the Vice-President; otherwise, the Board will decide to choose a Director to act as the Chair of the meeting.

2.7 How will voting be conducted at the Board Meeting?

Each Director, including the Chair, has one vote. Questions arising at any Board Meeting will be decided by a majority (greater than 50%) of votes unless otherwise required by the Act.

2.8 Will the Chair have the power to break ties?

In case of an equality of votes, the Chair will not have a second or casting vote.

Phone and e-Meetings

2.9 Can Directors join Board Meetings online or by phone?

The Chair decides.

Section 3 – Officers

Appointments and Removals

3.1 What Officers can the Board appoint?

The Board will appoint from among the Directors a person who will be both Chair and President and may appoint any other Director to be Vice-President, Treasurer, Secretary, and Past President at its first meeting following the annual meeting of the Corporation. The Board may appoint other Officers and agents as it deems necessary. These Officers and agents will have such authority and duties as the Board may assign from time to time.

3.2 Can one person hold more than one office?

The same person may not hold two or more offices of the Corporation.

3.3 Who can remove an Officer?

The Board may remove any Officer by resolution.

3.4 For what reasons may an Officer be removed?

An Officer may be removed for any reason.

Duties

3.5 What duties does the Chair have?

The Chair will perform the duties described in Appendix A of these Bylaws and such other duties as may be required by law or as the Board may determine from time to time, including: calling and chairing meetings of the Board; setting meeting agendas; and, chairing executive committees.

3.6 What duties do other Officers have?

Each Officer will perform the duties specified in Appendix A of these Bylaws required by law and as the Board may determine from time to time.

3.7 Can Officers delegate their powers?

Officers shall be responsible for the duties assigned to them and may not delegate to others the performance of any or all such duties.

Section 4 – Legally Protecting Directors and Others

4.1 Will Directors and Officers be protected against liability?

No Director, Officer, or committee member of the Corporation will be liable for:

- a. the acts, neglects, or defaults of any other Director, Officer, committee member, or employee of the Corporation;
- b. 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;
- c. 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;
- d. 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,
- e. any other loss, damage, or misfortune, whatever may happen in the execution of the duties of his or her respective office or trust.

4.2 Are there any preconditions Directors and Officers must meet to be protected from the liabilities mentioned above?

No Director, Officer' or committee members of the Corporation will be liable for the above-mentioned things as long as they:

- a. complied with the Act and the Corporation's articles and Bylaws; and,
- b. exercised their powers and discharged their duties in accordance with the Act.

Section 5 – Conflicts of Interest

5.1 Are Directors required to disclose any conflict of interest?

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any

person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act.

5.2 Are Directors who have a conflict of interest allowed to vote?

No such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction, except as provided by the Act.

5.3 Can a Director get a direct or indirect financial benefit from a contract or transaction with our charity?

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

Section 6 – Members

6.1 How many classes of Membership are there?

Membership in the Corporation shall consist of three (3) classes of Members.

Membership in the Corporation will include the incorporators named in the articles until such time as their membership ends.

Regular

6.2 Who qualifies to be a Regular Member?

Regular Members shall be individuals who have applied and been accepted for Regular membership in the Corporation.

6.3 How long will a Regular membership last?

The term of membership of a Regular Member shall be one (1) year, subject to renewal according to the policies of the Corporation.

6.4 What rights do Regular Members have?

As set out in the articles, each Member of the Regular class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Regular class will be entitled to one (1) vote at such meetings.

6.5 What classes can Members transfer to and how?

Members of the Regular class cannot transfer to other classes.

Student

6.6 Who qualifies to be a Student Member?

Student Members shall be individuals who have applied and been accepted for Student membership in the Corporation.

6.7 How long will Student membership last?

The term of membership of a Student Member shall be one (1) year, subject to renewal according to the policies of the Corporation.

6.8 What rights do Student Members have?

As set out in the articles, each Member of the Student class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Student class will be entitled to one (1) vote at such meetings.

6.9 What classes can Members transfer to and how?

Members of the Student class cannot transfer to other classes.

Life

6.10 Who qualifies to be a Life Member?

Life Members shall be individuals who have been offered and have accepted Life Membership in the Corporation.

6.11 How long will Life membership last?

The term of membership of a Life Member shall be until the Member is deceased, subject to renewal according to the policies of the Corporation.

6.12 What rights do Life Members have?

As set out in the articles, each Member of the Life class is entitled to receive notice of, attend, and vote at all Members' Meetings, and each Member of the Life class will be entitled to one (1) vote at such meetings.

6.13 What classes can Members transfer to and how?

Members of the Life class cannot transfer to other classes.

Transferal of Membership

6.14 Can Members transfer their Membership to others?

Membership in the Corporation is not transferable.

Discipline of Members

6.15 Who can discipline Members or terminate their membership?

The Board may pass a resolution authorizing disciplinary action or the termination of Membership for: violating our Code of Conduct or other policies, violating our bylaws, and any other reasons calling for discipline in the Discretion of Discipliner.

6.16 How much advanced notice must the Board give the Member?

The Board must provide thirty (30) days' written notice to a Member before passing the above-mentioned resolution.

6.17 What information should the notice include?

The notice will set out the reasons for the disciplinary action or termination of membership.

6.18 Does the Member have a right to respond?

The Member receiving the notice is entitled to give the Board an oral and a written submission addressing the disciplinary action or termination not less than five (5) days before the end of the 30-day period. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of membership.

Section 7 – Members’ Meetings

Annual Members’ Meeting

7.1 When and where will the Annual Members’ Meeting be held?

The Board will decide the date and place of the Annual Members’ Meeting. The place of the Annual Members’ Meeting must be within Ontario.

7.2 What will the agenda of the Annual Members’ Meeting (AGM) be?

The business at the annual meeting will include the following:

- a. approve the agenda for the AGM;
- b. approve the minutes of the previous AGM and any special meetings;
- c. approve the financial statements for the previous year;
- d. a report from the auditor or the person appointed to review the nonprofit’s finances;
- e. if required, appoint an auditor or appoint a new public accountant to do an audit or review engagement;
- f. elect directors; and,
- g. any new or special business that was included in the notice of the meeting.

7.3 Can anything be added to the agenda? If so, how?

Voting Members have a right to submit proposals to be added to the agenda. They must give the proposal to the Board prior to the giving of notice of the Annual Members’ Meeting in accordance with the Act, so that such item of new business can be included in the notice of the Annual Members’ Meeting. No other item of business shall be included on the agenda for the Annual Members’ Meeting.

7.4 Do Members have a right to access financial documents ahead of the meeting?

Any Member, upon request, shall be provided, not less than twenty-one (21) days or other number of days prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor’s report, or review engagement report, and other financial information required by the Bylaws or articles.

Special Members’ Meetings

7.5 Who can call a Special Members’ Meeting?

The Directors may call a Special Members’ Meeting.

7.6 Can the Members make the Directors call a Special Members’ Meeting? If so, how?

The Board will convene a Special Members’ Meeting on written request of not less than ten percent (10%) of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within twenty-one (21) days from the date of the deposit of the request.

7.7 Do we have to give advanced notice of Members' Meetings? If so, what criteria must it meet?

Subject to the Act, not less than ten (10) and not more than fifty (50) days prior to the Meeting written notice of any annual or Special Members' Meeting must be given in the manner specified in the Act and the Notices Section of this Bylaw to each Member and to the auditor or person appointed to conduct a review engagement.

7.8 How much detail must the notice contain?

Notice of any meeting where special business will be transacted must contain enough information to permit the Members to form a reasoned judgement on the decision to be taken.

Phone and e-Meetings

7.9 Can Members join Members' Meetings online or by phone?

A Member may participate in a Members' Meeting by telephone or electronic means. The telephone or electronic means must:

- allow all participants to communicate adequately with each other during the meeting;
- allow you to verify the identity of anyone casting a vote; and,
- prevent you from knowing how they voted.

A Member participating in the above ways is deemed to be present at that meeting. Members' Meetings may be held entirely by phone or electronic means.

Quorum

7.10 How many Members need to be at the Members' Meeting to conduct official business?

A quorum for the transaction of business at a Members' Meeting is thirty (30) Members entitled to vote at the meeting.

7.11 What happens if you lose quorum part way through the meeting?

A quorum must be present throughout the meeting in order for the Members to proceed with the business of the meeting.

Chair of the Meeting

7.12 Who will chair Members' Meetings?

The Chair shall be the chair of the Members' Meeting.

7.13 Who will chair Members' Meetings if the Chair is absent?

In the Chair's absence, the Members present at any Members' meeting will choose another Director as chair. If no Director is present, or if all the Directors present decline to act as chair, the Members present will choose a Member present to chair the meeting.

Voting

7.14 How many votes will be necessary to pass a resolution?

Business arising at any Members' Meeting will be decided by a majority (greater than 50%) of votes unless otherwise required by the Act or the Bylaws.

7.15 How many votes will each Member have?

Each voting Member will be entitled to one vote at any Members' Meeting.

7.16 Can Members vote by proxy?

If a Member is unavailable to attend or participate in a Members' Meeting, they may not appoint someone to vote for them by proxy.

7.17 How will votes be taken?

Votes will be taken by a show of hands among all voting Members present unless otherwise required by the Act. Provided the requirements of 7.9 can be met, a Member may participate and is considered to be present at that meeting.

7.18 Can anyone demand a written ballot?

Before or after a show of hands has been taken on any question, any Member may demand a written ballot. A written ballot so required or demanded will be taken in such manner as the chair of the meeting directs.

7.19 Will the chair of the meeting have a vote?

The chair of the meeting, if a voting Member, will have a vote.

7.20 What if there's a tie vote?

If there is a tie vote, the motion is defeated.

7.21 How will a vote by show of hands be recorded?

Whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes will be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

7.22 Will abstentions be counted as votes?

An abstention will not be considered a vote cast.

Adjournments

7.23 Does the Chair need to provide Members with advanced notice before a follow-up meeting?

The chair may, by resolution of a majority of votes cast at any Members' Meeting, adjourn the Members' Meeting. The Members must be provided with notice of the adjourned meeting. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

Attendance

7.24 Who has a right to attend Members' Meetings?

The only persons entitled to attend a Members' Meeting are:

- the Members;
- the Directors;
- the auditors of the Corporation (or the person who has been appointed to conduct a review

- engagement, if any); and,
- others who are entitled or required under any provision of the Act or the articles to be present at the meeting.

Section 8 – Notices

8.1 What are valid ways of sending advanced notice of meetings?

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be delivered:

- by Canada post;
- email;
- other electronic means; or,
- as the directors determine.

8.2 Where should notices be sent?

Notices mentioned above will be sent to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the Board.

8.3 Can the right to notice be waived?

Notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled to the notice.

8.4 Can we count the day notice is sent as part of the total number of days required for advanced notice?

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice will not, unless it is otherwise provided, be counted in such number of days or other period.

8.5 What effect does an error or omission have on the validity of the notice?

No error or accidental omission in giving notice of any Board Meeting or any Members' Meeting will invalidate the meeting or make void anything that happens at the meeting.

Section 9 – Finances & Signing Authority

9.1 When does our financial year end?

The financial year of the Corporation ends on August 31 in each year or on such other date as the Board may from time to time by resolution determine.

9.2 Does Nature London Inc. have a corporate seal?

The seal of the Corporation, if any, will be in the form determined by the Board.

Section 10 – Adoption and Amendment of Bylaws

10.1 What percentage of Member support does it take to change these Bylaws?

The Members may from time to time amend this Bylaw with sixty-seven percent (67%) of the votes cast at a Members' Meeting.

10.2 Can the Board change the Bylaws between Members' Meetings?

The Board may from time to time in accordance with the Act pass or amend this Bylaw.

10.3 Can the Board create new Bylaws or change the Bylaws on their own?

The Board must submit any Bylaws it passes or changes it makes to existing Bylaws to the Members at the next Members' Meeting. The Members may confirm, reject or amend the new Bylaw or Bylaw changes.

Section 11 – Definitions & Interpretation

11.1 Definitions

In this Bylaw, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "Board" means the board of directors of the Corporation;
- c. "Bylaws" means this Bylaw (including the schedules to this bylaw) and all other bylaws of the Corporation as amended and which are, from time to time, in force;
- d. "Chair" means the chair of the Board;
- e. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- f. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. "Member" means a member of the Corporation;
- h. "Members" means the collective membership of the Corporation; and,
- i. "Officer" means an Officer of the Corporation.

11.2 What if something isn't defined above?

Other than as specified in the Definitions section, all terms contained in this Bylaw that are defined in the Act will have the meanings given to them in the Act. Words in the singular include the plural and vice versa, and words in one gender include all genders.

11.3 What if part of the Bylaw is invalid?

The invalidity or unenforceability of any provision of this Bylaw shall not affect the validity or enforceability of the remaining provisions of this Bylaw.

11.4 What if parts of the Bylaw are inconsistent with the Articles or Act?

If any of the provisions contained in the Bylaws are inconsistent with those contained in the articles or the Act, the provisions contained in the articles or the Act will prevail.

Appendix A to the Bylaws of Nature London Inc.

OFFICERS OF CORPORATION

1. There shall be one person who shall be both the Chair and the President, one or more Vice-Presidents, a Past President, a Secretary, a Treasurer, and such other officers as the Board of Directors may determine from time to time. If any vacancies occur in any of the aforementioned offices, the Board of Directors may by a majority of the votes cast at any meeting elect any person in his stead for the remainder of his term.

The Board of Directors may appoint Chairmen to other Committees as required for the various functions of the Corporation.

DUTIES OF CHAIR/PRESIDENT AND VICE-PRESIDENT

2. The Chair/President shall, when present, preside at all meetings of the members of the Corporation and of the Board of Directors. The Chair shall also be charged with the general management and supervision of the affairs and operations of the corporation including presentation of an annual report to the membership at an annual general meeting. At the meeting prior to the annual meeting, the Chair shall call for nominations from the membership at large and specify the closing date for such nominations. The Chair, with the Secretary or other officer appointed by the Board of Directors for this purpose, shall sign all bylaws. During the absence or inability of the Chair, their duties and powers may be exercised by the Vice-President, and if the Vice-President, or such other Director as the Board of Directors may from time to time appoint for the purpose, exercise any such duty or power, the absence or inability of the Chair shall be presumed without reference thereto. In addition, the Vice-President shall perform such duties as the Chair may delegate.

DUTIES OF SECRETARY

3. The Secretary shall attend meetings of the Board of Directors and of the members of the Corporation and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall give all notices required to be given to Members and to Directors (not otherwise provided for in these bylaws). They shall be the custodian of the seal of the Corporation and of all books, papers, records, contracts and other documents belonging to the Corporation which shall be delivered up only 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, and the Secretary shall perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF TREASURER

4. The Treasurer, or person performing the usual duties of a Treasurer, shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Corporation in such bank or trust company in the City of London, as may from time to time

be designated by the Board of Directors. They shall disburse the funds of the Corporation under the direction of the Board of Directors taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of the Treasurer, an account of all their transactions as Treasurer, and of the financial position of the Corporation. If required, the Treasurer shall arrange for the annual auditing of the accounts and present the auditors' report to the Members of the Corporation annually. The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

DUTIES OF OTHER OFFICERS

5. The duties of all other officers of the Corporation shall be specified by the Board of Directors. These duties shall be published in a manual. The Chair shall cause such manual to be reviewed annually by the Board of Directors and updated as necessary.

APPOINTEES OF THE CORPORATION

6. The Board of Directors may appoint Members to working positions as required for the various functions of the corporation. The duties of these appointees shall be specified by the Board of Directors and published in the manual.

The term of such appointments is one year, renewable by mutual agreement between the Board of Directors and the appointee. The Past Chair shall bring the list of appointees to the Board of Directors for approval at the first meeting of its fiscal year.