

**Ontario Invasive Plant Council Inc.**

**Constitution and By-laws**

**FORM 3**

**ONTARIO CORPORATIONS ACT (R.S.O 1990)**

**Constitution (Objects and Special Provisions)**

1. The name of the Corporation is the **Ontario Invasive Plant Council Inc.**
2. The Corporation is registered as a not-for-profit ["non-share capital corporation" under the Ontario Corporations Act] organization in Ontario.
3. The objects of the Corporation are:  
**The establishment and operation of a council for the purpose of uniting and supporting a network of organizations and citizens in their responses to the threat of invasive species**, that results in:
  - Preventing new invading species from arriving and surviving in Ontario,
  - Maximizing the probability of detection of invasive species,
  - Slowing or reversing the spread of existing invasive species,
  - Reducing the harmful impacts of existing invasive species, and
  - To do all other things as are incidental and ancillary to the attainment of the above purposes.
4. The special provisions are:
  - The corporation shall be carried on without the purpose of gain for its members, and any profits or other accretions to the corporation shall be used in promoting its objects.
  - Upon dissolution of the corporation and after payment of all debts and liabilities, any remaining property shall be distributed or disposed of to an organization or organizations that the board deems to be closely aligned with the objects of the Ontario Invasive Plant Council Incorporated.

**SCHEDULE "A"**  
**ONTARIO INVASIVE PLANT COUNCIL INC.**  
**BY-LAWS**

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**PART 1 – General**

**1.1 Definitions:** In these bylaws,

- (a) “*Corporations Act*” means the Ontario Corporations Act, R.S.O. 1990, Chapter C.38, including the regulations made pursuant to the Act, and any statutes or regulations that may be substituted, as amended from time to time;
- (b) “Annual General Meeting” means the annual general meeting of the Members of the Corporation;
- (c) “Consensus” means approved without objection by those Directors or Members, as the case may be, who are present and entitled to vote;
- (d) “Corporation” means the Ontario Invasive Plant Council Inc.;
- (e) “**Director Advisor**” means a person who, by virtue of professional expertise or who held the position of President of the organization, provides advice to the Board on an ongoing or as-needed basis.
- (f) “Director-at-Large” means a Director of the Corporation who has been elected by the membership of the OIPC and who has not ceased to be a Member;
- (g) “Directors” means the Directors of the Corporation who have not ceased to be Directors;
- (h) “Executive Committee” means the President, Vice-President, Secretary, Treasurer or Secretary-Treasurer or any other person designated an officer by bylaw of the Corporation;
- (i) “Extraordinary General Meeting” means a general meeting of the Members of the Corporation other than an Annual General Meeting;
- (j) “General Member” has the same meaning as Member” as described in Section 2.2;
- (k) “Member” means those in the general membership in good standing who have not ceased to be Members;
- (l) “Officer” means **one (1)** of the members of the Executive Committee, such as President, Vice-President, Secretary, Treasurer, Secretary/Treasurer or any other person designated an Officer by bylaw of the Corporation;
- (m) “Organization” means a non-profit organization that is an organization registered under the Ontario *Corporations Act* (R.S.O. 1990) or the *Canada Not-for-profit Corporations Act*, (S.C. 2009, c. 23), a business entity such as a corporation, cooperative or partnership, or a recognized government body such as the Government of Ontario, the Government of Canada, or a municipality or regional district of Ontario, or a First Nation located in Ontario;
- (n) “Past President” means the person who has held the office of President pursuant to Section 9.4 of these bylaws and may become an Advisor to the Board;

- (o) "Registered address" of a Member means his or her address as recorded in the register of Members;
- (p) "Special business" means:
  - i. all business at an Extraordinary General Meeting except the adoption of rules of order and,
  - ii. all business transacted at an annual general meeting except:
    - a. the adoption of rules of order;
    - b. the consideration of the financial statements;
    - c. the report of the Directors;
    - d. the report of the auditor, if any;
    - e. the appointment of the auditor, if required;
    - f. the election of Directors;
    - g. the other business that, under these bylaws, ought to be transacted at an annual general meeting or business which is brought under consideration by the report of the Directors issued with the notice convening the meeting.
- (q) **Term:** Except as otherwise provided by these bylaws, the term of office of a Director is two (2) years, and the Directors shall be selected so that their terms are evenly staggered. If necessary, to ensure that the terms of the Directors are evenly staggered, the Members may elect one (1) or more Directors for a term that is longer or shorter than two (2) years and such term, as extended or shortened, shall be considered as one (1) term for the purposes of this bylaw

- 1.2 Conflicting Definitions:** The definitions in the Ontario *Corporations Act* apply to these bylaws. To the extent that there is any conflict between the definitions in these bylaws and those in the Ontario *Corporations Act*, the definitions in the Ontario *Corporations Act* prevail.
- 1.3 Interpretation:** Reference to the singular includes a reference to the plural and vice-versa, and unless the context requires otherwise, the gender or lack of gender of all words used in these bylaws includes the masculine, feminine and neuter.
- 1.4 Headings:** Headings in these bylaws are inserted for ease of reference only and are not to be used in interpreting these bylaws.

## PART 2 – MEMBERSHIP

- 2.1 Membership:** Membership is open to all interested individuals or organizations that support the objects of the Corporation. Members must apply to become Members at least thirty (30) days before they can vote at a Members meeting or participate in an online (electronic) vote.
- 2.2** There shall be two (2) classes of Membership: Individual and Organization.
  - (a) Individual Members are those who subscribe to membership as individuals and who do not self-identify with any particular Perspective.
  - (b) Organization Members are those as defined in Section 1.1(m) of the Definitions

- 2.3** Any person or entity as defined in Sections 2.1 or 2.2 may be admitted to membership in the Corporation, provided such person or entity has paid any duly established membership dues, the entity has authorized a representative, and the person or entity has been accepted as a new Member by resolution of the Board. Membership is not transferable.
- 2.4 Membership Duties:** Every Member must uphold the Constitution and comply with these bylaws.
- 2.5 Membership Dues:** The amount of the first annual dues must be determined by the Directors. Subsequently, the annual membership dues must be determined ~~at the Annual General Meeting of the Corporation~~ **by the Board**. Upon written notice from the Secretary, dues must be paid by applicants for membership as a condition to being admitted as a Member of the Corporation within thirty (30) days of being admitted to membership or after notice, and subsequently dues, assessments and other fees are to be paid annually by Members as a condition of continuing membership.
- 2.6 Ceasing Membership:** An individual or organization ceases to be a Member of the Corporation:
- (a) by delivering, mailing or emailing a written resignation addressed to the Coordinator at the Corporation's registered address;
  - (b) on his or her death or, in the case of an organization, its dissolution;
  - (c) on being expelled in accordance with the provisions in Section 2.6; or,
  - (d) on being a Member not in good standing for at least **one (1)** month.
- 2.7 Expelling a Member:** A Member may be expelled by the Directors provided that the Member is given written notice of the proposed expulsion accompanied by a brief statement of the reasons for the expulsion. The Member who is the subject of the proposed expulsion shall be given an opportunity to be heard at an *in camera* meeting of the voting Directors before the Directors make their decision to expel. The resignation, expulsion, or suspension of a Member or termination of his membership does not relieve the Member from any obligations that the Member may have to this Corporation in perpetuity.
- 2.8 Member in Good Standing:** All Members are considered to be in good standing except:
- (a) a Member who has failed to pay the current annual membership dues, or any other subscription or debt due and owing by the Member to the Corporation; and,
  - (b) a Member who has failed to comply with the Constitution and these bylaws.

### **PART 3 – MEETINGS OF MEMBERS**

- 3.1 Time and Place:** In accordance with the Ontario *Corporations Act*, general meetings of the Corporation shall be held at the time and place that the Directors decide and for which they have given due notice.
- 3.2 Business to be Conducted:** Annual General Meetings will typically provide a Board report and Financial report (which includes reference to the most recent audit and the name of the auditor). A list of current Directors will be available to Members. Members will be advised of the timing and process for the election of the Directors-at-Large.

- 3.3 Convening:** The Directors may, when they believe it is necessary and have provided due notice, convene an Extraordinary General Meeting of the Members. Members can also request an Extraordinary General Meeting of the Members, provided that **twenty-five percent (25%)** of the Members agree in writing that it is necessary, the procedures outlined in Sections 306 and 307 of the Ontario Corporations Act are followed and the documentation is submitted to the President for transmittal to the Members.
- 3.4 Notice:** Notice of a general or Extraordinary General Meeting, specifying the place, date and hour of such meetings, and general description of the business of the meeting must be provided as per Section 5.
- 3.5 Failure to Provide Notice:** The accidental omission to give notice of a meeting to, or the non-receipt of a notice by, any of the Members entitled to receive notice does not affect the validity of business conducted at that meeting.
- 3.6 Frequency of Annual General Meeting:** An annual general meeting shall be held at least once in every calendar year and not longer than **fifteen (15)** months after the holding of the preceding annual general meeting.
- 3.7 Location:** The annual general meeting of the Corporation shall typically be held in a different location in Ontario every year.
- 3.8 Voting:** If voting is to occur with the general membership, the vote shall be held electronically or in person at the Annual General Meeting. The Board may allow a proxy system to provide written authorization to a person to exercise an absent Member's vote at a general or Extraordinary General Meeting.

#### PART 4 – PROCEEDINGS AT GENERAL MEETINGS

- 4.1 Participation by Organizational Members:** A Member that is an Organization may have **one (1)** vote by its authorized representative, who is entitled to speak and vote and in all other respects exercise the rights of a Member, and that representative must be considered as a Member for all purposes of a meeting of the Corporation.
- 4.2 Quorum:** The quorum for a general meeting is **five percent (5%)** of the current membership, either in their personal presence or in valid proxies held by a representative.
- 4.3 Conducting Business:** No business may be conducted at a general meeting at a time when a quorum is not present, except that the Members may terminate or adjourn the meeting to a specified time and place. Any business that is in progress at a time when the number of Members present falls below the quorum must be suspended until there is a quorum present or until the meeting is reconvened at a specified time and place.
- 4.4 When Quorum is Not Present:** If within **thirty (30)** minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of Members, shall be terminated. In any other case, it shall stand adjourned to a date that falls within the next **thirty (30)** days and the Corporation must give notice of the meeting in the manner required by Section 3.3 of these bylaws, and if, at the adjourned meeting, a quorum is not present within **thirty (30)** minutes from the time appointed for the meeting, the general Members present constitute a quorum.

- 4.5 Meeting Chair:** The President or Vice-President appointed pursuant to Part 9 of these bylaws or, in the absence of both, **one (1)** of the other Directors present shall preside as Chair at a general meeting. If there is no President, Vice-President or other Director present within **thirty (30)** minutes after the time appointed for beginning the meeting, or the President, Vice-President and all the other Directors present are unwilling to act as Chair, then the general Members present shall choose by consensus, **one (1)** of their number to be Chair.
- 4.6 Consensus:** Members at a general meeting must try to decide questions first by consensus, except where a vote is required pursuant to the *Ontario Corporations Act*, or where otherwise specified in these bylaws.
- 4.7 If No Consensus:** If Members cannot achieve consensus concerning a question:
- (a) the Members may, by consensus, choose to put the question to an immediate vote, in which case Section 4.8 applies;
  - (b) if there is not a consensus among the Members to put the question to an immediate vote, it may be necessary to hold a vote on whether to decide by a vote or not;
  - (c) if action is not achieved through a) or b), and someone is present that the Members agree is an acceptable mediator, then this person can attempt to facilitate clarification of the issue and facts which enables the Members to move forward either by consensus or vote; otherwise,
  - (d) the Corporation must, within **four (4)** weeks, retain a mediator who is acceptable to a majority of the Members to attempt to reach a resolution; but if consensus has not been reached at the conclusion of the mediated process or after the expiration of **four (4)** weeks from the date the mediator was retained, whichever is sooner, the question must be put to a vote at a meeting with quorum, and Section 4.8 applies.
- 4.8 Voting:** The following subsections apply to any question which is put to a vote pursuant to Section 4.7
- (a) the Chair of the meeting may move a resolution;
  - (b) a Member in good standing present at the meeting is entitled to **one (1)** vote;
  - (c) voting is by show of hands or by ballot, as directed by the Chair of the meeting; in a virtual meeting voting is by saying “yea” or “nay”;
  - (d) voting by proxy is not permitted, unless authorized for the meeting by the Board;
  - (e) in the case of an equality of votes, the Chair of the meeting does not have a casting or second vote in addition to the vote, if any, to which he may be entitled as a Member, and in such case, the proposed resolution fails; and
  - (f) the proposed resolution passes if it is voted in the affirmative by a majority of votes cast.
- 4.9 Rules of Order:** The general Members may, by resolution, adopt rules of order, but if no such rules of order are adopted, the proceedings of the Members shall be governed by Robert’s Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert’s Rules of Order Newly Revised.

**PART 5 – NOTICES**

- 5.1 **Right to Notice:** The Corporation must give at least **twenty-one (21)** days' notice of an Annual General Meeting to every Member shown on the register of Members on the day notice is given, and to the auditor, unless those Members and the auditor have unanimously waived or reduced the period of notice for that particular meeting in writing. No other person is entitled to receive notice of a general meeting.
- 5.2 **Method of Delivery:** A notice required by these bylaws or by the *Corporations Act* may be given to a Member, Director, or auditor personally, electronically, or by regular mail at the registered address of the Member, Director or auditor, as the case may be.
- 5.3 **Date of Delivery:** A notice sent by regular mail shall be deemed to have been given on the **seventh (7<sup>th</sup>)** day following that on which the notice is posted, and in proving that notice has been given it is sufficient to prove the notice was properly addressed and put in a Canadian post office receptacle with adequate postage affixed. A notice sent electronically and accompanied by a Read Receipt shall be considered delivered within **twenty-four 24** hours providing it has been sent to the e-mail address that the Member provided when registering as a Member or an updated e-mail address as provided to the Corporation's office.

**PART 6 – BOARD OF DIRECTORS**

6.1 **Organizational Membership on Board:** The Board identifies the organizations that it feels best represent each of the perspectives listed in Section 6.6. ~~These organizations are invited to appoint one (1) of its Members. The Board then must accept that nomination.~~ Each organization shall be represented by the individual **nominated by** it appointed by it in writing, **subject to the approval of the Board.** Any such individual duly so appointed from time to time shall exercise and have all the rights and privileges of a Director until his appointment is revoked in writing or has a lapsed membership as stated in Section 2.8.

6.2 **Directors' Qualification:** All Directors must be

- (a) an organizational Member's authorized representatives; or,
  - (b) an individual Member of the Corporation; or
  - (c) **an individual Member invited by the Board to represent a perspective for which no organization or Corporation is identified or available to participate.**
- ~~I think this is where Francine's proposed wording regarding an Indigenous Peoples representative would go although the board may want to change clause 6.6(b) where we use the words First Nations and classify the person under Governing and Corporate owners. Maybe make a whole new category in 6.6 to match this one in 6.2(c)? It probably needs to be clear that we are looking for an IP Perspective on invasive plants rather than a person who is representing all IPs in Ontario~~

The organizational Member must become a Member within **thirty (30)** days after acceptance as a Member. Any person who ceases to be an authorized representative or

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an individual Member of the Corporation also ceases to be a Director. Directors must be 18 years of age or older and must not have an undischarged bankruptcy.

**6.3 Directors' Powers:** The Directors may on occasion authorize expenditures, submit contracts or transactions to the membership for approval, take steps to enable fundraising and appoint agents and engage staff. The Directors may exercise all the powers and do all the acts and things that the Corporation may exercise and do, and which are not by these bylaws or by statute or otherwise lawfully directed or required to be exercised or done by the Corporation in a general meeting, but are subject, nevertheless, to:

- (a) all laws affecting the Corporation;
- (b) these bylaws; and,
- (c) rules, not being inconsistent with these bylaws, which are made from time to time by the Corporation at a general meeting.

**6.4 Directors' Duties:** Every Director is expected to:

- (a) act honestly and in good faith and in the best interests of the Corporation;
- (b) exercise the care, diligence and skill of a reasonably prudent person;
- (c) uphold the Corporation's Constitution and comply with these bylaws;
- (d) review and approve, as appropriate, the annual financial report, annual budget, the audit report (if any) and the report of the Directors;
- (e) ensure that the annual financial statement, audit report (if any) and report of the Directors are placed before the Members at the annual general meeting;
- (f) make reasonable efforts to attend Directors' meetings as convened; and,
- (g) participate actively in the Corporation's business.

**6.5 Classes and Number of Directors:** The Board of Directors consists of **two (2)** classes – Voting Directors and Non-Voting Directors acting in an advisory capacity. The number of Directors shall be a minimum of **ten (10)** and a maximum of **eighteen (18)** Voting Directors or a different number determined from time to time by a special resolution at a general meeting.

**A Voting Director**

- (a) Organization representatives who identify with **one (1)** of the Perspectives listed below in 6.6;
- (b) Directors-at-Large (up to ~~four (4)~~; **five (5)**).

**B Non-voting Director**

The Board may invite the participation of **Director** Advisors at board meetings and general meetings. Advisors are drawn from but not limited to, federal and provincial government employees, [members of Indigenous communities](#), academics and industry specialists. Advisors do not hold a voting position on the Board but may participate freely in discussions and provide an advisory role during Board meetings. Advisors may vote at general meetings.

**6.6 Director's Perspective:** Directors are **nominated by their organization and then, subject to the procedures outlined in Section 6.8 are** appointed by the Board and collectively represent a diversity of skills and perspective such as the following:

- (a) **Private Land Managers** – such as: agriculture, horticulture, ecological restoration, gardeners;



- (b) **Governing & Corporate Owners** – such as: First Nations, municipal, utilities, large corporate landowners;
- (c) **Conservation** – such as: conservation authorities & stewardship groups, naturalists, resources users, trails organizations, academics and researchers;

**6.7 Directors-at-Large:** Directors-at-Large are nominated by the general membership and represent their interests on the Board. Their terms are for **two (2)** years and are renewable. Efforts will be made to have elections for up to **two (2)** new Directors-at-Large every year.

**6.8 Selection of Directors:** An individual becomes a Director through the following process:

**A Director with Perspective**

- (a) the Board requests organizations within key sectors (the Perspectives listed in 6.6) to provide a representative;
- (b) each organization will ~~appoint~~ propose a **Member representative** and submit that individual's name to the Board;

c) The Board may invite a representative (with appropriate qualifications) for a perspective for which no organization or Corporation is identified or available to provide representation

- (c) the individual selected signs, dates and delivers to the Corporation a consent to act as a Director;
- (d) the Corporation's records confirm that the individual or the individual's organization is a Member in good standing; and,
- (e) the qualifications of these individuals are then reviewed and if acceptable, the individuals are approved to be Directors by the existing Board Members.

**B Individual Member**

- (a) an individual is nominated to serve as a Director-at-Large as per Section 6.7;
- (b) current Members of the Executive review the nominee's qualifications and Curriculum Vitae to ensure concordance with the Corporations mandate;
- (c) a ballot is mailed or sent electronically to all individual Members with the notice of the length of the balloting process; and,
- (d) the nominees with the most votes are elected as Directors, according to the number of Director-at-Large positions available.

**6.9 Past President:** In addition to any Directors elected or appointed, the Directors may appoint ~~the Immediate~~ Past President to sit as a **Director Advisor** for a term of **two (2)** years. ~~The Immediate Past President shall have board voting privileges.~~ The Board may re-appoint a Past President as an Advisor without voting privileges for additional terms.

**6.10 Roles of the **Director Advisor:**** ~~Director~~ Advisors are 1) past Presidents of the Corporation or Members of the Corporation who hold policy positions with federal or provincial agencies and who have been selected by their agencies to represent them on matters of interest to the Corporation OR are 2) an individual Member invited by the Board to represent a perspective for which no organization or Corporation is identified or available to participate. ~~Director~~ Advisors provide advice to the Board on matters pertaining to their expertise **and do not have voting privileges.**

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- 6.11 Term:** Except as otherwise provided by these bylaws, the term of office of a Director is two (2) years, ending on March 31 and the Directors shall be selected so that their terms are evenly staggered. If necessary, to ensure that the terms of the Directors are evenly staggered, the Board will follow the provisions as set out in Sections 6.7 and 6.12
- 6.12 Maximum Term:** No person shall be eligible for election as a Director for more than four (4) consecutive terms (eight (8) years). A Director who has served for four (4) consecutive terms will again be eligible in the year following the year in which that Director was not eligible for election.
- 6.13 Vacancy:** If for any reason a vacancy exists among the Directors, the Directors may, for expediency, appoint someone to sit as a Director until the next term is to begin. Vacancies may occur due to, but not limited to: resignation, death, removal under a prescribed process or for a prescribed reason.
- 6.14 Proceedings Not Invalidated:** No act or proceeding of the Directors is invalid only by reason of there being less than the prescribed number of Directors in office.
- 6.15 Remuneration:** No Director of the Corporation shall be paid any remuneration for services rendered to the Corporation, but may be paid reasonable expenses or honorariums for acting as a Director or serving as an officer of the Corporation. Such payments must be done according to existing policy or be approved by the Corporation's Board of Directors.
- 6.16 Conflict of Interest:** In accordance with the Act, any Director of the Corporation with any direct or indirect (perceived or real) personal, financial or other interest in any specific other non-financial matter or contract or purchase order entered into or issued on behalf of the Corporation:
- (a) must not participate in the discussion of the matter;
  - (b) must declare his conflict at the commencement of the meeting;
  - (c) must not participate in any decision or vote in respect of the matter;
  - (d) must not attempt in any way before, during or after the meeting, to influence the decision related to the matter; and,
  - (e) may be asked to leave that portion of the meeting where the matter is being discussed or decided.
- 6.17** The provisions of this Section shall not apply to the reimbursement of a Director in respect of expenses incurred in carrying out the business of the Corporation with the pre-approval of the Corporation.

## PART 7 – PROTECTION OF DIRECTORS

- 7.1 Limitation of Liability:** No Director or Officer of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee, or for any loss, damage, or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the said Corporation, or for the insufficiency or deficiency of any security in or upon which any of the monies of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or negligent act of any person with whom any of the monies, securities, or effects of the Corporation shall be deposited, or for any loss arising by any error of judgement or oversight on his or her part, or for any loss, damage,

or misfortune whatsoever which shall happen in the execution of the duties of his or her office in or in relation thereto unless the same occur by his or her own wilful neglect, default and liability as otherwise prescribed by Applicable Statute or otherwise in accordance with Applicable Law.

- 7.2 Indemnity:** Subject to the Ontario *Corporations Act*, every Director and Officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation, and his or her heirs, executors and administrators and his or her estate shall be indemnified and saved harmless out of the funds of the said Corporation in relation to and against:
- (a) All costs, charges, and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit, legal proceeding, or arbitration, administrative tribunal proceedings, or otherwise that is brought, commenced, or persecuted against him or her in respect of any act, deed, error, or omission, or any matter, or thing whatsoever undertaken by him or her within the context of the execution of the duties of their office provided same are undertaken in good faith, and do not constitute a violation of any applicable law; and,
  - (b) All other costs, charges and expenses that may be sustained or are sustained or incurred in or about or in relation to the affairs of the Corporation except such costs, charges, or expenses which are occasioned by his or her wilful neglect or default or specifically identified by statute to be his or her individual liability.
- 7.3 Validity of Actions:** No act or proceeding of any Director or member of the Board of Directors, or of the Board collectively, shall be deemed invalid or ineffective by reason of the subsequent determination of any irregularity, error, or omission, in regard to any act or proceeding in relation to the Board of Directors, if undertaken in good faith and in the ordinary course of business of the said Corporation.
- 7.4 Insurance:** Subject to the *Ontario Corporations Act*, the Corporation may purchase and maintain such insurance for the benefit of any person entitled to be indemnified by the Corporation pursuant to the provisions herein and the Board may purchase such insurance with appropriate coverage from time to time as the Board of Directors deems appropriate.
- 7.5 Authority:** The Corporation is granted the authority and allowed to enter into any indemnity Agreement with any specific Director or Officer in order to give full force and effect to the terms and provisions in relation to protection and indemnity as specified herein.
- 7.6 Directors Reliance:** Directors may rely upon the accuracy of any statement found in any report prepared by the auditors of the Corporation and shall not be responsible or held liable for any loss or damage arising from any matter in relation to such statement or report, and may prima facie rely upon such information within the context of the conduct of their duties.

## PART 8 – PROCEEDINGS OF BOARD OF DIRECTORS

- 8.1 Conducting Business:** The Directors may meet together at the places they think fit to dispatch business, adjourn and otherwise regulate their meetings and proceedings as they see fit. Meetings will normally be called, chaired and adjourned by the President or other member of the Executive Committee. There will be a minimum of ~~three (3)~~ Board meetings per year, at least ~~one (1)~~ of which is face-to-face.
- 8.2 Meetings Other than in Person:** Where a quorum of Directors consents, a meeting of the Directors may be held by telephone, electronic or other communications facilities that

permit all participants in the meeting to hear each other simultaneously and instantaneously, and a Director who participates in the meeting by those means shall be counted as present at that meeting.

- 8.3 Quorum:** The Directors may, from time to time, set the quorum necessary to conduct business and, unless set, the quorum is at least **five (5)** of the Directors then in office. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of Directors.
- 8.4 Chairing Meetings:** The President of the Corporation will chair all meetings of the Directors, but if at a meeting the President is not present within **thirty (30)** minutes after the time appointed for beginning the meeting, the Vice-President shall act as Chair. If neither the President nor Vice-President is present, the Directors present may choose **one (1)** of their number to be acting Chair at that meeting.
- 8.5 Consensus:** Subject to the *Ontario Corporations Act* and these bylaws, questions arising at a meeting of the Directors shall be decided by consensus.
- 8.7 Voting:** The following subsections apply to any question which is put to a vote:
- (a) the Chair of the meeting may move a resolution;
  - (b) a voting Director present at the meeting is entitled to **one (1)** vote;
  - (c) the Chair of the meeting will always vote last;
  - (d) voting is by show of hands or by ballot, as directed by the Chair of the meeting;
  - (e) voting by proxy is not permitted;
  - (f) in the case of an equality of votes, the Chair of the meeting does not have a casting or second vote in addition to the vote, if any, to which he may be entitled as a Director, and in such case, the proposed resolution fails; and
  - (g) the proposed resolution passes if it is voted in the affirmative by a majority of votes cast.
- 8.7 Rules of Order:** The Directors may, by resolution, adopt rules of order, but if no such rules of order are adopted, the proceedings of the Directors shall be governed by Robert's Rules of Order Newly Revised or, if the procedure adopted by resolution does not cover any point of order, such point of order shall be determined according to Robert's Rules of Order Newly Revised.
- 8.8 Written Resolutions:** A resolution in writing, signed by a majority of the Directors and placed with the minutes of the Directors, is as valid and effective as if regularly passed at a meeting of Directors.
- 8.9 Closed Meetings:** The Board of Directors may, by resolution, close a meeting or part of a meeting to anyone who is not a member of the Board of Directors if the subject matter to be considered is:
- (a) the security of the property of the Corporation;
  - (b) personal matters about an identifiable individual;
  - (c) litigation or potential litigation affecting the Corporation, members of the Board of the Corporation, or properties, including matters before administrative tribunals; or,
  - (d) the receiving of advice that is subject to solicitor-client privilege including communications necessary for that purpose;
  - (e) the resolution to close a meeting or part of a meeting to the Members shall state:
    - i. the fact of the holding of the closed meeting; and,

- ii. the general nature of the matter to be considered at the closed meeting.

## **PART 9 – EXECUTIVE COMMITTEE**

- 9.1 Number of Executive Members:** The Board of Directors shall elect a minimum of **three (3)** Directors as Executive Committee members (or Officers), who shall be the President, Vice-President, Secretary, Treasurer or Secretary/Treasurer. The Directors may appoint Directors as deputies to these Executive Committee members, who are also deemed to be Officers. Members of the Executive Committee may be drawn from the Board of Directors. The Executive Committee are voting members of the Board. Employees of the federal and provincial governments that are responsible for invasive plant species policy and program development are not eligible for an Executive Committee position since they are not permitted to hold a voting position on the Board. The Executive Committee may make an exception to this policy to accommodate a government employee that is not in a key decision-making role relative to invasive plant species policy and program development.
- 9.2 Officers' Terms:** The Officers under Section 9.1 are appointed for a term of **two (2)** years. An individual may be an Officer in the same position for up to **two (2)** consecutive terms or **four (4)** consecutive years. An individual can take on a different position in the Executive for up to another **two (2)** consecutive terms (**four (4)** years).
- 9.3 Duties of the Executive Committee:**
- (a) provide input into the effectiveness of external hires;
  - (b) call special meetings when needed;
  - (c) report to stakeholders and Members as required;
  - (d) report to the general membership regarding the activities of the Board, committees and staff;
  - (e) hiring and replacement of staff and establishment of salaries (in consultation with other Board members);
  - (a) **one (1)** member of the Board, normally the President, will have the primary responsibility for the supervision of the Corporation's staff; and,
  - (b) conduct performance reviews, arrange for the annual general meetings of the Corporation and such other duties and powers delegated by the Board in accordance with these by-laws and the Act.
- 9.4 President's Duties:** The President shall:
- (a) preside at all meetings of the Members and all meetings of the Directors;
  - (b) supervise the staff members in the execution of their duties;
  - (c) perform such other duties as may be assigned by the Directors from time to time;
  - (d) provide direction to the Corporation's senior administrator on behalf of the Directors;
  - (e) represent the Corporation to the Corporation's membership and members of the public;
  - (f) report at the annual conference on the activities of the Corporation during the preceding year;
  - (g) plan with the Board of Directors and the staff the work of the Corporation;

- (h) liaise with various organizations and agencies;
- (i) manage the performance of the Corporation, its committees and members; and,
- (j) guide the Corporation by proposing new activities.

**9.5 Vice-President's Duties:** The Vice-President shall carry out the duties of the President during the absence of the President. In addition, the Vice-President shall:

- (a) perform such other duties as may be assigned by the Directors from time to time;
- (b) represent the Corporation to the Corporation's membership and members of the public;
- (c) assist the President in his duties;
- (d) participate in executive decision-making; and,
- (e) assist with hiring and employee supervision.

**9.6 Secretary/Treasurer:** The offices of the Secretary and Treasurer may be held by one (1) person who is to be known as the Secretary/Treasurer. The person(s) in this position has no absolute power over the way in which financial resources are used (these decisions are taken by the Board of Directors as a whole)

**9.7 Secretary's Duties:** The Secretary shall ensure that:

- (a) notices of all meetings of the Members and of the Directors are issued;
- (b) minutes of all meetings of the Members and of the Directors are kept; and,
- (c) the registration of Members and other documents are maintained as required by the Ontario *Corporations Act*.

**9.8 Treasurer's Duties:** The Treasurer shall:

- (a) ensure that the Corporations' financial records, including books of account, are maintained in a manner that complies with the *Corporations Act* and any guidelines provided by the Canada Revenue Agency;
- (b) ensure that financial statements are provided to the Directors, Members and others when required;
- (c) ensure that the Corporation complies with all provincial and federal laws with respect to corporations;
- (d) ensure that the annual financial statements, audit report (if any) and report of the Directors are prepared as required;
- (e) assist the Coordinator with the establishment of the annual budget for approval by the Board;
- (f) be aware of the Corporation's general accounting and banking practices;
- (g) liaise with the financial officer of the Corporation business office;
- (h) monitor the Corporation's financial resources and maintain a dialogue with the Corporation's staff to maintain awareness of financial commitments and plans;
- (i) prepare financial updates for the Executive Committee and for the Board of Directors;
- (j) advise on the best use of the Corporation's financial resources for maximum advantage;
- (k) contribute to and review funding proposals and contracts, paying particular attention to the budget and financial content;

(l) assist with the preparation of an annual budget report that is to be prepared after the end of the fiscal year for delivery at the annual general meeting; and seek Executive Committee approval (which may also involve approval by the Board) for non-routine expenditures.

**9.9 Past President:** The Past President, upon the end of his term as a voting Director, may be appointed by the Board of Directors, as an Advisor. This will allow for the provision of advice, continuity of information transfer and decision-making.

**9.10 Removal of an Executive Committee Member:** The Directors may remove, by resolution, an officer from the Executive Committee before the expiration of his term of office, and may appoint a successor to complete the term of office. The Officer shall be given notice of the proposed action and given an opportunity to appear before and speak to the Board in a closed meeting pursuant to Section 8.9

## **PART 10 – COMMITTEES**

**10.1 Establishing Committees:** Committees are developed based on the needs of the Corporation, as determined by resolution of the Board of Directors.

**10.2 Committee's Duty to Report:** In undertaking any action, a committee shall conform to any rules imposed on it by the Directors, and shall report every decision and action the committee undertakes to the earliest meeting of the Directors that is held after the decision or action has been taken.

**10.3 Committee Meetings:** A committee may meet and adjourn as it deems appropriate.

**10.4 Consensus:** Subject to the Ontario *Corporations Act* and these bylaws, questions arising at a meeting of any committee established by the Directors shall be decided by consensus. If the committee members cannot reach consensus, the question shall be referred to a meeting of the Directors for a decision.

## **PART 11 – SIGNING AUTHORITY**

**11.1 Signing Authority:** All instruments, agreements, contracts or other documents shall be executed by any ~~two~~ (2) of the President, Vice-President, Secretary, Treasurer, Secretary/Treasurer, the Corporation's Program Coordinator, or such persons as may be prescribed from time to time by resolution of the Directors. At least ~~one~~ (1) member of the Executive (President, Vice-President, Secretary, Treasurer or Secretary/Treasurer) must review and approve all legally binding agreements.

## **PART 12 – BORROWING**

**12.1 Power to Borrow:** In order to carry out the purposes of the Corporation, the Directors may, by consensus or upon a majority vote, on behalf of and in the name of the Corporation, borrow or raise and secure the payment or repayment of money in the manner they decide. Borrowing shall be arranged by the Executive Committee at the specific direction of the Board of Directors.

- 12.2 Debentures:** A debenture must not be issued without the authorization of a special resolution of the Directors.

### **PART 13 – AUDITING/FINANCIAL RECORDS**

- 13.1 Annual Statement:** At the Annual General Meeting of the Corporation, an audited statement of the Corporation's finances, including a statement of Assets and Liabilities and of Profit and Loss, shall be submitted to the Members. The auditor (or a member of the Executive on the auditor's behalf) shall report upon the balance sheet and accounts and in every such report shall state whether, in the auditor's opinion, it is a full and fair balance sheet and properly drawn up so as to exhibit a true and correct view of the state of the Corporation's financial affairs.
- 13.2 Auditor How Appointed:** The Executive shall recommend the appointment of an auditor to the Members at the Annual General Meeting of Members of the Corporation. The auditor shall then be appointed by resolution/motion at that meeting and shall remain as auditor until the next annual general meeting after being appointed, or until his successor is appointed, unless removed by resolution/motion in a general meeting of Members in accordance with the Act. For a casual vacancy, an auditor may be appointed by the Board of Directors.
- 13.3 Remuneration:** The remuneration of the auditor shall be approved by the Board of Directors.
- 13.4 Auditor's Duty:** The auditor shall be supplied with a copy of the balance sheet and it shall be the auditor's duty to examine the same with the accounts and vouchers relating thereto.
- 13.5 Auditor To Have Access To Books:** A list shall be delivered to the auditor of all books kept by the Corporation and shall at all reasonable times have access to the books and accounts of the Corporation.
- 13.6 Right To Be Informed:** An auditor shall be promptly informed in writing of appointment or removal.
- 13.7 No Conflict:** No Director, Officer or employee of the Corporation shall be auditor.
- 13.8 Meetings:** The auditor may attend annual general meetings.
- 13.9 Member Access to Financial Records:** Each Member shall be given insight into the financial affairs of the Corporation through its annual report, which is made available electronically and is also given to all Members who attend the annual general meeting.
- 13.10 The Financial Year End** of the Corporation shall be March 31 or on such other date as the Directors may from time to time by resolution determine.

### **PART 14 – HEAD OFFICE**

- 14.1 Location:** The head office of the Corporation shall be in the Province of Ontario, in the city of Peterborough or at such place within a municipality in Ontario as the Directors may from time to time by special resolution fix.

### **PART 15 – BYLAWS**



[11\\_revisions-19-April-2017](#)

**15.1 Copies:** Each Member is entitled access to, and the Corporation shall provide without charge, a copy of the Corporation's Constitution and bylaws. The bylaws shall be posted on the Corporations' website

**15.2 Amendment:** Neither these bylaws nor the Corporation's Constitution shall be altered except by a special resolution of the Board of Directors which is adopted at the annual general meeting or an Extraordinary General Meeting of Members called for the purpose of adopting a new/updated Constitution/bylaws.

Enacted this ~~11th~~ day of ~~October~~, 2017.

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\_\_\_\_\_  
President

\_\_\_\_\_  
Secretary

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