

## **BIRD STUDIES CANADA / ÉTUDES D'OISEAUX CANADA**

1. The objects of the Corporation are:

1.1 to support and promote in Canada and elsewhere the study of wild bird populations and habitats and other aspects of natural history;

1.2 to conduct and promote the study of wild birds and other aspects of natural history at Long Point, Ontario by the Long Point Bird Observatory;

1.3 to promote in Canada and elsewhere the effectiveness of other bird observatories by assisting in the establishment of programs and activities thereat modelled on the Long Point Bird Observatory;

1.4 to engage in monitoring, research and other complimentary and supportive charitable activities directed towards the conservation of wild birds and their habitats;

1.5 to publish the results of scientific studies arising from and to educate and inform the general public in regard to the above activities.

2. For the above objects, and as ancillary and incidental thereto, to exercise any of the powers as prescribed in the Corporations Act, or by any other statutes or laws from time to time applicable, except where any such power is contrary to the statutes or common law relating to charities, and in particular and without limiting the generality of the foregoing:

2.1 to train volunteers in bird studies and to involve them in programs as much as possible;

2.2 to contract with, enter into financial arrangements with, obtain financial and other assistance from, and provide financial and other assistance to, governments, governmental bodies, universities and other entities and persons;

2.3 to maintain and promote high scientific and professional standards;

2.4 to invest and reinvest the funds of, or controlled by, the Corporation, in such manner as determined by the directors, subject to the provisions of the by-laws of the Corporation, and in making such investments the directors shall not be limited to investments authorized by law for trustees, provided such investments are reasonable, prudent and sagacious under the circumstances and do not constitute, either directly or indirectly, a conflict of interest, provided that so long as the investment provisions of the Trustee Act are in force as the same exist at the date these Supplementary Letters Patent become effective (Date), all monies and investments received by the Corporation before or after the Date pursuant to any will, deed or other instrument dated and in effect before the Date, shall be subject to such investment provisions;

2.5 to solicit and receive monies and real and personal property by way of donations, bequests, legacies and grants and to enter into agreements, contracts and undertakings incidental thereto, provided that real property and any interest therein shall be held only so long as necessary for the actual use and occupation of the Corporation or for carrying on its charitable undertaking and when no longer necessary shall be sold, disposed of and conveyed so long as such requirements are set out in the Charities Accounting Act.

3. The directors may be elected for terms of more than one year and may be elected and may retire in rotation as set out in the by-laws of the Corporation from time to time, provided that no director shall be elected for a term of more than five years and at least three directors shall retire from office each year.

4. Meetings of members may be held in Ontario and may be held in the rest of Canada within or in proximity to any urban area which can be reached by scheduled airline service.

5. The Corporation shall be carried on without purpose of gain for its members and any profits or other accretions to the Corporation shall be used in promoting its objects.

6. The Corporation shall be subject to the Charities Accounting Act and the Charitable Gifts Act.
7. The directors shall serve as such without remuneration and no director will directly or indirectly receive any profit from such position, provided that directors may be paid reasonable expenses incurred by them in the performance of their duties.
8. The borrowing power of the Corporation pursuant to any by-law passed and confirmed in accordance with section 59 of the Corporations Act shall be limited to borrowing money for current operating expenses, provided that such power shall not be so limited if it borrows on the security of real or personal property.
9. Upon the dissolution of the Corporation and after payment of all debt and liabilities, its remaining property shall be distributed or disposed of to charitable organisations which carry on similar work in Canada.
10. If it is made to appear to the satisfaction of the Minister, upon the report of the Public Guardian and Trustee, that the Corporation has failed to comply with any provision of the Charities Accounting Act or the Charitable Gifts Act, the Minister may authorize an inquiry for the purpose of determining whether there is sufficient evidence for the Lieutenant Governor to make an Order under subsection 317(1) of the Corporations Act cancelling the Letters Patent of the Corporation and declaring it dissolved.

## **BY-LAW NUMBER 1**

A by-law relating generally to the conduct of the affairs of Bird Studies Canada/Études d'Oiseaux Canada, a non-share capital corporation incorporated under the Corporations Act of Ontario.

### **1. Preamble**

This by-law is intended to be the constitution of the Corporation. It replaces all previous by-laws of the Corporation and all like enactments and resolutions which are hereby repealed except for any by-law previously enacted for the purpose of empowering the Board to borrow and any enactment or resolution referred to in this by-law, and provided that such repeal shall not in any way impair the validity of any act, resolution or thing done pursuant to any such repealed instrument.

### **2. Interpretation and General**

2.1 In this by-law and all other by-laws of the Corporation, unless otherwise specified or the context otherwise requires:

2.1.1 "Act" means the Corporations Act, R.S.O. 1990, Chap. C.38 as the same may be amended from time to time and any statute enacted in substitution therefor and includes any regulation made under any act as aforesaid.

2.1.2 "Board" means the board of directors of the Corporation from time to time.

2.1.3 "Corporation" means Bird Studies Canada - Études d'Oiseaux Canada, a non-share capital corporation.

2.1.4 "Executive Committee" means the executive committee of the Corporation appointed by the Board from time to time.

2.1.5 "Long Point Bird Observatory" means the buildings, improvements, appurtenant lands and personal property from time to time on the Long Point peninsula and otherwise as determined by the Board, and the activities and research thereat, all as generally known and described as Long Point Bird Observatory.

2.1.6 “Member” means a member of the Corporation elected, appointed, or confirmed in accordance with this by-law.

2.1.7 “person” shall include a corporation or association.

2.1.8 “Special Resolution” means a resolution passed by the Board, notice of which was given to the directors with notice of such meeting, and confirmed by a vote of not less than two-thirds of the Members at a meeting of Members notice of which was given to the Members with notice of the meeting.

2.1.9 “this by-law” means this by-law and any by-law amending or replacing the same.

## 2.2 Headings

The headings used in the by-laws of the Corporation are inserted for convenience of reference only and are not to be considered in construing the provisions of such by-laws.

## 2.3 Gender, etc.

Words importing the singular number include the plural and vice versa, and words importing a gender shall include the other genders.

## 2.4 Quorum

Save in regard to meetings of the Members and the Board, the quorum for any meeting shall be a majority of the members thereof entitled to vote.

## 2.5 Voting

Save as otherwise set out in this by-law:

2.5.1 questions shall be decided by a majority of votes cast;

2.5.2 the chair of a meeting is entitled to vote only in the event of a tie unless otherwise decided at the meeting or as set out in a resolution in regard thereto;

2.5.3 voting shall be by a show of hands unless otherwise decided by the chair of the meeting or unless a majority of those present entitled to vote (which at a meeting of the Members includes those voting by proxy) otherwise request in which event the vote shall be by secret ballot, and the chair in the sole discretion thereof shall decide how such secret ballot vote shall be held including the identity of the person or persons counting the ballots and whether the number of votes for and against a question or for nominees will be made public.

## 2.6 Notices

Any notice required or permitted to be given under this by-law or any other by-law of the Corporation shall be governed by the following:

2.6.1 the length of notice required and the requirement that the notice be in writing may both be waived if all those entitled to notice are either present at the meeting or have waived notice either before or after the meeting. Such waiver in the case of a meeting of the Board or Executive Committee shall be in writing;

2.6.2 in computing the date when notice must be given the date of the giving of the notice is included and the date of the meeting or other event in regard to which notice is given is excluded;

2.6.3 subject to section 2.6.1 a notice shall be in writing;

2.6.4 notice may be given by personal service, delivery (which includes delivery by courier), mailing by prepaid post, by fax (facsimile transmission) and by any other electronic means that the Board may by resolution determine;

2.6.5 personal service shall be delivery to the person personally. Delivery or mailing shall be to the last known address of the person as shown in the books or records of the Corporation. A fax shall be to the fax number of the person or to the business fax of the person as shown in the books or records of the Corporation. Other electronic communication shall be to the electronic designation of such person as shown in the books or records of the Corporation;

2.6.6 notice shall be deemed to be given on:

2.6.6.1 the day of personal service;

2.6.6.2 the third business day after the date of mailing;

2.6.6.3 the day of delivery or faxing or by any other electronic means if such day is a business day and otherwise on the next business day after the date aforesaid;

2.6.7 "business day" shall mean any week day excluding statutory holidays;

2.6.8 a certificate of an officer or senior employee of the Corporation as to the date of personal service, mailing, faxing or other transmission shall be conclusive evidence thereof and binding on the recipient or intended recipient.

## 2.7 Omission or Error in Notice

The accidental omission to give notice of any meeting of the Board or Members or the non-receipt of any notice by a director or Member or the auditor, or any error in any notice not affecting its substance does not invalidate any resolution or by-law passed or any proceedings taken at the meeting.

## 3. **Head Office**

The head office of the Corporation shall be within the Regional Municipality of Haldimand-Norfolk (subject to change to another municipality in Ontario by Special Resolution) and at such place in the municipality as the Board may by resolution determine from time to time.

## 4. **Seal**

The seal which is impressed in the margin hereof shall be the corporate seal of the Corporation.

## 5. **Board**

### 5.1 Powers

The Board shall manage the affairs of the Corporation and may exercise all such powers and do all such acts and things as may be exercised or done by the Corporation that are not by the by-laws, any Special Resolution or the Act directed or required to be done in some other manner. In particular, the Board shall continue the operation and management of the Long Point Bird Observatory.

## 5.2 Qualifications

A director shall be at least eighteen (18) years of age. No undischarged bankrupt shall be a director and a director shall cease to be a director on becoming a bankrupt.

## 5.3 Number

The Board shall be composed of fifteen (15) directors, together with the immediate past Chair as an ex officio member, subject to any change made pursuant to a Special Resolution.

## 5.4 Quorum

The quorum for the transaction of business shall be the smallest whole number that is at least two-fifths of the number of directors.

## 5.5 Term

The term of a director shall be three years, provided that the Board (or by delegation from the Board, the Chair) shall endeavour to arrange for the terms of about one-third of the elected directors to terminate each year and to effect this the term of a director may be less than (but not more than) three years. The term of a director shall terminate at the annual meeting of Members held in the year in which the term of the director terminates or absent such meeting until the successor of the director is appointed. A director may not serve for more than six consecutive years but shall be eligible for re-election after the expiration of eleven months from the date of retirement of such director; provided that the period of vacancy filled under section 5.6 shall not be included for the purpose of calculating the initial full term of the director or the six year period aforesaid; provided further that the term as director of the Chair shall not expire until the Chair ceases to hold such office and the office of immediate past Chair.

## 5.6 Vacancies

So long as there is a quorum, the directors may fill a vacancy on the Board for the balance of the term of a director who has ceased to be a director. If there is no quorum, a meeting of the Members shall be called to fill any vacancy on the Board.

## 5.7 Meetings

5.7.1 Meetings of the Board may be held at any place within Canada as designated in the notice of meeting. Meetings may be called by the Chair or a Vice Chair or any five directors. The Board shall meet as soon as possible after the annual meeting of the Members to appoint officers, to appoint committees and to transact any other business.

5.7.2 When and if permitted by law, if all directors present at or participating in a meeting consent, the meeting may be held by means of such telephone, electronic or other communications facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a director participating in such meeting by such means is deemed to be present at that meeting subject as aforesaid.

## 5.8 Notice of Meetings

There shall be at least ten (10) days notice of meetings of the Board. The Board may decide on the time and place for meetings in each year, in which event notice as aforesaid is not necessary.

## 5.9 Removal of Directors

The Members may, by resolution passed by at least two-thirds of the votes cast at a meeting of Members in respect of which the notice of the meeting specifies the intention to pass the resolution and such notice has been sent to the director who has had the opportunity to address the meeting, remove such director and may, by a majority vote at the meeting elect any person in place of such director so removed for the remainder of the term of the removed director.

#### 5.10 Election of Directors

Not less than sixty (60) days before the date of the annual meeting of Members, notice shall be sent to the Members (which notice can be with or contained in a newsletter or other publication of the Corporation) setting out the date of the annual meeting, the number of vacancies to be filled, the nominees of the Board, with biographies thereof, and the wording of section 5.2 and advising that any additional nominations must be in writing, signed by the nominee and not less than three Members entitled to vote and received at the head office of the Corporation together with a short biography of the nominee not later than forty (40) days before the date of the annual meeting. If the number of nominees does not exceed the number of vacancies on the Board such nominees shall be announced as elected at the annual meeting. If the number of nominees exceeds the number of vacancies there shall be forwarded to the Members with the twenty (20) day notice of the annual meeting a list of all nominees and a biography of each, if available, and a form of proxy. The Members shall vote at the annual meeting in person or by proxy for a number of nominees not exceeding the number of vacancies. If there remain vacancies at the conclusion of the annual meeting the same may be filled by the Board subsequently, pursuant to section 5.6.

### **6. Executive Committee**

Whenever the Board consists of more than six directors, it may appoint from its members an Executive Committee consisting of not less than three directors which shall include the Chair, Vice Chair (or the first Vice Chair if there is more than one) and the immediate past Chair. Meetings may be held anywhere within Canada and shall be called by the Chair or the Vice Chair. Five days notice shall be given. A quorum shall be the majority of members. Minutes shall be kept and provided to the Board as promptly as possible. The Executive Committee shall serve until the annual meeting of Members.

#### 6.1 Powers

The Executive Committee shall have all the powers of the Board save for:

- 6.1.1 any power which the Board by resolution limits or excepts;
- 6.1.2 the initiation of any Special Resolution;
- 6.1.3 removal of an officer of the Corporation who is also a director;
- 6.1.4 changing or terminating any standing committees or the terms of reference thereof;
- 6.1.5 passing any resolutions pursuant to section 7.4.

6.2 Save for the above exceptions, during any period when an Executive Committee is established, any reference in this by-law to any right, power, duty or obligation of the Board shall be deemed to include the Executive Committee.

### **7. Committees**

7.1 The Board may from time to time establish standing or ad hoc committees as it may deem desirable or required to carry out the activities of the Corporation.

7.2 Membership in committees need not be limited to directors and employees of the Corporation. The Chair may be an ex officio member of any committee as determined by the Chair.

7.3 In addition to any committee established pursuant to section 7.1, until terminated by Special Resolution the following shall be committees of the Corporation:

7.3.1 the James L. Baillie Memorial Fund for Bird Research and Preservation, the purpose of which is to support Canadian ornithology and preservation of birds in Canada, primarily by providing grants for studies of birds in their natural environment, projects which contribute to bird preservation, and projects which disseminate knowledge of birds;

7.3.2 the Long Point Bird Observatory Committee, the purpose of which is to advise the Board on the development, conduct, and evaluation of the programs, operations and other activities of the Long Point Bird Observatory;

7.3.3 the National Council, the purpose of which is to advise the Board and further the objectives of the Corporation in the development, conduct and evaluation of monitoring and research programs and other activities in Canada and elsewhere;

7.3.4 the Endowment Fund Committee, the purpose of which is to assist the Board in obtaining and preserving endowment funds in such accounts of the Corporation as desirable.

7.4 The composition of, and the rules and regulations governing the operation and purpose of the committees under section 7.3 and any endowment fund of the Corporation shall be as the Board determines by resolution from time to time provided that any such resolution and any enactment, amendment or repeal thereof shall require approval by a majority vote of the directors then in office and at least ten (10) days notice of such resolution being provided to the directors unless such notice is waived in accordance with this by-law.

## 8. Officers

The officers of the Corporation shall be the Chair, Vice Chair or if the Board determines, more than one Vice Chair in which event the Vice Chairs shall be designated first Vice Chair, second Vice Chair and so on, the immediate past Chair, Secretary, Treasurer, or in lieu thereof a Secretary-Treasurer, and such other officers as the Board may determine from time to time. The Chair, any Vice Chair and immediate past Chair shall be directors.

### 8.1 Appointment and Term

Each officer (save for the immediate past Chair) shall be appointed by the Board at the Board meeting next after the annual meeting of Members for a term of one year or until the Board meeting after the next annual meeting of Members or until the appointment of a successor if not appointed at such meeting, provided that the Chair may not serve for more than three consecutive years but shall be eligible for re-appointment after a period of eleven (11) months after the date of retirement as Chair.

### 8.2 Removal of Officer by Board

The Board may remove any officer at will by a vote of not less than a majority of the directors in office at the time of the vote.

### 8.3 Chair

The Chair, when available, shall preside at all meetings of the Board, Executive Committee and the Members, supervise the affairs and operations of the Corporation, sign all documents requiring the signature of the Chair and

have such other duties incident to the office or as prescribed by the Board.

#### 8.4 Vice Chair

The Vice Chair, or if more than one Vice Chair in order of seniority, shall perform all the duties of the Chair when the Chair is not available and have such other duties incident to the office or as prescribed by the Board. If there is more than one Vice Chair the Board shall designate the order of seniority and each shall be designated as first Vice Chair, second Vice Chair and so on.

#### 8.5 Secretary

The Secretary shall be responsible for the keeping of the minute books and books of record and all Corporation documents, correspondence and the seal, and shall have such other duties incident to the office or as prescribed by the Board.

#### 8.6 Treasurer

The Treasurer shall be responsible for the keeping of full and accurate account of all receipts and disbursements of the Corporation in proper books of account, and the deposit of all monies and other valuables in the name and to the credit of the Corporation in such financial institution or institutions as may from time to time be designated by the Board. When required, the Treasurer shall render to the Board an account of the Treasurer's transactions and the financial position of the Corporation and shall have such other duties incident to the office or as prescribed by the Board.

### **9. Employees**

The chief executive officer of the Corporation shall be called the Executive Director subject to change by the Board from time to time. The Executive Director shall report to the Chair and to the Board and shall be responsible for the other employees of the Corporation. The Executive Director shall, when possible and unless otherwise directed by the Chair, attend all meetings of the Board, Executive Committee and Members, and such other committees as may be directed by the Chair or the Board from time to time.

### **10. Members**

#### 10.1 Identification and Types of Members and Rights Thereof

Directors shall be Members by virtue of their office but shall nevertheless be obliged to pay member fees. Other Members shall be accepted pursuant to the direction of the Board from time to time. Members shall be persons who support the aims and objectives of the Corporation and pay such fees or dues as the Board may in its discretion determine from time to time. Voting Members shall each be entitled to one vote only. A Member in arrears in the payment of fees or dues shall not be entitled to vote. The Board may designate classes of membership and supporters from time to time and may accept corporations and associations, any or all with or without the right to vote. Memberships are not transferable. Any Member entitled to vote shall be not less than twelve (12) years of age.

#### 10.2 Revocation of Membership

A membership may be revoked by a resolution passed by at least two-thirds of the votes cast at a meeting of Members or by at least two-thirds of the votes cast at a meeting of the Board of which in each case the notice of the meeting specifies the intention to pass such resolution and has been sent to the Member in question and such Member has had the opportunity to address the meeting of Members or the meeting of the Board as the case may be. Membership may also be revoked for non payment of fees or dues in accordance with a resolution of the Board from time to time.

### 10.3 Notice of Members Meetings

Notice of the time, place and date of meetings of Members and the general nature of the business to be transacted shall be given at least twenty (20) days, or if called at the request of Members under section 10.4 at least ten (10) days, before the date of the meeting to each Member and in the case of the annual meeting to the auditor of the Corporation.

### 10.4 Calling of Members Meetings

Meetings shall be called by the Board or the Chair. Meetings shall also be called if not less than one-tenth of the Members request in writing that a meeting be called and such request states the general nature of the business to be presented at the meeting, such business being connected with the affairs of the Corporation, and such Members each sign the request and the same is deposited at the head office of the Corporation. If the directors do not call and hold such meeting within twenty-one (21) days of the request being deposited at the head office of the Corporation, any of the Members requesting such meeting may call such meeting which shall be held within sixty (60) days of the deposit of such request at the head office.

### 10.5 Location of Members Meetings

Meetings may be held anywhere in Ontario and anywhere else in Canada as provided for in any Supplementary Letters Patent of the Corporation.

### 10.6 Annual Members Meeting

The annual meeting shall be held each year and the agenda shall include:

- 10.6.1 the approval of the minutes of the last annual meeting of Members;
- 10.6.2 the report of the Chair;
- 10.6.3 in the discretion of the Chair, the report of the Executive Director;
- 10.6.4 the report of the Treasurer and the presentation for approval of the financial statements and auditor's report;
- 10.6.5 the appointment of the auditor and the fixing of the remuneration of the auditor, or the authorization of the Board to fix the same;
- 10.6.6 such other business as may properly be brought before the meeting.

### 10.7 Quorum

A quorum shall consist of twenty-five (25) Members present in person.

### 10.8 Proxy

Votes at meetings of Members may be given by proxy which is in writing and executed by such Member or if the Member is a corporation or association by an officer thereof duly authorized. A person appointed by proxy need not be a Member. A proxy may be general or limited. Subject to the Act, a proxy may be in the following form:

"The undersigned Member of Bird Studies Canada hereby appoints \_\_\_\_\_ or failing such person \_\_\_\_\_ as a proxy of the undersigned to attend and act at the \_\_\_\_\_ meeting of Members to be held on the \_\_\_ day of (month), (year)

and at any adjournment or adjournments thereof in the same manner, to the same extent and with the same powers as if the undersigned was present (if the proxy is limited insert the limitations here).

Dated the \_\_ day of (month), (year) \_\_\_\_\_ Signature of Member”

The original of the proxy, duly executed, must be received at the head office of the Corporation at least twenty-four (24) hours before the day of the meeting or by the chair of the meeting prior to the commencement of the meeting.

#### 10.9 Adjournments

Any meeting of Members may be adjourned at any time and from time to time, and any business may be transacted at any adjourned meeting that might have been transacted at the original meeting. No notice is required of any adjourned meeting.

#### **11. Financial Year**

Subject to any resolution enacted by the Board otherwise from time to time, the financial year of the Corporation shall terminate on March 31 in each year.

#### **12. Remuneration of Directors, Officers and Members**

The business of the Corporation shall be carried on without purpose of gain for its Members and any profits or other accretions to the Corporation shall be used in promoting and furthering its objects and activities. A director shall serve as such and in any capacity as officer without remuneration, and no director shall directly or indirectly receive any profit from the position of director or officer, provided that a director may be paid reasonable expenses incurred in the performance of the duties of a director or officer. Without in any way affecting the power of the Board to require that an employee of the Corporation not be a Member, director or officer of the Corporation, the fact that an employee is a Member, director or officer of the Corporation shall not disqualify such person from receiving remuneration as an employee subject to any law or statute in this regard.

#### **13. Borrowing**

13.1 The Board may from time to time:

13.1.1 borrow money on the credit of the Corporation;

13.1.2 issue, sell or pledge securities of the Corporation;

13.1.3 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 or other debt or any other obligation or liability of the Corporation.

13.2 The Board may from time to time authorize any director, officer or employee to make arrangements in respect of borrowings aforesaid and as to the terms and conditions of the loan and the security to be provided with power to vary or modify such arrangements, terms and conditions and to give additional security as the Board may authorize and generally to manage, transact and settle the borrowing of money by the Corporation.

#### **14. Banking Arrangements**

The Board by resolution may designate as the Corporation's banker or bankers one or more bank, trust company or other corporation carrying on a banking business and the officers, employees and others authorized to transact such business or any part thereof, including the power to:

14.1 operate the Corporation's account or accounts;

14.2 make, sign, draw, accept, endorse, negotiate, lodge, deposit or transfer cheques, promissory notes, drafts, acceptances, bills of exchange and orders for payment of money;

14.3 execute any arrangement relating to any banking business with the Corporation's banker or bankers;

14.4 authorize any officer or employee of such banker to do any act on the Corporation's behalf to facilitate the banking business.

### **15. Custody of Securities**

Securities of the Corporation shall be deposited for safe keeping with the Corporation's banker or bankers or with such other institution, financial or otherwise, as determined by the Board, and the withdrawal thereof shall be as authorized by the Board.

### **16. Execution of Documents**

Documents requiring execution by the Corporation may be signed by the Chair or a Vice Chair and by the Executive Director or the Secretary or the Treasurer or a director and all documents so signed are binding upon the Corporation without any further authorization or formality. The Board may from time to time appoint one or more director, officer or employee on behalf of the Corporation either to sign documents generally or to sign specific documents. The corporate seal of the Corporation shall, when required, be affixed to documents executed as aforesaid.

### **17. Indemnities to Directors**

Every director of the Corporation and the heirs, executors, administrator and estate and effects of such director shall at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

17.1 all costs, charges and expenses incurred by the director in any action, suit or proceeding brought, commenced or prosecuted in regard to any act, deed, matter or thing made, done or permitted by such director in or about the execution of the duties of the office and the office of officer if such be the case; and

17.2 all other costs, charges and expenses incurred by the director in relation to the affairs of the Corporation; provided that such director shall not be indemnified in regard to the wilful neglect or default thereof.

### **18. Protection of Directors and Officers**

A director or officer of the Corporation shall not be liable for the acts, receipts, neglects or default of any other director, officer or employee of the Corporation or for joining in any receipt or act for conformity or for any loss, damage or expense of the Corporation through the insufficiency of the Corporation's title to property or the insufficiency of any security for money of the Corporation or for loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom money, securities or effects of the Corporation have been lodged or deposited or for any other loss or damage that may occur in the execution of the duties of the office thereof unless through the wilful neglect or default thereof.

### **19. Changes to By-laws**

By-laws of the Corporation may only be amended, enacted or revoked by Special Resolution.

### **20. Chapters and Association with Other Organizations**

In furtherance of the aims and objectives of the Corporation the Board may establish chapters of the Corporation and enter into agreements with other bird observatories and groups and organisations with similar aims and objectives across Canada and internationally.

**21. Effective Date**

This by-law comes into force and effect on its enactment and without further formality.

*Supplementary Letters Patent effective 24 April 1998*

*By-law Number 1 effective 25 January 1998*

Resolutions of the Board passed under section 7.4 of By-law number 1 and effective 25 January 1998. The Resolution concerning the Endowment Fund was revised by the Board of Directors on 5 May 2001 and on 18 January 2003. The Resolution Concerning National Council was revised by the Board of Directors on 18 January 2003.

### **Resolution Concerning the Baillie Fund**

Resolution of the Board made pursuant to Clause 7.4 of By-law number 1 of the Corporation to do with the composition and rules and regulations governing the purpose and objects of the committee of the Corporation described in Clause 7.3.1 of such By-law, namely the James L. Baillie Memorial Fund for Bird Research and Preservation (hereinafter the "Baillie Fund") the purpose of which is to support Canadian ornithology and preservation of birds in Canada, primarily by providing grants for studies of birds in their natural environment, projects which contribute to bird preservation, and projects which disseminate knowledge of birds.

1. The Baillie Fund shall consist of a portion of monies raised from the Corporation's annual Baillie Birdathon and any other monies donated or allocated thereto.
2. The trustees of the Baillie Fund shall consist of not less than five and not more than seven persons appointed by the Board and as ex-officio members the Chair of the Corporation and the immediate past chair of the Baillie Fund all of whom have voting privileges. Not more than two trustees (excluding the Chair of the Corporation) shall be Board members. At least two trustees shall be amateur ornithologists as determined by the Board in its sole discretion.
3. The Board shall appoint the trustees and the chair of the Baillie Fund (and at the discretion of the Board a vice-chair) in so far as possible at the Board meeting next following the annual meeting of Members. The Board may at any time fill any vacancy in any such position. The chair of the Baillie Fund trustees shall advise the Board in regard to appointments to the Baillie Fund and the officers thereof.
4. Appointed members shall serve for terms of up to three years and the Board shall try and achieve an orderly rotation by staggering the terms of the appointees. Members may but shall not be expected to serve for more than six consecutive years.
5. The secretary of the Baillie Fund trustees shall be

the Executive Director or an employee of the Corporation or an alternate appointed by the Board. The treasurer of the Baillie Fund shall be the treasurer of the Corporation. The secretary and treasurer if employees of the Corporation shall not be entitled to vote.

6. The net monies in the Baillie Fund (after the payment of all expenses of the Corporation for the administration of the Baillie Fund, and the allocation of proceeds of the Baillie Birdathon to participating clubs and organizations including designated Migration Monitoring stations as determined from time to time by the Corporation as set out in a resolution of the Board in regard thereto from time to time) shall be dealt with as follows:

6.1 By December 31 in each year the trustees shall submit to the Board for the financial year of the Corporation commencing April 1 next, a plan setting out the types of grant programs anticipated which shall give priority as much as possible in the opinion of the trustees to amateur naturalists and volunteers and persons not eligible for other funds such as government research grants, and a budget in regard thereto. The Board shall as soon as possible approve or approve with amendments such plan and budget and the trustees shall thereafter allocate the monies accordingly to specific recipients and shall submit a written report thereon to the Board at the meeting thereof held next after the annual meeting of Members.

6.2 Any monies not disbursed pursuant to 6.1 shall be accumulated in a reserve account within the Baillie Fund to a maximum of \$40,000. Such reserve account may be used from time to time for any program under 6.1 when the annual monies received and available are less than the budget under 6.1 and may be used for any other program within the purposes of the Baillie Fund approved by the Board.

6.3 Any funds in excess of the reserve account may be allocated to the Operating Fund of the Corporation and/or to other programs within the purposes of the Baillie Fund as approved by the Board.

### **Resolution Concerning the Long Point Bird Observatory Committee**

Resolution of the Board made pursuant to Clause 7.4 of By-law number 1 of the Corporation to do with the composition of and the rules and regulations governing the purpose and objects of the committee of the Corporation described in Clause 7.3.2 of such By-law, namely the Long Point Bird Observatory Committee (Committee) the purpose of which is to advise the Board on the development, conduct and evaluation of the programs, operations and other activities of the Long Point Bird Observatory.

1. The Committee will place special emphasis on studies of migrant and resident birds (other than as dealt with by the Long Point Waterfowl and Wetlands Research Fund) and other aspects of natural history, the publication of the results of such studies, the making of the facilities of the Long Point Bird Observatory available to amateur and professional biologists and students who are carrying out appropriate research work, the undertaking of research directed at the conservation of wild birds and their habitats and the engagement in educational activities related to the work of the Long Point Bird Observatory.
2. Current programs to be advised on include the Migration Monitoring Program, Breeding Bird Censuses, and Breeding Studies of Tree Swallows. Any new program proposed to the Board from time to time will include an estimate of the cost thereof and staff required to carry on such program over the term of the program or for proposed long term programs, the first five years thereof. The Committee may also advise on other matters under its purview such as physical facilities, other research, monitoring or education programs using the Long Point Bird Observatory facilities, and the reporting to volunteers and financial supporters.
3. The Committee may form sub-committees thereof to deal with specific matters and report thereon to the Committee the members of which, except for the chair, need not be Committee members.
4. Committee members shall be as ex officio members the Chair of the Corporation, the immediate past chair of the Committee and the Executive Director (or a substitute employee designated by the Board) and appointed members being one person

recommended by each of the Ontario Bird Banding Association, Ontario Ministry of Natural Resources and Canadian Wildlife Service (CWS) and up to five other members. No more than two of the appointed members may be directors of the Corporation. The Executive Director or the substitute therefor shall not be entitled to vote.

5. The Board shall appoint the appointed members and the officers of the Committee and shall endeavour to make such appointments at the Board meeting next following the annual meeting of Members. The organizations above shall be requested to provide names for consideration and the chair of the Committee shall advise the Board in regard to appointments to the Committee and the officers thereof.
6. Appointed members shall serve for terms of up to three years and the Board shall try and achieve an orderly rotation by staggering the terms of the appointees. Members may but shall not be expected to serve for more than six consecutive years.
7. Officers shall consist of the chair and if deemed appropriate by the Board one or more vice chairs all of whom shall be Committee members and who shall serve for one year terms or until their successor is appointed.
8. The Committee shall endeavour to hold at least two meetings a year. Meetings shall be called by the chair on at least 15 days notice unless all members otherwise consent. In so far as practicable meetings shall take place in the Long Point area. The minutes of meetings shall be circulated to the Committee and the Board as soon as possible and the chair shall report to the Board on the activities and recommendations of the Committee at least once a year.

### **Resolution Concerning the National Science Advisory Council**

Resolution of the Board made pursuant to Clause 7.4 of By-law number 1 of the Corporation to do with the composition of and the rules and regulations governing the purpose and objects of the committee of the Corporation described in Clause 7.3.3 of such By-law, namely the National Council (also known as the National Science Advisory Council, or NSAC), the purpose of which is to advise the Board and

further the objectives of the Corporation in the development, conduct and evaluation of monitoring and research programs and other activities in Canada and elsewhere. The NSAC places particular emphasis on programs and activities that focus on avian distribution, abundance and population changes relevant to wild birds and their habitats and in effecting liaison with national and regional groups and associations with aims and objectives similar to the Corporation.

1. Current examples of programs referred to above are the Canadian Migration Monitoring Network, Project FeederWatch, Canadian Lakes Loon Survey and Important Bird Areas. Any new program proposed to the Board by NSAC from time to time will include an estimate of the cost thereof and staff required to carry on such program over the term of the program or if the program will be ongoing, for the initial 5 years thereof. NSAC may form sub-committees thereof to deal with specific matters and report thereon to NSAC the members of which, except for the chair, need not be NSAC members.

2. The members of NSAC shall be comprised of, as ex officio members, the Chair of the Corporation, the immediate past chair of NSAC and the Executive Director or a substitute employee of the Corporation appointed by the Board, in either case as a non-voting member and as appointed members, one or preferably two members each recommended by the Society of Canadian Ornithologists, the Canadian Nature Federation and Environment Canada through the Director General of the Canadian Wildlife Service and up to six other members. No more than two of the appointed members may be directors of the Corporation.

3. The Board shall appoint the appointed members and the officers of NSAC. The Board shall endeavour to make such appointments at the Board meeting next following the annual meeting of Members. The Society of Canadian Ornithologists, Canadian Nature Federation and the Director General of the Canadian Wildlife Service shall be requested to provide the names of nominees for consideration by the Board. Vacancies occurring for any reason may be filled by the Board at any time. The Board shall endeavour to achieve a balanced regional representation. The chair of NSAC shall advise the Board in regard to appointments to NSAC and the officers thereof.

4. Appointed members shall serve for terms of up to three years and the Board shall try and achieve an orderly rotation by staggering the terms of the appointees. Members may but shall not be expected to serve for more than six consecutive years.

5. The officers of NSAC shall consist of the chair, and if deemed appropriate one or more vice chairs all of whom shall be NSAC members and shall serve for one year terms or until their successor is appointed. NSAC shall appoint a secretary thereof as required who need not be a NSAC member.

6. NSAC shall endeavour to hold two meetings a year. The chair shall call the meetings. There shall be at least 15 days notice of meetings. In so far as practicable meetings shall take place in different regions of Canada or elsewhere. The minutes of each meeting shall be circulated to the NSAC and the Board as soon as possible and the chair of NSAC shall report to the Board on the activities and recommendations of NSAC at least once a year.

#### **Resolution Concerning the Endowment Fund and the Endowment Fund Committee**

Resolution of the Board made pursuant to Clause 7.4 of By-law number 1 of the Corporation to do with the Endowment Fund of the Corporation and the composition of and rules and regulations governing the purpose and objects of the committee of the Corporation described in Clause 7.3.4 of such By-law, namely the Endowment Fund Committee (Committee), the purpose of which is to assist the Board in obtaining and preserving endowment funds in such accounts of the Corporation as desirable.

1. The Committee shall consist of three members or such greater number as the Board may decide from time to time of which one member shall be appointed by the Long Point Waterfowl and Wetlands Research Fund (Fund) pursuant to an agreement between the corporation and the Fund dated 5 February 2001 (LPWWRF Agreement) a copy of which is annexed as appendix one to this resolution. The Fund shall be asked to advise the Board of the name of a new appointee on or about the date of the Board meeting next following the annual meeting of the Members. The term of the Fund appointee shall be as decided by the Fund Board. The Board shall endeavour to

appoint the other Committee members and the chair (who shall be appointed from such other Committee members and who shall be a member of the Board) at the meeting of the Board next following the annual meeting of Members and the chair and such appointees shall be appointed by the Board on an annual basis. The right of the chair to vote shall be unfettered. The chair of the Committee shall advise the Board in regard to appointments to the Committee.

2. The Endowment Fund shall consist of the following accounts.

2.1 The LPWRF account the monies in which from time to time shall be expended and dealt with in accordance with the LPWRF Agreement.

2.2 The Doug Tarry Natural History Fund (Tarry Fund) account the monies in which from time to time shall be expended and dealt with in accordance with the agreement between the Corporation and Douglas J. Tarry executed on 20 and 26 December 1990 a copy of which is annexed to this resolution as appendix two and as follows: one half of the annual income therefrom calculated as at the commencement of the fiscal year of the Corporation shall be added to the capital of the Tarry Fund account and the balance shall be available for the purposes set out in said agreement and any of such balance not so used by the end of such fiscal year and the next succeeding fiscal year shall be added to the capital of the Tarry Fund account.

2.3 The Long Point Bird Observatory account the income from which shall be used for the programs, operations and other activities of the Long Point Bird Observatory as determined by the Board. The Long Point Bird Observatory account shall consist of the monies therein as at the date of this resolution and any other monies subsequently allocated thereto by the Board or specifically donated thereto. Eighty-five percent of the annual income therefrom calculated as at the commencement of the fiscal year of the Corporation shall be available for expenditure, with the balance added to the capital of the Long Point Bird Observatory Account.

2.4 The General account the income from which shall be used for any purpose of the Corporation

as determined by the Board from time to time. The General account shall consist of Life and Patron membership fees received after 31 December 1997, planned giving donations and memorial donations unless otherwise directed by the donor and agreed to by the Board and all unrestricted Endowment Fund donations. Eighty-five percent of the annual income therefrom calculated as at the commencement of the fiscal year of the Corporation shall be available for expenditure, with the balance added to the capital of the General account.

2.5 Such other accounts as the Board may determine from time to time.

3. Annual net income, consisting of interest and dividends, generated by investment of Endowment Fund capital, less professional fees shall be available to support the purposes of the Fund in the following fiscal year.

4. The investment policy for the Endowment Fund to be monitored by the Committee shall be as follows:

4.1 The asset mix based on market value shall be 5-30% cash and money market instruments, 30-60% bonds and 30-50% equities.

4.2 Not more than 10% of equities based on book value shall be in one stock.

4.3 No more than 40% of the market value of equities may be in foreign securities.

4.4 Unit trusts and mutual funds require Committee approval.

4.5 Bonds shall be obligations of the Federal and Provincial governments and of municipalities and corporations with a CBRS or DBRS quality rating of A or better. Bond holdings shall be diversified as to credit and term to minimize risk and income fluctuation. Save for Government of Canada bonds no more than 6% of the market value of bonds shall be in one bond credit.

4.6 Equities shall be of companies with an established record of earnings and dividends where management has a record of integrity and growth and profitability meet reasonable standards on a consistent basis. Trust units shall be

considered equities and investment in trust units restricted to those rated from S1 to S4.

4.7 Short term instruments shall be limited to treasury bills of the Federal or Provincial governments and to notes of corporations with a quality rating of at least R-1 (low) by DBRS or A-1 by CBRS. Except for government secured issues not more than 10% of the money market portfolio shall be in one credit.

5. The Committee may retain a qualified investment counsel. Any change in the designated investment counsel shall require Board approval. The Committee shall meet with the investment counsel at least twice a year to evaluate performance and shall report to the Board.

6. The Committee shall review the investment policy at least annually and shall report to the Board thereon.

7. The investments and monies in the Endowment Fund need not be separated into separate accounts or funds but may be commingled but for accounting purposes shall be separately presented in accordance with the pro rata book value of each account in the Endowment Fund.

8. In order to meet current expenditures on a temporary basis the General account of the Endowment Fund may be used as collateral for temporary loans of the Corporation provided such monies shall be repaid as soon as possible and any interest payable on such loans shall not be charged against the General Account of the Endowment Fund.