



## Fundy Biosphere Reserve Constitution

### ARTICLE 1: NAME

The name of the Corporation is “Réserve de biosphère de Fundy/Fundy Biosphere Reserve”, herein after referred to as “the Corporation”

**MISSION:** The UNESCO Fundy Biosphere Reserve is dedicated to conserving biodiversity and promoting sustainable economic development.

**VISION:** To create a diverse network of partners and stakeholders who will work to assist communities and resource sectors on the upper Bay of Fundy achieve a greater level of sustainability, while preserving the area’s natural heritage. This will be achieved by focusing on the following:

**Conservation** – To contribute to the knowledge and practices concerning the conservation of ecosystems, species and the natural genetic diversity of the region.

**Sustainable Development** – To foster and promote sustainable development, i.e. development that is ecologically, culturally, economically sustainable across human generations.

**Capacity Building** – To provide a forum for dialogue and information sharing between communities, resource sectors, government agencies and researchers. It will achieve this through strategies that will focus on: outreach, education, monitoring and research.

### ARTICLE 2: HEAD OFFICE

The head office of the Corporation is located in the City of Moncton, in the Province of New Brunswick.

### ARTICLE 3: SEAL

The seal affixed in the margin is the seal of the Corporation. (It is not necessary to print the seal before constitution.)

### ARTICLE 4: PURPOSES

4.1 The main purpose of the Corporation is to enable the Fundy Biosphere Reserve to carry on business in the province of New Brunswick as a non-profit organization. Fundy Biosphere Reserve is a multi-stakeholder organization concerned with sustainability of natural, socio-economic, and cultural resources in the Bay of Fundy region.

4.2 The Corporation is responsible for all the financial affairs of the organization known as the Fundy Biosphere Reserve.

### ARTICLE 5: MEMBERSHIP

5.1 The Corporation shall have a membership composed of two categories of members : Members and Voting Members.

5.2 Members: Membership in the FBR is open to individuals, organizations, institutions, businesses and municipalities who support its aims and wish to be kept informed of activities and events.

5.3 Voting Members: Voting Members are the Directors (i.e. the individuals serving on the Board of Directors) of the Corporation. While the FBR operates on a consensus mode, only Voting Members have a voting right at the Annual General Meeting, except for the naming of auditor which is a provision of the membership.

5.4 Members and Voting Members will pay a membership fee according to a fee structure set by the FBR Board of Directors. Thereafter, members in all categories will be encouraged to make financial, in-kind and/or volunteer contributions to the FBR.

5.5 A Member or a Voting Member may withdraw from the Corporation by providing notice in writing and sending a copy of the document to the Secretary or Executive Director of the Corporation.

5.6 A Member or a Voting Member of the Fundy Biosphere Reserve may lose membership rights. The conditions under which members can lose membership rights shall be determined by the Corporation's membership policy.

## **ARTICLE 6: MEETING OF THE MEMBERSHIP**

6.1 The annual meeting or any other general meetings of the membership shall be held in the City of Moncton or in any other location in the Fundy Biosphere Reserve region that the directors consider appropriate, within 120 days after the end of the Corporation's financial year.

6.2 In addition to the consideration of the other items on the agenda, the annual meeting shall be used to review the financial statements and chair's and auditors' reports, and to appoint the latter for the following year. The membership may discuss any special or general issue during the meeting. The Board of Directors, the President *or* the Vice-President is authorized to call a general meeting of the membership at any time. The Board of Directors shall call a special meeting of the membership in response to a written request from the membership having at least 15% of the membership. Fifty percent (50%) of the Voting Members shall constitute the quorum of the meeting of the membership.

6.3 A written notice of an annual or special general meeting of the membership shall be sent to all the membership at least fourteen days in advance. The notice of a meeting to deal with special affairs should provide sufficient details to enable the membership to arrive at an informed judgement on the matter.

6.4 No proxy votes will be allowed at an annual meeting or any other general meetings of the membership.

6.5 Except where otherwise indicated in the Act or by-laws of the Corporation, during meetings, each issue will primarily be decided by consensus; however, when a consensus can't be reached the issue will be decided by a majority vote of the Voting Members.

6.6 No error or omission in the sending of notices of meeting or adjournment of an annual or general meeting of the membership shall cancel the said meeting or the business transacted there, and any member of the membership can, at any time, waive the right to receive such a notice and may ratify, approve and confirm any of or all of the business transacted there. The membership, directors or officers shall receive the notice of meeting or adjournment of a meeting at their last address contained in the records of the Corporation.

## **ARTICLE 7: BOARD OF DIRECTORS**

7.1 The assets and business of the Corporation are administered by a Board of Directors consisting of a minimum of three (3) and a maximum of fifteen (15) directors. The Corporation may appoint up to two (2) ex officio directors. An ex officio director is a member of the Board of Directors by virtue of holding another office and has no voting right. The number of directors shall be determined from time to time by a majority of directors at a meeting of the Board of Directors and approved by a vote of 2/3 of the members at a meeting called specifically to examine the issue. Directors must be individuals, 18 years of age or older and authorized by law to enter into contracts.

7.2 The persons who have made the application for incorporation shall be the first directors of the Corporation. Their terms shall continue until their successors are elected.

7.3 The Board of Directors will form a Nomination Committee to identify a pool of qualified individuals to fill vacant Board seats. The Nomination Committee will strive to achieve a Board composition that generally reflects the make-up of the Corporation's territory. Selected individuals will be nominated during the annual general meeting of the membership.

7.4 Directors are elected for a three (3) year term by the Voting Members during the annual meeting of the membership. No

Board directors may serve more than two consecutive terms and a minimum hiatus of one year will be required before any former Board directors may be nominated for re-election to the Board. However, for the first Board of Directors, one third of directors will be elected for a maximum of one (1) year, another one third will be elected for a maximum of two (2) years and the remaining will be elected for three (3) years.

7.5 A director’s position will automatically be declared vacant if:

- (a) During a special general meeting of the membership, the Voting Members adopt a resolution to remove the person from his office;
- (b) A director resigns by giving written notice to the secretary of the Corporation;
- (c) The director is recognized by the courts as mentally unfit;
- (d) The director declares bankruptcy, suspends payments or is settling with his debtors;
- (e) The director dies;
- (f) The director has a criminal record.

In any of the above-mentioned cases, the board of directors may, by a majority vote, appoint a Corporation director to the vacant position. However, this appointment will only be valid until the next annual meeting of the membership where the said director must be elected in accordance with the provisions of these bylaws.

7.6 A director shall not receive any payment for this position nor profit, directly or indirectly, from the office itself, apart from the reimbursement of reasonable expenses incurred during the execution of his duties.

7.7 A past director shall remain in office until the closing or adjournment of the meeting during which his retirement is approved and successor elected.

## **ARTICLE 8: POWERS OF BOARD OF DIRECTORS**

8.1 Directors of the Corporation have full authority to govern the affairs of the Corporation, sign or have signed, on behalf of the latter, all contracts it is allowed by law to enter into and, except as provided herein, generally exercise all the powers and take all the measures allowed by the charter or all other by-laws of the Corporation.

8.2 The Board of Directors is responsible for the hiring, training and evaluation and, if necessary, the dismissal of the Executive Director.

8.3 The Board of Directors may take all action considered necessary to enable the Corporation to acquire, accept, solicit or receive bequests, gifts, settlements and donations of all kinds with the aim of promoting the purposes of the Corporation.

8.4 The board of directors shall set, by resolution, a reasonable salary for the Executive Director of the Corporation.

8.5 The directors may, from time to time, authorize expenditures on behalf of the Corporation and allow, by resolution, one or several officers to hire employees and pay them a salary. They are authorized to enter into trust agreements with a trust company to set up a trust fund, the capital and interest of which can be used to promote the Corporation’s interests, in accordance with the conditions set by the Board of Directors.

## **ARTICLE 9: MEETING OF THE BOARD OF DIRECTORS**

9.1 Board of Directors meetings may be held at the time and in the place determined by the directors, provided that each received, other than by mail, at least 48-hours written notice. A notice by mail must be sent at least 14 days before the meeting. The Board must hold at least one (1) meeting a year. No error or omission in the notices of meeting or adjournment of a Board meeting shall cancel the said meeting or the business transacted there, and a director may, at any time, waive the notice and ratify, approve and confirm any of or all of the measures taken or adopted at the said meeting. Each Director has one (1) vote at the meeting.

9.2 A majority of the directors present shall form the quorum of Board of Directors meetings. When there is a quorum at a Board of Directors meeting, the Board shall be able to exercise its authority, powers and discretion as set out in the Corporation by-laws.

## **ARTICLE 10: INDEMNIFICATION OF MEMBERS AND OTHERS**

10.1 Every member of the Corporation and every member of the Board of the Corporation or other member who has or is about to undertake any liability on behalf of the Corporation and its heirs, executors, and administrators, and estate and effects, respectively, and agreed to by the general membership, shall from time to time and at all times, be held indemnified and saved harmless out of the funds of the Corporation, from and against

(a) all costs, damages, charges and expenses which such member or other person sustains or incurs in or about any action, manner of actions, causes of action, claims, suits, demands or proceedings which are brought, commenced or prosecuted against them, or in respect of any act, deed, matter or thing whatsoever, made done or permitted by them, in or about the execution of the duties of their office in respect of any such liability;

(b) all other costs, damages, charges and expenses which they sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

10.2 Without restricting the generality of the foregoing, should the Corporation be obstructed, delayed or barred from the performance of its duties and obligations as defined within any contract, any other person, group or company by reason of any act, neglect, delay or default of any singular or group of employees or agents of the Corporation or third party or parties through no fault or neglect of the members or any other persons of the Corporation, the Corporation, members of the Corporation, members of the Board, officers, agents and employees shall be indemnified and saved harmless from any and all costs, and or damages it or they may suffer as a result of the obstruction, delay or inability to perform said duties.

10.3 The Corporation shall ensure that all Corporation staff and contractors are indemnified and saved harmless in the performance of their Corporation related duties in accordance with the terms of their contract.

## **ARTICLE 11: EXECUTIVE OFFICERS**

11.1 The Corporation's Executive consists of the President, Vice-President, Secretary and Treasurer. One person may hold two positions.

11.2 The President is elected at an annual meeting of the membership through a majority vote of the Voting Members. The other officers are appointed by resolution of the Board of Directors during its first meeting following an annual meeting of the membership. The Nominating Committee shall be responsible to oversee the election process of all executive officers.

11.3 Executive officers are appointed for one (1) year as of the appointment or election date or until the election or appointment of their replacements. The Board of Directors may, by resolution, relieve members of the Executive of their duties at any time.

## **ARTICLE 12: EXECUTIVE FUNCTIONS**

12.1 The President is the chief trustee of the Corporation. She/He chairs all meetings of the Corporation and board of directors and exercises and performs such other duties as may be assigned from time to time by the Board of Directors.

12.2 In the event of the President's absence or incapacity, the Vice-President will replace him/her by exercising all his/her powers and will carry out such other duties that may be assigned to him/her from time to time by the Board of Directors. The Vice-President also presides over the Executive Director's performance appraisal process.

12.3 The Treasurer has custody of the Corporation's funds and securities, keeps an accurate and complete accounting of all assets, liabilities, receipts and expenditures of the Corporation in the books identified for this purpose, and deposits all of the Corporation's funds, securities and other valuables to the Corporation's credit in a chartered bank or trust company, or in the case of securities, entrusts them to a duly registered securities broker designated by the Board. The Treasurer spends the Corporation's funds at the request of the competent authorities, issuing the appropriate vouchers and submitting to the President and directors, at a regular Board meeting or when so required, an accounting of all transactions and a report on the Corporation's financial status. He/She carries out such other duties that may be assigned to him/her by the Board of Directors.

12.4 The Board of Directors may authorize the Secretary, by resolution, to generally deal with the internal affairs of the Corporation under the supervision of the Executive officers; the Secretary attends all meetings, acts as secretary and records all the minutes in the Minutes book. The Secretary sends out or has caused to be sent out the notices of meeting for all membership and Board of Directors meetings and carries out such other duties that may be assigned by the Board of Directors, or the President, to whom he/she reports. The Secretary has custody of the seal of the Corporation, to be handed over solely with the Board of Director's

authorization to the persons indicated in the resolution.

12.5 All other members of the Executive shall carry out the duties required by their mandate or the Board of Directors.

### **ARTICLE 13: COMMITTEES**

The board of directors may appoint committees, with the terms of office of their members ending when the board so decides. The board will determine their responsibilities.

### **ARTICLE 14: EXECUTIVE DIRECTOR**

14.1 The Board of Directors shall hire an Executive Director to carry out the day-to-day work of the Corporation. Each year, the Executive Director's performance will be reviewed by a committee of the Board which shall be chaired by the Corporation's Vice-President. The committee shall also review and recommend to the Board of Directors the level of compensation for the Executive Director position on an annual basis.

14.2 The Executive Director shall be the spokesperson of the Corporation, subject to the Corporation's communication policy.

### **ARTICLE 15: EXECUTION OF DOCUMENTS**

Contracts, documents or all other instruments requiring the signature of the Corporation shall be signed by one Executive officer and the Executive Director and, once signed, shall be binding upon the Corporation without any other formality. Directors will be authorized, from time to time, by resolution, to appoint one or several members to sign certain contracts, documents and instruments on behalf of the Corporation. The Board of Directors may authorize a registered securities broker to act as proxy for the transfer and issue titles, bonds and all other Corporation securities. The seal of the Corporation may be affixed as needed to contracts, documents and instruments signed by one or several members of the Executive appointed by resolution of the Board of Directors.

### **ARTICLE 16: MINUTES OF BOARD OF DIRECTOR (AND EXECUTIVE) MEETINGS**

Members may consult the minutes of Board of Directors (or Executive) meetings; each director shall receive a copy of the said minutes.

### **ARTICLE 17: FINANCIAL YEAR**

Except when otherwise indicated by the Board of Directors, the Corporation's financial year will end on March 31 of each year.

### **ARTICLE 18: AMENDMENTS TO THE BY-LAWS**

The by-laws of the Corporation not included in the letters patent may be repealed or amended by means of a by-law, or a new by-law that meets the requirements of subsection 155(2) of the *Canada Corporations Act* may be adopted by a majority of directors during a meeting of the Board of Directors and endorsed by at least 2/3 of the Voting Members at a meeting of the membership duly convened for the purpose of reviewing the said by-laws, provided the repeal, amendment or adoption of the said by-laws does not go into effect before its approval by the Minister of Industry.

### **ARTICLE 19: AUDITORS**

19.1 At each annual meeting, the membership shall appoint an auditor, either independent of the Corporation or from within the Corporation to verify the accounts and financial statements of the Corporation. The auditor shall report to the membership at the annual meeting of the membership. He/She shall remain at this post until the next annual meeting. The directors may fill any unexpected vacancy that occurs during the course of the year. Payment for the auditor's services shall be set by the Board.

19.2 As a not-for-profit organization with limited resources, the membership may elect to nominate an internal Financial Review Committee, composed of Board Directors, who are not in the Chair or Treasurer positions and who are not the bank signing authorities of the Corporation, to do a financial review of the affairs of the Corporation.

### **ARTICLE 20: BANK ACCOUNT**

The Corporation shall have the authority to set up one or more bank accounts in the name of the Corporation within the jurisdictional area to handle the financial resources of the Corporation, with such accounts to be the responsibility of the Treasurer of the Corporation. The Board of Directors will determine, by resolution, three (3) officers who will serve as signing authorities, the

signatures of any two (2) of said officers being required for valid financial transactions.

**ARTICLE 21: RECORDS**

The directors shall ensure that all the records of the Corporation required by its by-laws or applicable legislation are kept.

**ARTICLE 22: REGULATIONS**

The Board of Directors may establish regulations compatible with those relating to the management and functioning of the Corporation and which it considers useful, provided these regulations only remain in effect until the following annual meeting of the Corporation members, and if they are not ratified by the meeting, that they cease to be applicable as of that moment.

**ARTICLE 23: INTERPRETATION**

In these by-laws and in all others that the Corporation may subsequently adopt, unless the context otherwise requires, words importing the singular number include the plural number and vice versa and words importing the masculine gender include the feminine gender and vice versa and words importing persons include corporations.