

By-Laws of the Ontario Network on Ecosystem Services (ONES)

Updated March 20, 2014

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1. General

- 1.01. **Definitions.** In this by-law, unless the context otherwise requires:
- a. **“Act”** means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
 - b. **“Board”** means the board of directors of the Network;
 - c. **“By-laws”** means this by-law (including the schedules to this by-law) and all other by-laws of the Network as amended and which are, from time to time, in force;
 - d. **“Chair”** means the chair of the Board;
 - e. **“Director”** means an individual occupying the position of director of the Network by whatever name he or she is called;
 - f. **“Member”** means a member of the Network;
 - g. **“Members”** means the collective membership of the Network;
 - h. **“Network”** means the Ontario Network on Ecosystem Services;
 - i. **“Officer”** means an officer of the Network;
 - j. **“ONES”** means the Ontario Network on Ecosystem Services (the Network).
- 1.02. **Interpretation:** Other than as specified in 1.01, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

- 1.03. **Severability and Precedence:** The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.
- 1.04. **Seal:** The seal of the Network, if any, shall be in the form determined by the Board.
- 1.05. **Execution of contracts:** Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Network may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Network to be a true copy thereof.
- 1.06. The Board shall make publicly available a **mission statement and ONES policies**.
- 1.07. The Board shall make publicly available a **work plan and budget**.
- 1.08. ONES shall have a **head office in Ontario**.

2. Members and Membership

- 2.01. All Members shall support the mission statement and policies of ONES.
- 2.02. All Members shall be entitled to receive notice of (and to attend) meetings of Members.
- 2.03. There shall be two types of Members: Directing Members and Network Members.
- 2.04. **Directing Members:**
 - a. Shall be individuals who are capable of serving as a Director of a not-for-profit corporation in Ontario and who shall also have been accepted by a resolution of the Board to serve as a Directing Member of ONES and also as a Director of ONES;
 - b. Shall each be entitled to one (1) vote at all meetings of Members;
 - c. Shall have a term of two years, subject to resignation, renewal, and dismissal in accordance with the policies of the Network;
 - d. May choose to become a Network Member instead of being a Directing Member before the end of a term, or upon the completion of a term;
 - e. Shall have a permanent residence in Ontario; and
 - f. Shall total no less than three (3), and no more than nine (9) Members.

2.05. **Network Members:**

- a. Shall be individuals and organizations who register to be a Network Member by providing valid and verified contact information;
- b. Shall not be entitled to vote at any meeting of Members;
- c. Shall have a term of two years, subject to resignation, renewal, and dismissal in accordance with the policies of the Network;
- d. May be chosen by the Board to become a Directing Member instead of a Network Member before the end of term, or upon the completion of a term, provided the member meets the requirements of 2.04 for being a Directing Member;
- e. Shall not need to have a permanent residence in Ontario; and
- f. Shall not be capped to a total upper limit of any number.

2.06. **Annual membership dues** shall be set by the Board.

2.07. **Members may be disciplined or membership may be terminated** for violating any provision of the articles or by-laws, such that:

- a. Upon 15 days' of sending a written notice to a Member outlining the reasons for the disciplinary action or termination of membership, the Board may pass a resolution authorizing disciplinary action or the termination of membership.
- b. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period.
- c. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

3. Meetings of Members

3.01. Meetings of Members **may be held anywhere in Ontario.**

3.02. Meetings of Members **shall be open to** Members, auditors (or the person who has been appointed to conduct a review engagement, if any), others who are entitled or required under any provision of the Act, and any other person invited by the Chair of the meeting or welcomed with the majority consent of the Members present at the meeting.

3.03. An **annual meeting of Members** shall be called by the directors and shall be held within 18 months after the Network is incorporated, and subsequently not later than 15 months after the preceding annual meeting. Not less than 21 days before the annual

meeting, any Member shall be provided, upon request, with a copy of approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws.

- 3.04. A **special meeting** of the Members may be called by the directors at any time. The Board shall convene a special meeting on written requisition of not less than one-tenth of the Members for any purpose connected with the affairs of the Network that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.
- 3.05. **Notice** of meetings shall be by e-mail, letter, or phone call at least 14 days in advance.
- 3.06. **Methods of participating in meetings** shall be set by the directors, and may include or require telephonic or electronic means as long as it permits all participants to communicate adequately with each other during the meeting.
- 3.07. **Chair of meetings** shall be the network chair. In the Chair's absence, the Directing Members who are present shall choose another Directing Member as Chair.
- 3.08. **Quorum at meetings** shall be a simple majority of the number of Directing Members.
- 3.09. **Voting** shall be taken by a show of hands or audible announcement or by electronic means, unless a ballot is demanded by at least one Directing Member.
- 3.10. **Absentee voting by proxy** is not allowed.
- 3.11. **A resolution in lieu of a meeting** shall be as valid as a resolution voted upon at a meeting provided that it is signed by all the Members entitled to vote on that resolution.

4. Directors

- 4.01. **Each Directing Member shall automatically also serve as a Director of ONES.** Therefore the number of directors shall be identical to the number of Directing Members.
- 4.02. **Election and term:** Each Director shall be elected by a resolution of the Board to serve a term that is equal to the term of membership as a Directing Member.
- 4.03. **A director shall be automatically deemed vacant** upon termination of membership, as established in article 2.07 (about resignation or automatic termination), and as established in article 2.08 (about termination resulting from a resolution of the Board).
- 4.04. **Vacancies** on the Board shall be filled by a quorum of Directors. If there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting to fill vacancies.

- 4.05. **Directors' Committees** may be appointed as needed by the Board with a composition and decision-making process being specified by the Board.
- 4.06. **Remuneration** shall not be provided to Directors in their capacity as Directors in excess of being reimbursed for Board-approved expenses they incur in the performance of their Directors' duties. Directors may receive reasonable remuneration and be reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is: (i) considered reasonable by the Board; (ii) approved by the Board for payment by resolution passed before such payment is made; and (iii) in compliance with the conflict of interest provisions of the Act.

5. Meetings of Directors (Board Meetings)

- 5.01. **Regular meetings** shall be set by the Board.
- 5.02. **Meetings can be called** by the Chair or any other two Directors.
- 5.03. **Notice of meetings** shall be by e-mail, letter, or phone call at least 7 days in advance.
- 5.04. **Methods of participating in meetings** shall be set by the directors, and may include or require telephonic or electronic means as long as it permits all participants to communicate adequately with each other during the meeting.
- 5.05. **Chair of meetings** shall be the network chair. In the chair's absence, the directors present shall choose another director as chair.
- 5.06. **Quorum of meetings** shall be a simple majority of the number of Directors.
- 5.07. **Voting** shall be taken by a show of hands or verbal announcement, unless a ballot is demanded by a Director who is entitled to vote at the meeting. Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

6. Officers

- 6.01. The **Board shall elect by simple majority from its Directors** the following officers with the following duties and any additional duties that may be required by law or as the Board may determine from time to time:
 - a. **Chair:** shall provide leadership to the Board; shall represent the Board to outside parties; shall ensure the integrity of the Board's process; shall ensure that all Directors contribute fully and address issues associated with underperformance of individual Directors; shall ensure succession planning occurs for the Board; shall ensure that a work plan and budget are maintained; shall (when present) preside at all meetings of the board of directors and of the Members.

- b. **Network Manager:** shall manage and promote the activities and technologies that further the ability of Members to exchange information and to collaborate; shall be the custodian of the names and contact information of members; shall (when present in the absence of the Chair) preside at all meetings of the board of directors and of the Members.
 - c. **Secretary-Treasurer:** shall have custody of the funds and securities of the Network and associated records; shall attend and be the secretary of all meetings of the Board, meetings of Members, and committees of the board; shall enter or cause to be entered in the Network's minute book, minutes of all proceedings at such meetings; shall give, or cause to be given, as and when instructed, notices to Members, directors, the public accountant and Members of committees; shall be the custodian of all other records and instruments belonging to the Network that are not in the custody of the Chair or Network Manager.
- 6.02. Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.
- 6.03. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7. Protection of Directors and Officers

- 7.01. When incorporated, no Director, Officer or committee member of the Network is to be liable for: the **acts, neglects or defaults of any other Director, Officer, committee member or employee of the Network**; or for joining in any receipt or for any **loss, damage or expense** happening to the Network through the **insufficiency or deficiency of title to any property** acquired by resolution of the Board or for or on behalf of the Network; or for the **insufficiency or deficiency of any security** in or upon which any of the money of or belonging to the Network shall be placed out or invested; or for any **loss or damage arising from the bankruptcy, insolvency or tortious act** of any person, firm or Network with whom (or which) any moneys, securities or effects shall be lodged or deposited; or for any other **loss, damage or misfortune** whatever which may happen in the execution of the duties of his or her respective office or trust, provided that:
- a. he/she complied with the Act and the Network's articles and By-laws; and
 - b. exercised his/her powers and discharged his/her duties in accordance with the Act.

8. Conflict of Interest

- 8.01. A Director who in any way (directly or indirectly) has a pecuniary interest in a contract or transaction, or proposed contract or transaction, with the Network shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall

attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

9. Amendment of By-Laws

9.01. Directing Members may, from time to time in accordance with the Act, pass or amend this by-law by a majority of the votes cast.

(End of bylaws)