DRAFT CONSTITUTION

COLD CREEK CONSERVATION STEWARDSHIP

ONTARIO CORPORATION #1699737

Also known as the “Cold Creek Stewardship”

1. **NAME AND ORGANIZATION**

   This organization, herein after known as the "Stewardship" shall be known as the Cold Creek Conservation Stewardship.

   The Stewardship is a not-for-profit corporation without share capital incorporated under the laws of the Province of Ontario.

   The Stewardship Board of Directors (the Board or Stewardship Board) will consist of at least three Directors.

2. The duties of the Stewardship Board are to deal with matters of common interest to the Stewardship, including but not limited to liability insurance, directors and officers insurance and renewal of any necessary license agreements and amendments to the Constitution.

3. The Stewardship Board will abide by the Stewardship Constitution and any changes to the constitution must be approved at an Annual or Special General meeting of the membership.

4. The Stewardship Board will meet at least once per year.

MISSION

5. The Stewardship’s Mission is to maintain Cold Creek Forest and Wildlife Area and its facilities for the purpose of protecting and enhancing wildlife and natural resources for the enjoyment and education of the public.

OBJECTIVES

6. To operate through the necessary license agreements with appropriate land owners and management groups to protect and enhance the Cold Creek Forest and Wildlife Area.

7. To maintain the Cold Creek Forest and Wildlife Area in a condition that makes it safe and enjoyable for public use.

8. To engage in and promote conservation, appreciation, education and where applicable, renewal of the natural environment of Cold Creek Forest and Wildlife Area and to promote ecologically responsible attitudes towards it.

9. To promote and assist with the establishment of community and corporate partnerships that will advance the protection and enhancement of Cold Creek Forest and Wildlife Area.

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MEMBERSHIP

10. Any person may become a Member by applying to the Stewardship and paying the dues prescribed. A member may be an Individual member or the member of a family holding a Family Membership.

11. A member in good standing is one that has paid the dues for that calendar year.

12. Each member, in good standing, shall be entitled to one vote at Annual General Meetings or Special General Meetings.

13. It is the responsibility of each member to provide the Secretary an accurate address (residence, phone number or email address) so they can receive communications from the Stewardship.

14. A person may become an Honorary Member of the Stewardship upon appointment by the Stewardship Board during their term and shall be exempt from payment of dues for that fiscal year.

DUES

15. The annual dues for membership in the Stewardship and the allocation of revenue therefrom, shall be determined by the Stewardship Board of Directors and will be approved at an Annual General Meeting or Special General Meeting.

16. Dues shall be payable annually. The membership year shall be the calendar year ending December 31st, the same as the Stewardship's fiscal year.

BOARD OF DIRECTORS

17. Each Director will be nominated and voted to office at the Annual General meeting of the Stewardship. The Board of Directors will register at least three and not more than five of its members as officers of the Stewardship with the Ontario Government within 15 days of appointment.

18. A Director must be a member of good standing within the Stewardship membership.

19. The Board of Directors will identify a Nomination Committee that will receive nominations from the membership at or before the Annual General Meeting and present a slate of candidates to the members at the general meeting for voting to office.

20. All Directors of the Board shall hold office from the date of the Annual General Meeting at which they were elected until the Annual General Meeting next following or until their successors are appointed.

21. Vacancies on the Board, however caused, may, so long as a quorum of the Board (as defined in paragraph 20) remains in office, be filled by the Board from among the qualified members of the Stewardship, who shall serve until the next Annual General Meeting. Otherwise such vacancies shall be filled at the next Annual General Meeting. If there is no quorum of the Board, a General meeting of members shall be called to fill the vacancy.

22. A majority of the Board shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings in such place or places in Ontario as it may from time to time determine. Notice of such meetings shall be given to each member of the Board ten (10) days before the meeting is to take place.

23. Motions / questions arising at any meeting of the Board shall be decided by a majority of the quorum. In cases of equity of votes, the motion shall fail.

24. Neither the Board nor members shall receive remuneration for acting on behalf of the Stewardship. However, they may from time to time receive compensation for expenses incurred on behalf of the Board and the membership. Pre-authorization of expenses should be obtained by the Board. The Board can withhold payment of expenses if a majority of a quorum of Directors decides the expenditure was inappropriate.

25. When the Board is considering any issue, a Director who has a perceived or actual conflict of interest regarding the matter under consideration shall openly declare that conflict of interest and not vote on any motion resulting from that issue.

26. The **President** shall call meetings of the Board, prepare an agenda, and Chair meetings of the Board and the Stewardship.

27. The **Vice President** shall exercise the powers and duties of the President in his or her absence and such other duties as may be assigned to him or her.

28. The **Secretary** shall be responsible for the custody of all documents; for the correspondence of the Stewardship, for notifying members of the Stewardship, and of the Board regarding the time and place of Board, Annual General and Special General meetings; for recording the minutes of meetings; for keeping a record of the names, addresses and phone numbers of all members; and for such other duties as may be assigned to him or her by the Board.

29. The **Treasurer** shall be responsible for the custody of the funds of the Stewardship; for the reporting the financial position of the Stewardship at each meeting of the Board and at Annual General and Special General meetings of the Stewardship.

30. At each Annual General Meeting the Treasurer will present a statement showing the receipts and disbursements of the Stewardship for the preceding year and its assets and liabilities; and perform such other duties in connection with the finances of the Stewardship as the Board may order.

31. The **Trail Maintenance Directo**r shall co-ordinate the development and maintenance of the trail.

32. The **Site Director** shall co-ordinate the development and maintenance of the site facilities (road, buildings, utilities, grounds).

33. The **Membership Director** shall manage membership recruitment programs, and maintain a membership list.

34. **The Events Director** shall coordinate special Stewardship events held at Cold Creek Forest and Wildlife Area.

35. For just cause, a member of the Board may be removed from office by a vote of two thirds (2/3) of those present and voting at a meeting of the Board for which notice of intention to remove the officer has been given to all Board members at least ten (10) days in advance of the meeting date.

36. The Board shall not have power to pass constitutional amendments, or amendments to by-laws.

37. The Board may authorize expenditures and hire and employ such staff as may be required to manage and conduct the affairs of the Stewardship.

EXECUTION OF DOCUMENTS

38. Contracts in the ordinary course of the Stewardship's operations may be entered into on behalf of the Stewardship by any two of the following: President, Vice-President, Secretary and Treasurer with the prior approval of the Board.

39. A bank account will be maintained at a chartered bank and the Treasurer and any designated member of the Board will be required to authorize all cheques issued by the Stewardship. The Board will determine a signatory limit for the payment of expenses under which the Treasure may singly authorize and over which two Director's signatures will be required.

ANNUAL AND SPECIAL GENERAL MEETINGS

40. The Annual General or Special General Meeting of Stewardship members shall be held at a place and time determined by the Board.

41. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statement for the previous financial year will be reported by an independent auditor selected by the Board.

42. The Board or ten per cent (10%) of the members of the Stewardship shall have the power to call at any time, a Special General Meeting of the members of the Stewardship.

43. Members must receive at least 21 days notice from the Secretary of A Special General Meeting.

44. Neither public notice nor advertisement of Annual General Meetings or Special General Meetings shall be required. Notice of every such meeting shall be given to each member at least twenty one (21) days before the time fixed for the holding of such meeting, either by posting on the Stewardship web site (www.coldcreek.org), email, pre-paid post or by telephone to the member's address as recorded on the books of the Stewardship. Any business may be transacted which the Stewardship, at Annual General Meetings or Special General Meetings, may transact.

45. A quorum for the transaction of business at any Annual General Meeting or Special General Meeting of members shall be those present at the meeting.

46. At all Annual General Meetings or Special General Meetings of members every question or motion shall be decided by a majority of votes of the members present in person unless otherwise required be the by-laws of the Stewardship, or by law. Every question shall be decided in the first instance by a show of hands unless a recorded vote is demanded by any member having voting rights.

47. A declaration by the President that a resolution has been carried or not carried and an entry to that effect in the minutes of the Stewardship shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such resolution.

    The demand for a recorded vote may be withdrawn, but if not withdrawn, the question shall be decided by a majority of the votes recorded by the members present. In case of equity of votes at any meeting of members, whether on a show of hands or by a recorded vote, the motion shall fail.

PROTECTION OF OFFICERS

48. No member of the Board shall be liable for the acts, receipts, neglects or defaults of any other member of the Board, or for joining in any other receipts or other acts of conformity, or for any loss or expense happening to Stewardship through the insufficiency or deficiency of title to any property acquired by order of the Stewardship for or on behalf of a Stewardship, or for the insufficiency or deficiency of any security in or upon which any of the moneys of Stewardship shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any of the moneys, securities or effects of Stewardship shall be deposited, or for any loss, damage, or misfortune whatever which shall happen in the execution of the duties of the office or in relation thereto unless the same shall happen through that person's own dishonesty.

49. Every member of the Board and his or her heirs, executors and administrators, and estate and effects, respectively, shall, at all times, be indemnified and save harmless out of the funds of the Stewardship, from and against:

    a. all costs, charges and expenses whatsoever which such member of the Board sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him, or her, for and in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, or her, in and about the duties of his, or her office;

b. all other costs, charges and expenses, as authorized by the Board which he, or she sustains or incurs in or about or in relation to the affairs of office, except such costs, charges or expenses as are occasioned by willful neglect or default.

AMENDMENTS

50. The Constitution and by-laws may be amended at an Annual General Meeting or a Special General Meeting of members after having been considered by the Stewardship Board of Directors.

51. Any proposed amendment to the Constitution or by-laws shall be submitted to the Board by a member sixty (60) or more days in advance of the Annual General or Special Meeting. The Board shall make available to the members copies of the proposed amendment, at least thirty (30) days before the Stewardship's Annual General Meeting. To pass, the proposed amendment shall require a two thirds (2/3) vote of the members present at the meeting.

INTERPRETATION

52. In this Constitution, unless the context otherwise requires, word importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

53. END of CONSTITUTION of the COLD CREEK CONSERVATION STEWARDSHIP.