

## CONSTITUTION

Approved October 12, 2021

### ARTICLE 1 – NAME

1. The name of the organization shall be the Halton/North Peel Naturalist Club.

### ARTICLE 2 – OBJECTIVES

- 2.1 To study, enjoy, and promote an understanding of, and an interest in, nature.
- 2.2 To promote responsible attitudes toward the human use of the biosphere and to prevent its degradation.
- 2.3 To promote the conservation of natural areas.
- 2.4 To co-operate with Nature Canada and other organizations that have the above or similar objectives.

### ARTICLE 3 – MEMBERSHIP

- 3.1 Membership is open to persons and organizations that are in sympathy with the objectives of the Club.
- 3.2 Classes of membership and dues are set by the Board of Directors.
- 3.3 The membership year shall run from September 1<sup>st</sup> to the following August 31<sup>st</sup> each year.
- 3.4 The Board of Directors, by a 67% majority vote, may rescind the membership of any person or organization and refund their membership fees on a pro-rata basis, for actions harmful to the objectives or integrity of the Club, failure to pay dues, or other just cause, provided such member has been given at least 30 days written notice of the intent to rescind membership.

### ARTICLE 4 – BOARD OF DIRECTORS

- 4.1 The Club shall be managed by a Board of Directors which shall lead, direct, and exercise authority over Club matters and perform other functions as required.
- 4.2 The Board of Directors comprises the Officers, other Directors elected by the membership, the Past President, and those Directors that are appointed by the Board of Directors.
- 4.3 To qualify as a Director an individual must be a member in good standing and over 18 years of age.
- 4.4 Directors are elected or appointed for a term of up to one year, which term expires at the Annual General Meeting following their election or appointment, with no restrictions on the number of terms served.
- 4.5 A Director may be removed from office by a vote of 66% of Directors at any Board meeting, or by a vote of 66% of members in attendance at a general meeting for which due notice has been given.

- 4.6 If a vacancy occurs on the Board, then the remaining Directors may appoint a qualified individual to serve the remainder of the term.
- 4.7 Directors serve without remuneration and are in no way to directly or indirectly profit from their position. Reasonable expenses incurred on behalf of the Club may be reimbursed subject to prior approval by the Board.
- 4.8 Conflict of Interest
  - 4.8.1 In the event that a Director may have a personal gain or loss as a result of a decision by the Board, then that Director must declare a conflict of interest, must not participate in board discussion on the matter, and must abstain from any related vote.
  - 4.8.2 If a member declares a conflict of interest, then such declaration is recorded in the minutes of the meeting.

#### ARTICLE 5 – OFFICERS

- 5.1 Officers of the Club shall be: President, Vice President, Secretary, Treasurer, and Past President.
- 5.2 Officers, other than the Past President, shall be elected from among the members in good standing at the Annual General meeting with their term continuing until the next Annual General Meeting.
- 5.3 No individual can hold more than one office, and no officer can serve more than 4 consecutive terms in the same office.
- 5.4 In the event of an officer, other than the Past President, vacating his or her office during the course of their term, then the Board can appoint a qualified member to fill the vacancy for the balance of the term.
- 5.5 The President exercises general supervision of the Club's affairs under the direction of the Board of Directors.
- 5.6 The Vice President assists the President in the execution of his or her duties. In the absence of the President the Vice President shall officiate in that office.
- 5.7 Secretary
  - 5.7.1 Maintains and keeps custody of the Club's minute book, being an accurate record of all meetings of the members and of the Board of Directors.
  - 5.7.2 Receives and has custody of Club correspondence as appropriate.
- 5.8 Treasurer
  - 5.8.1 Manages Club funds in compliance with Club fiscal policies, including banking, disbursements, and receipts.
  - 5.8.2 Maintains and keeps custody of the Club's financial records and reports.
  - 5.8.3 Reports regularly to the Board of Directors, and annually to the membership, on the club's financial transaction and status.
  - 5.8.4 Does statutory and other filings on a timely basis as required.

#### ARTICLE 6 – MEETINGS

- 6.1 Meetings of the Club membership shall be held on a regular basis, subject to advance notice, to pursue the interests of the members consistent with the objectives of the Club, and to conduct Club business as determined by the Board of Directors.

- 6.2 An Annual General Meeting shall be held in October of each year at which will be presented the report of the finances and activities of the Club, and at which the election of Directors will be held.
- 6.3 The Board of Directors meets at the call of the President or any two Directors.
- 6.4 Quorum for general meetings is the lesser of 15% of members in good standing, or 10 members. Quorum for Board of Directors meetings is not less than 50% of the Directors.
- 6.5 All meetings of the Club and Board of Directors shall be conducted in accordance with Robert's Rules of Order. Each question will be decided by a majority of votes. In the event of a tie on any question at any meeting, the presiding chair may cast a second and deciding vote.

#### ARTICLE 7 – ELECTIONS

- 7.1 At the Annual General Meeting shall be elected such Officers and Directors as are proposed by the Nominating committee.
- 7.2 Nominating committee
  - 7.2.1 The Past President chairs a Nominating Committee comprising at least two members in good standing who are not Directors and who are not candidates for election. In the absence of the Past President the Board of Directors will appoint a suitable individual who is not themselves a candidate for election.
  - 7.2.2 The Nominating committee invites and receives candidates for election as officers and Directors. The Nominating Committee reviews and qualifies all candidates and selects a suitable slate.
- 7.3 At the Annual General Meeting the Nominating committee chair presents the slate of candidates and conducts the election of the slate by the membership.

#### ARTICLE 8 – FISCAL POLICIES

- 8.1 The fiscal year of the Club will be from May 1<sup>st</sup> to April 30<sup>th</sup>.
- 8.2 Signing Officers: cheques, banking documents, contracts and other instruments that create a financial obligation to the Club are signed by any two of the Treasurer, President, Vice President and Secretary.
- 8.3 All Club funds are kept in a chartered bank as approved by the Board of Directors with funds above and beyond those required for normal day to day activities being invested at zero risk to principal.
- 8.4 Disbursements
  - 8.4.1 All disbursements are by cheque, supported by an invoice, receipt, or other voucher that shows the payee, amount, date, and purpose of the disbursement.
  - 8.4.2 All disbursements must be approved by the Board of Directors, whether by periodic approval of expenses incurred in the normal course of Club activity, or by individual resolutions to support specific costs.
  - 8.4.3 Any disbursement over \$100 must be approved by a specific Board resolution.
- 8.5 All cash and cheques received by the Club are forwarded to the Treasurer for deposit to the Club's bank.

8.6 Audit

8.6.1 The Board of Directors appoints a Club member who is not a Director to audit the Club financial report as presented to the Annual General Meeting.

8.6.2 The auditor reviews the Club's records and issues a letter to the Board of Directors to confirm that the Club's financial transactions conform to fiscal policy and that the financial report fairly represents the Club's status, or if not, then to outline whatever deficiencies are found.

8.7 Receipts for income tax purposes are issued by the Treasurer in accordance with CRA requirements.

8.8 The Club shall comply with the requirements as needed to maintain its charitable status with the CRA.

ARTICLE 9 – AMENDMENTS

9.1 Amendments to the constitution shall be by a 2/3 majority of qualified members in good standing in attendance at an Annual General Meeting, or by a 2/3 majority of members in good standing in attendance at any general meeting for which 30 days notice of motion to amend the constitution has been given by email, newsletter, or public notice has been given.

ARTICLE 10 – LIABILITY

10.1 The Club shall annually subscribe to the insurance program available through Ontario Nature or its successor organizations.

10.2 The Club will indemnify and save harmless out of the Club's funds any Officer, Director, or other Club member who undertakes liability on the Club's behalf, save and except liabilities incurred due to negligence or willful neglect.