

# **THE NATURE TRUST OF NEW BRUNSWICK Inc.**

## **BY-LAW 1**

### **Article 1 NAME**

1.01 The Name of the Corporation shall be. “THE NATURE TRUST OF NEW BRUNSWICK INC. / LA FONDATION POUR LA PROTECTION DES SITES NATURELS DU NOUVEAU-BRUNSWICK INC.” referred to throughout this by-law as the “Trust”.

### **Article 2 OBJECTS**

2.01 The objects of the Trust are

a) to identify, classify, protect and preserve for posterity natural areas and landscapes, and their associated plant and animal communities, in the Province of New Brunswick which in the opinion of the Trust are outstanding for their biological, geological or aesthetic value; and

b) to foster in the people of New Brunswick an awareness and appreciation of their natural heritage as envisaged in paragraph a) and to educate persons in connection therewith.

2.02 In order to achieve its objects the Trust may

a) develop and implement policies designed for the management, promotion and protection of natural areas and landscapes under the care of the Trust, including the encouragement of responsible private stewardship thereof by landowners;

b) purchase, lease, accept by gift or trust, or otherwise acquire any real or personal property of any kind which the Trust may deem necessary for the purpose of protection and preservation of natural areas and landscapes;

c) receive money by way of gift or otherwise and accept, hold, sell or administer funds, gifts, legacies and benefits to property of any sort, without limitation as to amount, value or source, and use the income or any part of the principal of the funds of the Trust to achieve the objects of the Trust;

d) employ staff to carry out research and any other functions which are deemed necessary for identifying, classifying, protecting and preserving representative examples of exceptional natural communities, features and systems;

e) enter into contracts, joint management agreements, arrangements or agreements of any kind with any corporation, partnership, individual, group of individuals, government or authority whether federal, provincial, municipal, local or

otherwise, which are conducive in the opinion of the Trust to the achievement of the objects of the Trust, and obtain from them or any of them any property, rights, privileges, concessions or assistances which the Trust may deem desirable; and

f) do all such things as are incidental or conducive to attaining the objects and exercising the powers of the Trust including, without limiting the generality of the foregoing, the exercise of all rights, duties and powers envisaged by section 18 of the Companies Act.

2.03 a) It is declared that the Trust is a non-profit, charitable corporation which shall not carry on any business or trade for the profit of its members; and the Trust shall hold the property it may acquire in trust for application to the attainment of the objects of the Trust.

b) Upon dissolution of the Trust and after payment of all debts due and liabilities, its remaining property shall be distributed or disposed of to registered charities recognized by Revenue Canada as having objects the same as or similar to the objects of the Trust which carry on their work solely in Canada; and no part of any property of the Trust shall be available to its members upon such dissolution.

### **Article 3 MEMBERSHIP**

3.01 Any person who subscribes to the objects of the Trust shall be eligible for membership in the Trust.

3.02 Any corporation, partnership or society which subscribes to the objects of the Trust shall be eligible for associate membership in the Trust. Each associate member shall be deemed to be one member, and may designate any person as its representative at any meetings of the Trust and that person shall be eligible to vote.

3.03 Honorary members of the Trust may be appointed by the Board of Trustees of the Trust but shall not be eligible to vote.

3.04 All members shall have the right to speak and to make representations at meetings of the Trust and, with the exception of the honorary members, all members shall have the right to vote and to hold office.

3.05 The rights of membership in the Trust are subject to the payment of all annual and special dues levied in accordance with Article 7.04 of this by-law.

3.06 The Board of Trustees of the Trust by unanimous vote at any meeting duly called may by by-law terminate the membership of any member, but such action shall have no force or effect until approved by at least two-thirds of the votes cast at a special general meeting of the members of the Trust duly called for considering the same.

#### **Article 4      BOARD OF TRUSTEES**

4.01    The property, business and affairs of the Trust shall be managed by a body to be called the “Board of Trustees”.

4.02    The Board of Trustees shall consist of such ex-officio members as are designated in Article 5 sections 5.07 and 5.08 below, and fifteen members of the Trust elected as follows:

        a)     at the inaugural meeting of the Trust there shall be an election of the Board of Trustees consisting of

- i)     four members of the Trust who shall hold office for a term of three years,
- ii)    four members of the Trust who shall hold office for a term of two years,
- iii)   four members of the Trust who shall hold office for a term of one year;

        a-a)   In addition to filling vacancies on the Board of Trustees as prescribed in the original By-laws of the Trust, members at the first annual general meeting of the Trust at which this amendment is adopted shall add three additional members elected as follows:

- i)     one who shall hold office for a term of three years;
- ii)    one who shall hold office for a term of two years; and
- iii)   one who shall hold office for a term of one year.

        b)     at each subsequent annual general meeting of the Trust following the inaugural meeting the members of the Trust shall elect, for a term of three years each, five members of the Trust to the Board of Trustees to replace those members whose term has expired. No member of the Board of Trustees may be elected to it for a period exceeding six consecutive years;

        c)     a member of the Board of Trustees additional to those specified in paragraphs a) and b) may be elected at a meeting of the Trust to complete the Term of a former member of the Board of Trustees which has not been completed through the death, resignation or incapacity of that member.

4.03    The Board of Trustees shall elect from among its members an executive composed of a President, Vice-President, Secretary and Treasurer in accordance with the provisions of Article 5 of this by-law.

4.04    Meetings of the Board of Trustees shall be called by the President of the Trust, or by the Secretary of the Trust if requested by at least four members of the Board of

Trustees.

4.05 A quorum shall consist of more than fifty percent of the members for a meeting of the Board of Trustees.

4.06 The Board of Trustees may create such committees as it may deem desirable and may delegate, in writing, any of its powers to any such committee except the following powers:

- a) to call special meetings of the members of the Trust whenever it is deemed necessary;
- b) to elect any members of the executive, to prescribe their duties and to determine their compensation;
- c) to establish, levy and assess collection of dues;
- d) to enter into agreements for property acquisition and use and to approve all land purchases of the Trust;
- e) to adopt and publish rules governing the use of acquired properties and the personal conduct of people thereon; and
- f) to mortgage or pledge any assets of the Trust.

## **Article 5 OFFICERS**

5.01 The President of the Trust shall hold office for two years, shall preside over all meetings of the Trust and the Board of Trustees, shall have general supervision of the affairs of the Trust, and shall perform such other duties as may be assigned by the Board of Trustees.

5.02 The Vice-President of the Trust shall hold office for a period of two years, shall preside over any meeting of the Trust or the Board of Trustees in the absence of the President, and shall perform such other duties as may be assigned by the Board of Trustees.

5.03 The Secretary of the Trust shall hold office for a period of two years, shall have custody of the corporate seal, shall keep the minutes of all general meetings of the Trust and all meetings of the Board of Trustees, shall maintain all records of the Trust as may be required by the Companies Act or by similar legislation, and shall perform such other duties as are assigned by the Board of Trustees.

5.04 The Treasurer of the Trust shall hold office for a period of two years, shall maintain all books of account of the Trust, shall have custody of all funds, including trust

funds, of the Trust, shall cause to be prepared an annual audited financial report and other reports as requested by the Board of Trustees and shall perform such other duties as may be assigned by the Board Trustees.

5.05 The positions of Secretary and Treasurer may be combined in one person.

5.06 The Board of Trustees may elect such other executive members and appoint such other officers of the Trust as in its discretion it deems advisable. The Board of Trustees may determine the term of office, remuneration and the duties to be assigned any officer or executive member appointed in accordance with this paragraph.

5.07 An Executive Director of the Trust shall be a member of the Board of Trustees by virtue of the office.

5.08 The immediate past president of the Board of Trustees shall be a member of the executive and of the Board of Trustees by virtue of the office.

5.09 The President or members of the Board of Trustees or other persons designated by the President shall act as spokespersons for the Trust.

5.10 No officer of the Board of Trustees shall be eligible to serve more than two consecutive terms in the same office.

## **Article 6 SIGNING AUTHORITY**

6.01 The signing officers of the Trust for the certification or endorsement of all legal documents, bills of exchange, promissory notes, and other negotiable or transfer instruments shall be any two of the President, Vice-President, Secretary, Treasurer and Executive Director of the Trust.

## **Article 7 MEETINGS/DUES/FINANCIAL STATEMENTS**

7.01 The annual general meeting of the Trust shall be held in each year within six months of the fiscal year end of the Trust.

7.02 Special general meetings of the Trust may be called by the President or the Board of Trustees as they in their discretion may deem advisable. The President shall call a special general meeting of the Trust when petitioned, in writing, by any five members of the Trust.

7.03 Fifteen voting members of the Trust shall be the quorum for any annual general meeting or special general meeting of the Trust.

7.04 The Board of Trustees may establish categories of membership and associated annual fees.

7.05 At each annual general meeting of the Trust the members shall receive a written statement of the financial affairs of the Trust. This shall be prepared by a chartered accountant chosen by the members of the Trust at the last annual general meeting of the Trust. The statement will cover the previous fiscal year as defined in article 10.01 using standard accepted accounting principles.

## **Article 8 LACK OF QUORUM**

8.01 Should a quorum not be present at any general meeting, special general meeting or Board of Trustees meeting of the Trust within one hour of the time for which it was called, the meeting shall be cancelled for that date and time and shall be rescheduled in not less than sixty days.

## **Article 9 NOTICE OF MEETING**

9.01 Notice of all annual general meetings or special general meetings of the Trust shall be given in accordance with paragraph 9.03.

9.02 The provisions of paragraph 9.03 shall apply, with the necessary changes in points of detail, to meetings of the Board of Trustees.

9.03 Notice of meetings of the Trust shall be given in accordance with the following conditions:

a) the notice shall state the day, hour and place of meeting and the general nature of the business to be transacted;

b) the notice shall be served either personally, or by sending through the post, to each member of the Trust;

c) the notice shall be served at least ten days (exclusive of the day of mailing and of the day for which notice is given) before the date of the meeting;

d) the notice shall be directed to such addresses of each member of the Trust as appears on the books of the Trust. If no address is given therein, the notice shall be directed to the last address of each such member as may be known to the Secretary; and

e) a meeting of the members of the Trust may be held for any purpose at any date and time at any place within the Province of New Brunswick without notice if all members entitled to notice of such meeting are present in person at the meeting or if not present in person shall have signified their assent in writing to such meeting being held;

f) notice of any meeting or irregularity in the notification of any meeting may be waived by any member of the Trust.

9.04 The non-receipt of a notice of any meeting shall not invalidate any resolution passed or any proceedings taken at the meeting.

#### **Article 10 FISCAL YEAR**

10.01 The fiscal year of the Trust shall be from May 1st of each year to April 30th of the next year, commencing on the first day of May following the date of incorporation of the Trust pursuant to provincial legislation respecting incorporations.

#### **Article 11 LIABILITY**

11.01 Every member of the Board of Trustees and their heirs, executors, administrators, successors, and assigns, and estate and effects, shall be indemnified and saved harmless out of the Funds of the Trust from and against all costs, charges, and expenses which shall or may be sustained or incurred in any action or proceeding which is brought or prosecuted against him/her for or in respect of any act, deed, matter or thing made, done or permitted by him/her in or about the execution of the duties of office, and also from and against all other costs, charges and expenses which shall be sustained or incurred in or about or in relation to the affairs thereof, except such costs, charges, and expenses as are occasioned by his/her own willful neglect or default.

#### **Article 12 CHARITABLE STATUS**

12.01 No part of the income of the Trust shall be payable to or otherwise available for the personal benefit of any member or officer of the Trust, and the Trust shall not be operated for the pecuniary profit of its members or officers. Nothing herein shall derogate from the powers of the Board of Trustees to grant remuneration to those staff, executive members and officers engaged for the purpose of the Trust pursuant to Articles 2.02 d) and 5.06 of this by-law.

#### **Article 13 CORPORATE SEAL**

13.01 The corporate seal of the Trust shall consist of a circular press imprinting the words "THE NATURE TRUST OF NEW BRUNSWICK INC./LA FONDATION POUR LA PROTECTION DES SITES NATURELS DU NOUVEAU-BRUNSWICK INC." or may be in such other form or contain such other words as the Board of Trustees may from time to time determine. And an impression thereof is affixed hereto.

#### **Article 15 AMENDMENTS**

15.01 This by-law may be amended or repealed and a new by-law or by-laws may be enacted by the Board of Trustees at any meeting of the Board of Trustees, but no new by-

law nor any repeal or amendment of an existing by-law shall have any effect

a) until approved at a general or special meeting of the members of the Trust who shall have been given notice of the proposed repeal, amendment or addition in accordance with Article 9.03 of this by-law, and

b) until receipt of approval of the appropriate provincial or federal authority as may be required in the circumstances.

## **Article 16 INTERPRETATION**

16.01 In this by-law unless the context requires otherwise:

a) “year” shall mean from one annual general meeting to the next;

b) words importing the plural number include the singular number and vice versa; and

c) “by-law” includes this by-law and all amendments thereto.

Last revision by M. Dillon, 20 Nov. 1998, as discussed and approved @AGM Oct 17/98,  
[NTNBbylaws98.rtf](#)