



Subject:

1

By-law Updates Memo

Date	2023/10/03
Subject	
From	Laura Rea Projects and Policy Intern The Nature Trust of New Brunswick
To	The Executive Committee of the Nature Trust of New Brunswick.
Related policy documents	DRAFT_NTNB By-law no. 2021-1_clean

Memo

General updates:

- The term “trustee emeritus” was changed throughout to “Director Emeritus.”
- Grammatical corrections and slight changes to language for clarification purposes.
- Added the phrase “as amended” when referencing the Companies Act, R.S.N.B, c.C-13 as it has been amended since the by-laws were created.
- Changed language to be gender neutral.

Article Two: Interpretation

2.01:

- Previously, the terms “officer, director and member” were used inconsistently and interchangeably. The following definitions are now provided:
 - “Director” means an elected or appointed member of the Board;
 - “member” means a party who has been approved for membership pursuant to Article 5.02;
 - “Executive” means officers who are appointed from and among the Directors to executive positions by the Board, pursuant to Article 5.05, 6.01 and 6.10, which forms the Executive Committee



Subject:

2

- **Added:** “Nature Trust is committed to making best efforts to use gender-neutral pronouns and titles”

Article 4: Membership

4.02: **Added** two classes of membership to differentiate between voting and non-voting members.

- **Recommendation:** the term ‘regular’ will refer to voting members, and the term ‘Affiliate’ will refer to non-voting members.
- **Recommendation:** The past president is granted voting rights whereas, the CEO and Directors Emeritus retain non-voting status. In the past, it has been unclear whether or not the past president is able to vote. Reflected in S. 6.01 as well.

4.03:

- **Clarified** that “the rights of membership in the Nature Trust are conditional on the payment of annual donation to which the board may prescribe minimum or suggested donation amounts at their discretion.”

4.04:

- **Recommendation:** representation and voting of members by proxy is prohibited. This has been a point a discussion in the past however, now that meetings use a hybrid format and electronic voting is possible, if necessary, meetings are much accessible. Proxies could be redundant/overcomplicated. This is reflected in S. 5.07 as well.

4.05:

- Existing By-law: “The Board 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 vote cast at a special general meeting of the members duly called for considering the same.”
Recommendation: Specify that it is “...the board by unanimous vote **of directors present in person** at any meeting.” (For the purpose of this by-law, in person includes those communicating via telephone or other electronic means).

Article 5: Board of Directors

5.02:



Subject:

3

- Current by-law: “The Board shall consist of such ex-officio members as are designated in Article 6 below, and fifteen additional Directors.”
Recommendation: “The Board shall consist of such ex-officio members as are designated in Article 6 below, and **up to** fifteen additional Directors.” This added language allows for flexibility when replacing board members.
- **Clarified:** the term limits for Directors of the Board, Executives and the Past president. Previously, the wording of this section was very confusing and seemed to contradict itself. It has been adjusted and now clearly outlines the following term limits:
 - Directors of the Board may serve two consecutive terms of three years for a total of six consecutive years.
 - Those appointed as Executives may serve an additional two consecutive terms of two years for a total of 10 consecutive years. (six years as a Director and four as an Executive.)
 - Following the completion of their presidency, the past president may serve on the executive for one additional term of two years totalling 12 consecutive years. (Six years as a Director, Four years on the Executive as president, two years on the Executive as past president.)
- **Clarified:** Elections shall be held at the annual general meeting to replace Directors whose terms have expired. Should a Director vacate their position before end of term, a replacement may be elected at a special general meeting of members duly called for that purpose or appointed at a meeting of the Board to complete the unexpired term. This differentiation enables the Board to fill a vacancy without having to wait until the AGM in cases of extenuating circumstances.

5.04:

- **Clarified:** The process and qualifications for becoming a Director Emeritus and abilities of the position:
 - Has served two full terms as a Director and is no longer Director of the Board.
 - Nominated by the president and approved by a majority vote of the board.
 - Entitled to receive notice of regular and special meetings, attend such meetings and speak thereat; but, is not entitled to vote and does not count towards quorum.
 - Notwithstanding the above, Director Emeritus is eligible for membership on committees and may vote and count towards quorum at such meetings.

5.08:



Subject:

4

- **Clarified:** Regulations surrounding participation in meetings by means of telephone or other communication methods
 - All participants can hear each other
 - Consent must be given a majority of Directors present at the meeting
 - Directors participating in meetings by means of telephone or other communication methods shall be deemed for the purposes of the By-Law to be present in person at the meeting.

5.09:

- **Added:** “The Board will strive to create Committees with uneven numbers so as to alleviate the need for tie breaking votes”

Article 6: Executives – previously this section was titled “Officers.” Changed to reflect the definitions provided in S. 2

6.11

- **Recommendation:** Nature Trusts legal consultant advised against authorizing any member of the Board to act as a spokesperson. Instead, the language of this section has been revised to reflect that the President, or individuals authorized/designated by the board can speak on behalf of the Nature Trust in specific instances, rather than a blanket authorization. This will help maintain a consistent public image and support from the Board.

Article 7: Signing authority

- Currently, there are five signing officers (President, Vice President, Secretary, Treasurer and CEO) authorized to endorse all legal documents, bills of exchange, promissory notes, and other negotiable or transfer instruments. However, based on the Nature Trusts current practices, staff payroll is not authorized and released by one of the listed signing officers. A resolution has been drafted to formalize this process and will be presented at the next board meeting. The language of the by-law reflects this.

Article 11: Lack of Quorum

- **Reduce** wait time for rescheduling meetings if quorum is not met, from 1 hr to 30mins.