

BY-LAW NO. 1

**A by-law relating generally to
the transaction of the
affairs of the
ONTARIO FIELD ORNITHOLOGISTS**

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BE IT ENACTED as a by-law of the Corporation as follows:

ARTICLE ONE - INTERPRETATION

1.01 Definitions

In this by-law and all other by-laws and special resolutions of the Corporation, unless the context otherwise requires:

“Act” means the Corporations Act of Ontario, and any Act that may be substituted therefor, as from time to time amended;

“Agent” means any person designated and authorized by the Corporation to do any act or perform any service on behalf of the Corporation;

“Board” means the Board of Directors of the Corporation;

“By-laws” means this by-law and all other by-laws of the Corporation from time to time in force and effect;

“Corporation” means the Corporation incorporated as a corporation without share capital under the Act by letters patent dated December 17, 1986 and named “Ontario Field Ornithologists”;

“Director” means a member of the Board, elected by the Members;

“Letters Patent” means the letters patent incorporating the Corporation, as from time to time amended and supplemented by supplementary letters patent;

“Meeting of Members” includes an annual general Meeting of Members and a special Meeting of Members;

“Member” means any person who was a member of the former unincorporated association known as Ontario Field Ornithologists and any person who is admitted as a Member of the Corporation in accordance with this By-law;

“Membership” means any of the defined categories in which individuals, families and organizations are accepted as Members in the Corporation;

“Officer” means the President, elected by the members of the Board, and others appointed by the Board to act as Secretary, Vice-President(s), Treasurer, and such other offices deemed necessary by the Board;

words importing the singular number include the plural and vice versa; words importing the masculine gender include the feminine and neuter genders; and words importing persons include individuals, corporations, partnerships, trusts and unincorporated organizations.

ARTICLE TWO - AFFAIRS OF THE CORPORATION

2.01 Head Office

Until changed in accordance with the Act, the head office of the Corporation shall be in the City of Toronto.

2.02 Financial Year

Until otherwise ordered by the Board, the financial year of the Corporation shall end on the last day of December in each year.

2.03 Execution of Instruments

Deeds, transfers, assignments, contracts, obligations, certificates and other instruments may be signed on behalf of the Corporation by the President or a Vice-President or a Director and by the Secretary or the Treasurer or an assistant Secretary or an assistant Treasurer or another Director. The Board may from time to time direct the manner in which and the person or persons by whom any particular instrument or class of instruments may or shall be signed. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by the President, Vice-President, Treasurer or any person authorized by the Board.

2.04 Banking Arrangements

The banking business of the Corporation shall be transacted with such banks, trust companies or other firms or corporations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements, instructions and delegations of powers as the Board may from time to time prescribe or authorize.

2.05 Disposition of Property on Dissolution

Upon the dissolution of the Corporation and after the payment of all debts and liabilities, the remaining property or part thereof shall be distributed to Long Point Observatory if that corporation is validly subsisting, and otherwise to the Federation of Ontario Naturalists or other qualified donees of a similar nature.

ARTICLE THREE - DIRECTORS

3.01 Number of Directors and Quorum at Board Meeting

The affairs of the Corporation shall be managed by its Board of Directors. Until changed in accordance with the Act, the number of Directors shall be at least 8 and not more than 10, of whom 5 shall constitute a quorum for the transaction of business. Notwithstanding vacancies the remaining Directors may act if constituting a quorum.

3.02 Qualification as Director

No person shall be qualified as a Director unless he shall be eighteen or more years of age and, except as provided herein, no person shall be elected as a Director unless he is a Member of the Corporation at the time of his election and throughout his term of office; provided that a person who is not a Member of the Corporation may be elected a Director if he is otherwise qualified and if he becomes a Member of the Corporation within ten days after his election, subject to the provisions of the Act. Without limiting the generality of the foregoing, no person shall be elected as a Director of the Corporation unless that person has been nominated, in accordance with the provisions of section 3.04 hereof, by at least one other Member of the Corporation to stand for election as a Director of the Corporation.

3.03 Composition, Election and Term of Board

The Board shall include the immediate Past-President from time to time of the Corporation. The other members of the Board shall be elected at an annual general Meeting of Members to hold office for a period of three years provided that:

- (a) if new Board members are not duly elected thereat, the Directors then in office shall continue in office until their successors are duly elected;
- (b) no Director may act as such for more than one term of three years, unless re-elected as provided below;
- (c) at every annual general Meeting of Members, at least one Member of the Corporation who was not elected and did not act as Director in the immediately preceding year, shall be asked to stand for election as Director of the Corporation; and except as herein provided, retiring Directors shall be eligible for re-election if otherwise qualified. The election may be by show of hands or by resolution of the Members unless a ballot be demanded by any Member.

3.04 Nomination of Directors

Nominations of persons to stand for election as Directors of the Corporation shall be in writing and signed by the nominating Member and the consenting nominee. Nominations must be received by the Corporation at least one month before the annual general Meeting of Members. If more than 9 persons are nominated to stand for election as Directors, the 9 nominees receiving the greatest number of votes shall be Directors of the Corporation.

3.05 Removal of Directors

The Members may, by resolution passed by at least two-thirds of the votes cast thereon at a general Meeting of Members called for the purpose, remove any Director before the expiration of his term of office and may, by majority vote at that meeting, elect any person in his stead for the remainder of his term.

3.06 Vacation of Office of Director

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) if a receiving order is made against him or if he makes an assignment under the Bankruptcy Act;
- (b) if an order is made declaring him to be a mentally incompetent person or incapable of managing his affairs;
- (c) if he ceases to be qualified as provided in section 3.02;
- (d) if he shall be removed from office by resolution of the Members as provided in section 3.05; or
- (e) if by notice in writing to the Corporation he resigns his office and such resignation, if not effective immediately, becomes effective in accordance with its terms.

3.07 Vacancies on the Board

Any vacancy on the Board may be filled for the remainder of its term of office either by a vote of the Members at a general Meeting of Members called for the purpose or by the Board if the remaining Directors constitute a quorum. If the number of Directors is increased between the terms, a vacancy or vacancies on the Board to the number of the authorized increase shall thereby be deemed to have occurred which may be filled in the manner above provided.

3.08 Calling of Board Meetings

Meetings of the Board shall be held from time to time at the call of the Board or the President or any two Directors. Notice of the time and place of every meeting so called shall be given to each Director not less than 48 hours (excluding Saturdays, Sundays and statutory holidays) before the time when the meeting is to be held, save that no notice of a meeting of the Board shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such meeting being held.

3.09 First Meeting of New Board

Provided a quorum of Directors be present, each newly elected Board may without notice hold its first meeting immediately following the Meeting of Members at which such Board is elected.

3.10 Regular Board Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting of the Board.

3.11 Place of Board Meeting

Meetings of the Board shall be held at the head office of the Corporation or elsewhere in Ontario.

3.12 Chair

The President or, in his absence, a Vice-President who is a Director shall be Chair of any meeting of Directors. If no such Officer be present, the Directors present shall choose one of their number to be Chair.

3.13 Votes to Govern at Board Meetings

At all meetings of the Board every question shall be decided by a majority of the votes cast on the question. Each member of the Board that is present shall have a single vote. In case of an equality of votes the question shall be considered defeated. All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by an assent or dissent. A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

3.14 Interest of Directors in Contracts

Subject to the provisions of the Act, no Director shall be disqualified by his office from contracting with the Corporation nor shall any contract or arrangement entered into by or on behalf of the Corporation with any Director or in which any Director is in any way interested be liable to be voided nor shall any Director so contracting or being so interested be liable to account to the Corporation or any of its Members or creditors for any profit realized from any such contract or arrangement by reason of such Director holding that office or the fiduciary relationship thereby established.

3.15 Declaration of Interest by Directors

It shall be the duty of every Director of the Corporation who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the Corporation to declare such interest to the extent, in the manner and at the time required by the Act.

3.16 Remuneration of Directors

The Directors shall serve as such without remuneration and they shall not be entitled to be paid their traveling expenses; however, other expenses properly incurred by them shall be reimbursed. Nothing herein contained shall preclude any Director from serving the Corporation in any other capacity and receiving compensation therefor.

3.17 Executive Committee

The Board may elect from its number an executive committee consisting of not less than three, which committee shall have power to fix its quorum at not less than a majority of its members and may exercise such powers as may be delegated by the Board, subject to any regulations imposed from time to time by the Board.

3.18 Ontario Bird Records Committee

There is hereby established a committee of the Corporation to be known as the Ontario Bird Records Committee (OBRC). This committee shall consist of seven (7) Members of the Corporation who are experts in the field identification of birds. This committee shall be responsible for maintaining the official Provincial bird check-list and for reviewing lists of species in both northern and southern Ontario. Members of this committee shall be elected from time to time from among the membership of the Corporation to serve for a term as determined from time to time by the Board.

3.19 Other Committees

The Board of Directors may by resolution create one or more other committees which may but need not include members of the Board. Other committees created by the Board of Directors shall be given written terms of reference as deemed necessary by the Board. Until otherwise provided, the President shall be a member ex-officio of all committees.

ARTICLE FOUR - OFFICERS

4.01 Election of President

From time to time the Board shall elect from among its members a President.

4.02 Appointment of Other Officers

From time to time the Board shall appoint a Secretary and may appoint one or more Vice-Presidents, a Treasurer and such other Officers as the Board may determine. The Officers so appointed may but need not be Directors and one person may hold more than one office, save that the President may not hold the office of Secretary or Treasurer.

4.03 Terms of Office and Remuneration of Officers

The terms of employment of Officers appointed by the Board shall be settled by it from time to time. The Board may remove at its pleasure any Officer of the Corporation, without prejudice to such Officer's rights under any employment contract. Otherwise each Officer elected or appointed by the Board shall hold office until his successor is elected or appointed, except that the term of office of the President shall expire if and when he shall cease to be a Director. Officers of the Corporation shall serve as such without remuneration. Nothing herein contained shall preclude any Officer from serving the Corporation in any other capacity and from receiving compensation therefor.

4.04 President

The President shall have the general management and direction, subject to the authority of the Board, of the affairs of the Corporation and the power to appoint and remove any and all employees and Agents of the Corporation not elected or appointed by the Board and to settle the terms of their employment and remuneration. The President shall, when present, preside at all Meetings of the Members of the Corporation and of the Board of Directors.

4.05 Immediate Past-President

The immediate Past-President, or a Director delegated by the Board, shall be responsible for the administration of the nominations procedures by which persons are nominated to serve as Directors of the Corporation, as set out in section 3.04 hereof.

4.06 Vice-President

During the absence or disability of the President, his duties shall be performed and his powers exercised by the Vice-President or, if there are more than one, by the Vice-Presidents in order of seniority. The Vice-President or one of them shall maintain a register which records the property owned by the Corporation and its location from time to time.

4.07 Secretary

The Secretary shall attend and be the secretary of all Meetings of Members and meetings of Directors and shall enter or cause to be entered in books kept for that purpose minutes of all proceedings thereat. He shall give or cause to be given, as and when instructed, all notices to Members and Directors. He shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation which he shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution.

4.08 Treasurer

The Treasurer shall keep full and accurate books of account in which shall be recorded all receipts and disbursements of the Corporation in proper books of account and, under the direction of the Board, shall control the deposit of money, the safekeeping of securities and the disbursement of the funds of the Corporation. He shall render to the Board whenever required an account of all his transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall, within 60 days from the financial year end, prepare and certify the accuracy of the complete financial statements of the Corporation including, without limitation, the Corporation's balance sheet and statement of receipts and disbursements.

4.09 Other Officers

The duties of all other Officers of the Corporation shall be such as the terms of their engagement call for or as the Board or the President may prescribe. Any of the powers and duties of an Officer to whom an assistant has been appointed may be exercised and performed by such assistant, unless the Board or the president otherwise directs.

4.10 Variation of Duties of Officers

From time to time the president may add to the duties of any other Officer and may vary or limit such additional duties. From time to time the Board may vary, add to or limit the powers and duties of any Officer.

4.11 Agents and Attorneys

The Board shall have power from time to time to appoint Agents or attorneys for the Corporation in or out of Canada with such powers of management or otherwise (including the power to sub-delegate) as may be thought fit.

4.12 Fidelity Bonds

The Board may require such Officers, employees and Agents of the Corporation as the Board deems advisable to furnish bonds for the faithful discharge of their duties, in such form and with such surety as the Board may from time to time prescribe.

ARTICLE FIVE - PROTECTION OF DIRECTORS AND OFFICERS

5.01 Limitation of Liability of Directors and Officers

No Director, Officer or Agent of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or Agent, or for joining in any receipt or other act for conformity, or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the Corporation, or for the insufficiency or deficiency of any security in or upon which any of the moneys of the Corporation shall be invested, or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any of the moneys, securities or effects of the Corporation shall be deposited, or for any loss occasioned by any error of judgment or oversight on his part, or for any other loss, damage or misfortune whatever which shall happen in the execution of the duties of his office or in relation thereto unless the same are occasioned by his own wilful neglect or default.

5.02 Indemnity

Every Director, Officer and Agent of the Corporation and his heirs, executors and administrators and estate and effects, respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Corporation from and against:

- (a) all costs, charges and expenses whatsoever that such Director, Officer or Agent sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against him for or in respect of any act, deed, matter or thing whatsoever made, done or permitted by him in or about the execution of the duties of his office; and
- (b) all other costs, charges and expenses that he sustains or incurs in or about or in relation to the affairs of the Corporation except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

5.03 Validity of Actions of Directors and Board

No act or proceeding of any Director or Board of Directors shall be deemed invalid or ineffective by reason of the subsequent ascertainment of any irregularity in regard to such act or proceeding or the qualification of such Director or Board of Directors.

ARTICLE SIX - MEMBERS

6.01 Members

The Members shall consist of the individuals, families and organizations that have been accepted for membership by the Corporation through payment of dues.

6.02 Term of Membership

The interest of a Member in the Corporation is not transferable and lapses and ceases to exist upon his death or when he ceases to be a Member by resignation or otherwise in accordance with the By-laws of the Corporation.

Each Member in good standing shall be entitled to one vote on each question arising at any special or general Meeting of the Members. Each Member shall be entitled to receive copies of newsletters and journal numbers published during their term of membership and is eligible to participate in field events organized by the Corporation.

There shall be three classes of membership in the Corporation, namely Life Membership, Annual Membership and Honorary Membership.

- (a) Life Members shall be individuals. Life Members shall be entitled to one vote per Membership at all Meetings of Members of the Corporation; and they shall pay a fee on admission to membership equal to 20 times the fee payable by Annual Members in the year the Life Membership is obtained, but shall not be required to pay any further fees or dues.
- (b) Annual Members may be individuals, families or organizations. Annual Members shall be entitled to one vote per Membership at all Meetings of Members of the Corporation; and they shall pay a fee on admission to membership and annual dues thereafter as determined from time to time by the Board of Directors of the Corporation.
- (c) Honorary Members shall be individuals. Honorary Members shall be entitled to one vote per Membership at all Meetings of Members of the Corporation; and they shall not be required to pay any membership fees or dues.

6.03 Resignation of a Member

Members may resign by resignation in writing which shall be effective upon any date or time on or after the execution of the instrument of resignation. In the case of resignation, a Member shall remain liable for payment of any assessment or other sum levied or which became payable by him to the Corporation prior to acceptance of his resignation.

6.04 Removal of a Member

Upon thirty days' notice in writing to a Member of the Corporation, the Board may pass a resolution authorizing the removal of such Member from the register of Members of the Corporation and thereupon such person shall cease to be a Member of the Corporation. Any such Member may re-apply for membership in the Corporation.

ARTICLE SEVEN - MEETINGS OF MEMBERS

7.01 Meetings of Members

The annual or any other general Meeting of the Members shall be held at such time and on such day in each year as the Board or the President may from time to time determine, for the purpose of receiving the reports and statements required by the Act to be placed before such and for the transaction of such other business as may properly be brought before the meeting.

7.02 Special Meetings of Members

The Board or the President shall have power to call a special Meeting of Members at any time.

7.03 Place of Meetings of Members

Meetings of Members shall be held at the head office of the Corporation or elsewhere in the municipality in which the head office is situated or, pursuant to section 7.04 or if the Board shall so determine, at some other place in Ontario.

7.04 Notice of Meetings of Members

Notice of the time and place of each Meeting of Members shall be given in the manner hereinafter provided not less than ten days before the day on which the meeting is to be held to each Member of record at the close of business on the day on which the notice is given who is entered in the books of the Corporation. Notice of a special Meeting of Members shall state the general nature of the business to be transacted at it.

7.05 REPEALED, By-Law Revision No. 2.

7.06 Chair, Secretary and Scrutineers for Meeting of Members

The President or, in his absence, a Vice-President who is a Director of the Corporation shall be Chair of any Meeting of Members. If no such Officer be present within fifteen minutes from the time fixed for holding the meeting, the persons present and entitled to vote shall choose one of their number to be Chair. If the Secretary of the Corporation be absent, the Chair shall appoint some person, who need not be a Member, to act as Secretary of the meeting. If desired, one or more scrutineers, who need not be Members, may be appointed by a resolution or by the Chair with the consent of the meeting.

7.07 Persons Entitled to Be Present at Meeting of Members

Meetings of Members shall be open to the public.

7.08 Quorum at Meeting of Members

A quorum for the transaction of business at any Meeting of Members shall be 25 persons present in person and each entitled to vote thereat.

7.09 Right to Vote at Meeting of Members

At any Meeting of Members every person shall be entitled to vote who is at the time of the meeting entered in the books of the Corporation as an Annual, Life or Honorary Member, however, without limiting the generality of the foregoing, where two or more persons are jointly registered as a Membership and have between or among themselves paid only one membership fee, such joint members shall be entitled to only one vote per membership at any Meeting of Members.

7.10 Proxies at Meeting of Members

At any Meeting of Members a proxy duly and sufficiently appointed by a Member shall be entitled to exercise, subject to any restrictions expressed in the instrument appointing him, the same voting rights that the Member appointing him would be entitled to exercise if present at the meeting. A proxy need not be a Member. An instrument appointing a proxy shall be in writing and, if the appointer is a corporation, shall be under its corporate seal, subject to the Act. An instrument appointing a proxy shall be acted on only if, prior to the time of voting, it is deposited with the Secretary of the Corporation or of the meeting or as may be directed in the notice calling the meeting.

7.11 Votes to Govern at Meeting of Members

At any Meeting of Members every question shall, unless otherwise required by the Letters Patent or By-laws of the Corporation or by-law, be determined by the majority of the votes duly cast on the question.

7.12 Show of Hands

Any question at a Meeting of Members shall be decided by a show of hands unless, after a show of hands, a poll thereon is required or demanded as hereinafter provided. Upon a show of hands every person who is present and entitled to vote shall have one vote. Whenever a vote by show of hands shall have been taken upon a question, unless a poll thereon is so required or demanded, a declaration by the Chair of the meeting that the vote upon the question has been carried or carried by a particular majority or not carried and an entry to that effect in the minutes of the meeting shall be prima facie evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against any resolution or other proceeding in respect of the said question, and the result of the vote so taken shall be the decision of the Members upon the said question.

7.13 Polls

After a show of hands has been taken on any question, the Chair may require or any person entitled to vote on the question may demand a poll thereon. A poll so required or demanded shall be taken in such manner as the Chair shall direct. A demand for poll may be withdrawn at any time prior to the taking of the poll. Upon a poll each Member present in person or represented by proxy and entitled to vote shall have one vote and the result of the poll shall be the decision of the Members upon the said question.

7.14 Equality of Votes

In case of an equality of votes at any Meeting of Members either upon a show of hands or upon a poll, the question shall be considered defeated.

7.15 Adjournment of Meeting of Members

The Chair at a Meeting of Members may, with the consent of the meeting and subject to such conditions as the meeting may decide, adjourn the meeting from time to time and from place to place. Such adjournment may be made notwithstanding that no quorum is present.

7.16 Minutes of Annual General Meeting

The minutes of the annual general Meeting of Members shall be recorded by the Secretary of the Corporation and a copy of these minutes shall be available on request to all Members.

ARTICLE EIGHT - NOTICES

8.01 Method of Giving Notices

Any notice (which term in this Article 8 includes any communication or document) to be given (which term in this Article 8 includes sent, delivered or served) pursuant to the Act, the Letters Patent, the By-laws or otherwise to a Member, Director or Officer shall be sufficiently given if delivered personally to the person to whom it is to be given, or, if delivered, to his last address as recorded in the books of the Corporation, or, if mailed, by prepaid ordinary or air mail addressed to him at his said address, or, if sent to him, at his said address by any means of wire or wireless or any other form of transmitted or recorded communication. The Secretary may change the address on the Corporation's books of any Member, Director or Officer in accordance with any information believed by him to be reliable. A notice so delivered shall be deemed to have been given when it is delivered personally or at the address aforesaid; a notice so mailed shall be deemed to have been given when deposited in a post office or public letter box; and a notice sent by any means of wire or wireless or any other form of transmitted or recorded communication shall be deemed to have been given when delivered to the appropriate communications company or agency or its representative for dispatch.

8.02 Computation of Time

In computing the date when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded and the date of the meeting or other event shall be included.

8.03 Omissions and Errors

The accidental omission to give any notice to any Member, Director or Officer or the non-receipt of any notice by any Member, Director or Officer or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

8.04 Waiver of Notice

Any Member (or his duly appointed proxy), Director or Officer may waive any notice required to be given to him under any provision of the Act, the Letters Patent, the By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice.

ARTICLE NINE - EFFECTIVE DATE

9.01 Effective Date

This by-law shall come into force when confirmed by the Members in accordance with the Act.

PASSED by the Directors the 21st day of May, 1987.

President: D.V. Weseloh

Secretary: J.D. McCracken

CONFIRMED by the Members the 6th day of June, 1987.

Secretary: J.D. McCracken

Revision No. 1

PASSED by the Directors the 30th day of April, 1998

President: J. Iron

Secretary: D. Cattrall

CONFIRMED by the Members the 17th day of October, 1998.

Secretary: D. Cattrall

Revision No. 2

PASSED by the Directors the 25th day of April, 2000

President: J.Iron

Secretary: D. Cattrall

CONFIRMED by the Members the 16th day of September, 2000.

Secretary: D. Cattrall

Revision No. 3

PASSED by the Directors the 26th day of August, 2003

President: J.Iron

Secretary: C.J. Escott

CONFIRMED by the Members the 20th day of September, 2003.

Secretary: C.J. Escott

Certified effective on the 20th day of September 2003

J. Iron, President

C.J. Escott, Secretary

Date

Date
