

# Corporate By-Laws



*Updates for consideration/approval by The Riverwood Conservancy's Members at the Annual Members' Meeting held on April 22, 2026*

*Changes below noted in red*

## **Article 1: Interpretation**

1. In this by-law and all other by-laws, the Corporation, unless the context otherwise specifies or requires:
  - (1) "Act" means the **Ontario's Not-for-Profit Corporations Act, 2021 (ONCA)**, as from time to time amended and every statute that may be substituted therefore;
  - (2) "Board" means the Board of Directors of the Corporation;
  - (3) "Corporation" means The Riverwood Conservancy;
  - (4) "Member" shall be any individual or organization that has paid the current Membership Fee as set from time to time by the membership at an Annual General Meeting;
  - (5) "Regulations" means the Regulations made under the Act, from time to time amended and every Regulation that may be substituted therefore;
  - (6) all terms which are used in this or any other by-law of the Corporation and which are defined in the Act or the Regulations shall have the meanings given to them in the Act or the Regulations;
  - (7) words importing the singular number include the plural and vice versa;
  - (8) the word "Articles" shall also mean letters patent; and
  - (9) the word "person" includes individuals, bodies corporate, corporations, companies, partnerships, syndicates, trusts and unincorporated organizations.

## **Article 2: Mission statement, corporate seal, registered office, and financial year**

### 1. Vision and Mission Statement

#### (1) Vision

A community that lives in harmony with nature.

#### (2) Mission Statement

The Riverwood Conservancy is the charity that provides programs and direction for Riverwood - the 150-acre, urban nature preserve situated on the shores of the Credit River in Mississauga. Working together with like-minded groups and individuals, our mission is to enable people of all cultures, ages, and abilities to respectfully connect with nature and learn about the importance of protecting, conserving and restoring natural spaces for the well-being of future generations – all while experiencing the beauty of the Riverwood gardens.

### (3) Core Values

- Respect-We are a kind and caring organization that respects nature, the environment and all people.
  - Welcoming-We enjoy meeting new people, hearing new ideas and sharing the beauty of Riverwood.
  - Leadership-We are passionate in building awareness and offering opportunities for learning and discovery.
  - Participation-We provide opportunities for growth and a path for the future through community participation.
  - Integrity-We take our responsibilities very seriously and are transparent in our communications, interactions and intentions.
2. Corporate seal – The Corporate Seal shall be retained at the Registered Office. Any Corporate Seal adopted for the Corporation shall be such as the Board may from time to time approve by resolution.
  3. Registered office – The Board may from time to time by resolution fix the location of the Registered Office of the Corporation within the City of Mississauga, in the Regional Municipality of Peel, as designated by the Letters Patent of the Corporation.
  4. Financial year – The Financial Year of the Corporation shall be from January 1 to December 31.

### **Article 3: Officers and Directors**

1. Chair – The Chair shall be responsible for leading the Board in the fulfillment of its fiduciary, governance and other responsibilities, representing the Board and the Corporation as required and the general oversight and direction of the business and affairs of the Corporation, subject to the authority of the Board.

2. Vice-Chair – During the absence of the Chair, their duties shall be performed and their powers exercised by the Vice-Chair. The Vice-Chair shall also perform such duties and exercise such powers as the Chair may from time to time delegate to the Vice-Chair or as the Board may prescribe.
3. Immediate Past Chair – The Past Chair is the Director who served as Chair immediately before the current Chair and the Past Chair will serve as the Chair of the Nominating Committee.
4. Corporate Secretary – The Corporate Secretary shall sign all documents as required in compliance with the Act. They shall also perform such other duties as may from time to time be prescribed by the Board.
5. Treasurer – The Treasurer shall ensure that adequate accounting records are prepared and maintained and shall keep, or cause to be kept, full and accurate books of account in which shall be recorded all receipts and money, the safekeeping of securities and the disbursement of funds of the Corporation. They shall provide to the Board whenever required of them an account of all their transactions as Treasurer and of the financial position of the Corporation and he shall perform such other duties as may from time to time be prescribed by the Board.
6. Directors – The Directors shall attend Board meetings and be assigned specific responsibilities. These responsibilities and the qualifications required in each instance shall be defined by the Board to meet the needs of the Corporation.
7. Signing Authorities – The Board of Directors shall appoint signing authorities for the Corporation.

#### **Article 4: Board and Committees**

1. The Board of Directors – The Board of Directors shall be responsible for the overall governance of the Corporation and shall consist of:
  - (1) Between eleven (11) and fourteen (14) Directors including the Chair, Vice Chair, Treasurer, Corporate Secretary, and Immediate Past Chair.
  - (2) Directors may serve for a term of up to four (4) years (the length of the term to be designated at the time of the election of each Director). A Director's term will commence as of the date of the AGM appointed. Directors, appointed by the Board to fill vacancies as per Article 4.10, must be confirmed at the next AGM. All Directors must agree in writing their willingness to serve as a Director. A Director who has served for two (2) full terms may be re-elected as a Director after a one (1)-year absence from the Board.

- (3) The Members will designate the number of Directors for a year upon the recommendation of the Nominating Committee at the Annual General Meeting. This number shall not be smaller than the number of sitting Directors who have not yet completed their terms.
- (4) The Members shall elect the Directors at the Annual General Meeting to serve terms as described in Article 4-1 (2).
- (5) The Immediate Past Chair may continue to serve on the Board for one (1) two (2)-year term beyond the eight (8)-year limit, noted in Article 4-1 (2) only if the Immediate Past Chair position would otherwise be vacant.
- (6) **Limited Extension for Officers (Executive Committee):**  
Notwithstanding Article 4-1 (2), a Director who is currently serving as an Officer of the Corporation (being a member of the Executive Committee, including the Chair, Vice Chair, Treasurer or Corporate Secretary) and who has reached the maximum number of consecutive terms permitted may, if nominated for election as a Director at an Annual Members' Meeting, be elected for one (1) additional term not exceeding one (1) year.

Such nomination shall be made only where the Board of Directors has determined that:

- (a) the extension is necessary to maintain continuity of leadership;
- (b) a suitable successor is not reasonably available to fill the role; and
- (c) the Director's term would otherwise expire within six (6) months of the next Annual Members' Meeting, such that there is insufficient time to identify and transition a successor.

An individual may benefit from this provision only once.

2. Executive Committee – The Executive Committee shall meet, if required, between Board meetings and shall make decisions on behalf of the Board. All decisions of the Executive Committee must be ratified by the Board at the next Board meeting.
  - (1) The Executive Committee shall consist of the Chair, Vice Chair, Immediate Past Chair, Treasurer, Corporate Secretary and one other Director. The Executive Committee shall be elected by the Board annually at its first meeting immediately after the Annual General Meeting.
  - (2) At any meeting of the Executive Committee, a Quorum shall be three (3) voting members.
  - (3) The powers of the Executive Committee shall be subject to any regulations imposed from time to time by the Board.

3. Committees – The Board may establish Committees and Sub-committees from time to time in order to conduct its business more effectively. All Committees shall be reappointed annually after the Annual General Meeting and are responsible to the Board who shall define the responsibilities of each Committee.

4. Board Appointments

Recording Secretary – The Board may, if desired, appoint a Recording Secretary who is not a Director. The Recording Secretary shall attend all Board meetings but shall not have any voting rights. The Recording Secretary shall give, or cause to be given, all notices required to be given to Members, Officers, Directors, auditors and members of Committees. The Recording Secretary shall attend all meetings of the Board, of Committees where required and of the Members and shall enter or cause to be entered in books, kept for that purpose, minutes of all proceedings at such meetings and shall perform other duties as may from time to time be prescribed by the Board.

5. Quorum – At any meeting of the Board, fifty (50) percent plus one of the number of Directors as designated by the membership at the AGM shall constitute a Quorum for the transaction of business.
6. Qualification – Each Director shall be eighteen (18) or more years of age, must be a Member of the Corporation and believe in the Mission of the Corporation.
7. Nominations – A nominating committee consisting of at least two (2) Directors, and one or more members who could also be Director(s) shall be appointed by the Board at its first meeting after the Annual General Meeting (AGM).

The committee shall be chaired by the Immediate Past Chair. The Immediate Past Chair is the Director who served as chair immediately before the current chair. The Immediate Past Chair may continue to serve on the Board for one (1) two (2) year term beyond the eight (8) year limit, only if the Immediate Past Chair position will otherwise be vacant.

If the immediate Past Chair is unable to serve beyond either the eight (8) year limit or the further two (2) year extension then the Committee shall be chaired by a Board member who is also a Past Chair. In the event that no Past Chair is available, the Board will appoint a Director as Chair.

The Committee shall give a report to members at the AGM which will include the following:

- a) The names of Directors who are leaving the Board at the conclusion of the AGM;

- b) A list of proposed candidates for election to the Board for a four (4) year term, and;
- c) Recommend the Maximum size of the Board for the ensuing year.

Other duties of the Committee include:

- d) Proposing to the Board of Directors, following the conclusion of the AGM, the members of the Executive Committee for the ensuing year, and
- e) Overseeing the filling of casual vacancies that may arise on the Board throughout the course of the year, through the identification, review, assessment and recommendation of suitable prospective candidates.

Nominations for election to the Board from the floor will not be accepted at the AGM. All nominations must be in writing and forwarded to the Nominating Committee, which must report to the members all such nominations received. All such nominations must be signed by two (2) members of the Corporation as well as the candidate and must be received by the Nominating Committee at least fourteen (14) days prior to the AGM.

#### 8. Disciplinary Act or Termination of Membership for Cause

- Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

#### 9. Vacation of Office

The office of a Director shall be vacated immediately:

- If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- If the Director dies or becomes bankrupt;
- If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- If, at a meeting of the Members, the Members by ordinary resolution removes the Director before the expiration of the Director's term of office.

If an Officer or Director, without due cause, fails to attend at least sixty (60) percent of the regularly scheduled meetings in any one (1)-year or consecutive twelve (12)-month period, such non-attendance may be considered as a resignation of office and the officer or director may not be considered for re-election by the Nominating Committee.

10. Vacancies – The Board shall have the power to fill any vacancies in its membership which arise during any year up to a limit of one-third of the Board. If an election of Directors is not held at the proper time, the incumbent Directors shall continue in office until their successors are elected.

11. Conflict of Interest – Where a member of the Board or a member of any Committee has any direct or indirect pecuniary interest

- (1) in any contract or proposed contract likely to be affected by a decision of the Board or
- (2) in any other matter with which the Board is concerned and
- (3) is present at the meeting, including Committee meetings, or any other meeting of the Board at which the matter is the subject of consideration,

such Director or Officer shall, prior to any discussion, disclose their interest and shall not take part in the consideration, discussion of, or vote on, the subject item.

If an Officer or Director is found to be in an undeclared conflict of interest situation such conflict may be considered to be a resignation of office and the Officer or Director may be ineligible for re- election, as determined by resolution of the Board of Directors.

## **Article 5: Board Meetings**

1. Notice of Meetings – Meetings of the Board shall be held from time to time at such place, at such time and on such day as the Chair or any two Directors may determine, and the Corporate Secretary shall call meetings when so directed or so authorized.

2. Place, Frequency and Means of Meeting

- (1) Place and Frequency of Meeting – Meetings of the Board may be held at any place within Ontario and at least six (6) times per year.
- (2) Means of Meeting – Where all the Directors present at or participating in the meeting have consented any Director may participate in a meeting of the Board by means of conference telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Director participating in such a meeting by those means

shall be deemed to be present at the meeting. If a majority of the Directors participating in such a meeting are then in Canada, the meeting shall be deemed to have been held in Canada.

- (3) Approval of meeting minutes may be non-simultaneous, via email or other digital means of communication.
3. Voting – At all meetings of the Board, every question shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair of the meeting shall be entitled to a casting vote, otherwise he does not vote at Board or Members' meetings.
4. Chair – The Chair shall be chair of any meeting of the Board. If no Officer is present, the Directors present shall choose one of their members to be Chair for that meeting.

#### **Article 6: Protection for Directors and Officers**

1. Limitation of Liability – Except as otherwise provided in the Act, no Director or Officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director or Officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficient or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be invested for any loss or damage arising from the bankruptcy, insolvency or tortuous acts of any person with whom any of the monies, 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 which may happen in the execution of the duties of his office or in relation thereto; provided that nothing herein shall relieve any Director or Officer from the duty to act in accordance with the Act and Regulations or from liability for any breach thereof.
2. Indemnities to Directors and Officers – Subject to the Act, every Director and Officer of the Corporation and their heirs, executors, administrators and other legal personal representatives, shall from time to time be indemnified and saved harmless by the Corporation from and against
  - (1) any liability and all costs, charges and expenses that they sustain or incur in respect of any action suit or proceeding that is proposed or commenced against them in respect

of anything done or permitted by them in respect of the execution of the duties of his office, and

- (2) all other costs, charges and expenses that they sustain or incur in respect of the Affairs of the Corporation.
3. Submission of Contracts to Members for Approval – The Board in its discretion may submit any contract, act or transaction for approval or ratification at any Annual or Special Meeting of the Members called for the purpose of considering the same, and a majority of votes shall constitute approval.

## **Article 7: Meetings**

### 1. Annual General Meeting

- (1) Subject to the provisions of the Act, the Annual General Meeting shall be held annually not later than the end of the fourth month following the end of the fiscal year of the Corporation at such a place in the City of Mississauga as determined by the Board. At least twenty-one (21) days notice of the time, place of the meeting, and meeting agenda shall be given to the Board, to the auditor, and to each Member entitled to vote at the Annual General Meeting. Financial statements or a summary thereof shall be provided to the Members a minimum of five (5) days prior to the Annual General Meeting. The full financial statements must be accessible to all members who wish to review them.
- (2) Means of Meeting – In situations where an in-person meeting is not possible, the meeting may be held by means of conference telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a Member participating in such a meeting by those means shall be deemed to be present at the meeting., If a majority of the Members participating in such a meeting are then in Canada, the meeting shall be deemed to have been held in Canada.
- (3) At the Annual General Meeting,
  - (i) The Board shall report on the activities and accomplishments of the Corporation since the last Annual General Meeting.
  - (ii) The Treasurer shall present audited financial statements for the year just ended.
  - (iii) The Board shall present any by-law changes for consideration and approval.
  - (iv) The Directors shall be elected by the Members in accordance with the rotation prescribed in Article 4, by secret ballot if necessary.
  - (v) The Auditor shall be appointed by the Members on the recommendation of the Treasurer.

(vi) Other business as may properly be brought before the meeting shall be transacted.

2. Special Members' Meetings – The Chair or Vice Chair shall have the power at any time to call a Special Meeting of the Members of the Corporation to be held at any time and place in Ontario. Notice of the time, place, and agenda of such Special Members' Meeting shall be given to the members not less than twenty-one (21) days before the day on which the meeting is to be held.

The Board must call a Special Members' Meeting upon receipt of a written request signed by twenty-five (25) Members of the Corporation. Three (3) Directors are required to attend any such meeting.

3. Quorum – Twenty-one (21) voting Members present shall constitute a quorum at Annual General Meeting and Special Members' Meetings.
4. Omission of Notice – The accidental omission to give notice of any meeting or the non- receipt of any notice by any Member or Members or by the auditor of the Corporation shall not invalidate any resolution passed or any proceedings taken at any Meeting of Members.
5. Voting – Those entitled to vote shall be Members who have paid, prior to the meeting, the current year's Membership Fee. At all meetings of Members, every question shall be determined by a majority of the votes cast on the question, unless otherwise required by the Articles or by-laws or by the Act. In the case of an equality of votes at any Meeting of Members, the Chair of the meeting shall be entitled to cast a vote. Subject to the provisions of the Act, any question at a Meeting of the Members shall be decided by a show of hands unless a secret ballot is required or demanded. Upon a show of hands, every Member present in person or represented by proxy and entitled to vote shall have one (1) vote.
6. Proxy Voting – Subject to ONCA section 64, every member entitled to vote at a meeting of the members may by means of a proxy appoint a proxyholder or one or more alternate proxyholders as the member's nominee to attend and act at the meeting in the manner, to the extent and with the authority conferred by the proxy. A proxy shall be in writing, signed by the member or the member's attorney, and in such form as the Board from time to time may prescribe.
7. Chair and Secretary – The Chair shall be Chair of any meeting of Members. If no such Officer is present within fifteen (15) minutes from the time fixed for holding the meeting, then the Members present and entitled to vote shall choose one of their number to be Chair. If the

Recording Secretary is absent, the Chair shall appoint some person who need not be a Member, to act as secretary of the meeting.

## **Article 8: Membership**

1. Qualifications – Every person shall be entitled to be a Member of the Corporation, except those persons who have been removed by the Board under Article 4-8. A Member shall be entitled to participate in all activities of the Corporation as defined by the Board.
2. Membership Classes
  - a> Voting Membership:
    - (1) Individual Youth – one named person between the ages of 15 and 25, each of whom shall have one (1) vote.
    - (2) Individual Senior – one named person aged 65 years or older, each of whom shall have one (1) vote.
    - (3) Individual Adult – one named person between the ages of 26 and 64, each of whom shall have one (1) vote.
    - (4) Family – up to two named adults, plus three children under 18 years of age; each adult shall have one (1) vote.
    - (5) Donor/Member Hybrid (Charitable) - one named person who has made a donation in the past twelve months, on whom membership has been conferred, who shall have one (1) vote.
    - (6) Life - The Board may, by resolution, confer Life Membership on any Member of the Corporation and their partner/spouse who has given distinguished service to the Corporation. Should the Member die, the Life Membership continues for the surviving partner/spouse.

Additionally, Life Membership may be conferred on donors whose cumulative donations have reached an identified threshold. Life Members retain all their membership rights but do not have to pay the annual Membership Fee.

### b> Non-Voting Membership:

- (1) Honorary Membership – The Board may, by resolution, confer Honorary Membership on any individual, including a Patron, who is not a Member of the Corporation who has given distinguished service to the Corporation or whom the Board otherwise deems appropriate.

Such Members shall not have voting rights.

3. Membership Fees – Membership Fees shall be payable on an annual basis and shall be determined from time to time by the Board.
4. Membership in the Corporation is not transferable and automatically terminates if
  - (1) the Member resigns as a Member of the Corporation, or dies;
  - (2) Membership Fees have not been paid within two (2) months of their due date; or
  - (3) the Member is removed pursuant to Article 4-8.

#### **Article 9: Information Available to Members**

1. Discovery of Information – Except as provided by the Act, no Member shall be entitled to discovery of any information respecting any details of conduct of the Corporation's business which, in the opinion of the Directors, it would be inexpedient in the interests of the Corporation to communicate to the public.
2. Inspection of Records – The Directors may from time to time, subject to rights conferred by the Act, determine whether and to what extent and at what time and place and under what conditions or regulations the documents, books and registers and accounting records of the Corporation or any of them shall be open to the inspection of Members and no Member shall have any right to inspect any document or book or register or accounting record of the Corporation except as conferred by statute or authorized by the Board or by a resolution of the Members.

#### **Article 10: Miscellaneous**

1. Services – Any notice or other document required by the Act, the Regulations, the Articles or the by-laws of the Corporation to be sent to any Member or Director or to the auditor shall be delivered personally or sent by prepaid mail or fax, to any Member or Director at their latest address as shown in the records of the Corporation or its transfer agent, whichever is the more current, and to the auditor at their business address.
2. Staff – The Board authorizes staff remuneration through the annual approval of the budget.
3. Insurance – The Corporation may purchase and maintain such insurance for the benefit of the Directors and Officers as may be considered necessary.

4. Rules of Order – Roberts Rules of Order shall govern the Corporation in all matters not covered by these by-laws.
5. Changes to These By-Laws – These by-laws may be amended with the consent of two- thirds of the Members voting (whether in person or by proxy) at an Annual General Meeting of the Corporation, or at a Special Members’ Meeting called to consider the changes, provided
  - (1) a notice of motion in writing of such proposed amendment or revision has been given at a previous Annual General Meeting; or
  - (2) Members have been notified of the proposed changes in writing at least fourteen (14) days preceding the Annual General Meeting.

Amendments and alterations to these by-laws may be proposed by the Board or by Members.

6. Dissolution of the Corporation – The Corporation may be declared to be defunct if it is unable to meet its Mission Statement. Motion to dissolve shall require a two-thirds majority of the Members at a Special Members’ Meeting. After discharging any outstanding debts and liabilities, any remaining assets shall be distributed amongst a registered charitable organization(s), which carry on its work with a similar purpose within the City of Mississauga.