

**DRAFT BY-LAWS**  
Subject to AGM Approval 2017-09-25

First Approved November 10<sup>th</sup>, 2012  
Last Amended September 28<sup>th</sup>, 2015

CANADIAN PARKS AND WILDERNESS SOCIETY (“CPAWS”)  
LA SOCIÉTÉ POUR LA NATURE ET LES PARCS DU CANADA (“SNAP”)  
 (“the Society”)

*NOTE: These by-laws should be read in conjunction with the Society’s Articles of Continuance; the Canada Not-for-profit Corporation Act and the Canada Not-for-profit Corporation Regulations, each of which sets out additional rules, rights and obligations applicable to the Society.*

**TABLE OF CONTENTS**

Section 1 – General  
Section 2 – Membership  
Section 3 – Membership Dues, Termination and Discipline  
Section 4 – Meetings of Members  
Section 5 – Trustees  
Section 6 – Meetings of Trustees  
Section 7 – Officers  
Section 8 – Executive Committee  
Section 9 – Chapters  
Section 10 – Protection of Trustees and Officers  
Section 11 – Effective Date

The following is enacted as a by-law of the Society.

---

**SECTION 1 – GENERAL**

**1.1 Definitions: The following definitions apply in this by-law.**

"Act" means the *Canada Not-for-profit Corporation Act* and the regulations made under that Act.

"articles", unless the context requires otherwise, means the Society’s Articles of Continuance and any document that replaces or amends them.

"Board" and "Board of Trustees" mean the Board of Trustees of the national Society.

"by-laws" mean this by-law and any other by-law of the Society that is in force at the time.

"chapter" means a chapter of the Society as established in accordance with section 9 of this by-law.

"meeting of members" includes an annual meeting of members or a special meeting of members.

"president" means president of the Board.

"special resolution" means a resolution passed by a majority of not less than two-thirds of the votes cast on that resolution.

"Trustee" means a member of the Board and a "director" under the *Act*.

**1.2 Interpretation:** In this by-law, words in the singular include the plural and vice-versa.

Section headings and italicized references to the Act are used in this by-law for reference purposes only and do not form part of the by-law.

A definition in the Act applies to this by-law unless the term is also defined in this by-law.

**1.3 Corporate Seal:** The Society may have a corporate seal in the form approved by the Board.

**1.4 Execution of Documents:** Contracts or other documents requiring the signature of the Society shall be signed by a member of the Executive Committee or by the Executive Director (if one has been appointed). That person may apply the seal of the Society to the document.

**1.5 Financial Year End:** The financial year end of the Society shall be determined by resolution of the Board.

**1.6 Banking Arrangements:** The Society shall do its banking at the bank, trust company, credit union or other entity specified by resolution of the Board. The Society's banking shall be done by one or more people authorized to do so by resolution of the Board.

**1.7 Annual Financial Statements:** The Society may, instead of sending copies of the annual financial statements and other documents referred to in subsection 172(1) (Annual Financial Statements) of the Act to the members, publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Society and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

## **SECTION 2 – MEMBERSHIP**

**2.1 Membership Conditions:** Subject to the articles, there shall be one class of members of the Society. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Society.

Membership in the Society is available only to individuals who are interested in supporting and furthering the objects of the Society and who have donated to the Society within the past 18 months or such other period as determined by resolution of the Board. The Board shall have sole discretion in determining whether an applicant for membership is interested in supporting and furthering the objects of the Society.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.*

**2.2 Appeal of Membership Denial:** An individual who is denied membership in the Society under Section 2.1, despite having donated to the Society within the period specified under that section, may request in writing that the Board reconsider the denial. The Board shall, within a reasonable period of time, provide the individual with an opportunity to address the Board in writing or otherwise and explain why he or she should be admitted as a member. The individual shall be granted membership unless, after considering the individual's submissions, the Board votes by special resolution to deny the individual membership in the Society. The Board's decision to deny membership is final and there is no further right of appeal.

---

## **SECTION 3 – MEMBERSHIP DUES, TERMINATION AND DISCIPLINE**

**3.1 Minimum Donation:** Trustees may, by resolution, establish a minimum donation amount for membership.

**3.2 Termination of Membership:** A membership in the Society is terminated when:

1. the member dies;
2. the member fails to maintain any qualifications for membership described in Section 2.1 or Section 3.1;
3. the member delivers a written resignation to the president of the Board of the Society;
4. the member is expelled in accordance with Section 3.3 below or is otherwise terminated in accordance with the articles or by-laws; or
5. the Society is liquidated or dissolved under the Act.

Subject to the articles, all membership rights cease upon termination of membership.

**3.3 Discipline of Members:** The Board may suspend or expel any member from the Society if

1. the member violates any provision of the articles, by-laws, or written policies of the Society;
2. the member does anything that that may be detrimental to the Society as determined by the Board in its sole discretion;
3. the Board determines, in its discretion, that the member should be suspended or expelled, having regard to the purpose of the Society.

A suspension or expulsion requires a special resolution of the Board. In the event that the Board determines that a member should be expelled or suspended, the president, or another person designated by the Board, shall provide 20 days notice of suspension or expulsion to the member and shall provide the Board's reasons for the proposed suspension or expulsion. The member may, within the 20 day period, make written submissions to the president or the designated person. In the event that no written submissions are received, the member is suspended or expelled without further notice. If written submissions are received in accordance with this section, the Board will consider them and will notify the member of its final decision within 20 days of receiving the submissions. The Board's decision is final and there is no further right of appeal.

---

## **SECTION 4 – MEETINGS OF MEMBERS**

**4.1 Method of Meeting:** Member meetings may be held by telephone or any other electronic means by which the participants can communicate adequately with one another.

**4.2 Annual General Meetings:** An Annual General Meeting ("AGM") of the Society shall be held at a time and place designated by the Board within fifteen months of the last AGM and within six months of the Society's fiscal year end.

The following business shall be dealt with at each AGM:

1. the minutes of the preceding AGM and any intervening special meeting of members;
2. the report of the president on the activities of the Society since the preceding AGM;
3. the auditor's report and audited financial statements for the preceding fiscal year;
4. the appointment of auditors for the next fiscal year;
5. any other matter required by this by-law to be raised at an AGM; and
6. any matter which the Board or any six members of the Society have asked to be put on the agenda, provided that the matter is within the objectives and mission of the Society and that the request is received by the head office in time to add the matter to the AGM notice.

**4.3 Special Meetings:** The Board may call a Special Meeting of members at any time. If a request signed by at least five percent of the Society's members is delivered to the Society's head

office, the board shall call a special meeting of the Society within 60 days of the request. The meeting must be held at a reasonable time and place designated by the Executive Committee. No more than one special meeting may be called by the members in any twelve month period.

**4.4 Notice of Member Meetings:** In accordance with s.63 of the regulations under the Act, notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by one or more of the following means:

1. by mail, courier or personal delivery no less than 21 and no more than 60 days before the day of the meeting;
2. by telephone, email or other electronic means no less than 21 and no more than 60 days before the day of the meeting; or
3. if the Society has more than 250 members, by notice in a Society publication distributed to members no less than 21 and no more than 60 days before the day of the meeting.

A member is entitled, on request, to receive a notice by mail.

Notice of a special meeting shall include the text of any special resolution to be voted upon at the special meeting.

*Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendment to the by-laws of the Society to change the manner of giving notice to members entitled to vote at a meeting of members.*

**4.5 Persons Entitled to be Present:** The only persons entitled to be present at a meeting of members are the members, the Trustees, the Society's public accountant and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Society to be present at the meeting. Other persons may be admitted on the invitation of the chair of the meeting or by resolution of the members.

**4.6 Chair of the Meeting:** Meetings of members shall be chaired by the president, or in his or her absence, by the vice-president, unless that person has a conflict of interest regarding the subject-matter of the meeting. In the event that the president and the vice-president are both conflicted or absent, the members who are present and entitled to vote at the meeting shall elect a member present at the meeting to chair the meeting.

**4.7 Quorum:** A quorum at any meeting of the members (unless a greater number of members are required to be present by the Act) shall be ten members entitled to vote at the meeting. If a quorum is present at the opening of a meeting, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

**4.8 Votes to Govern:** At any meeting of members every question shall, unless otherwise provided by the articles, by-laws or Act, be determined by a majority of the votes cast on the question. In case of a tied vote, the chair, in addition to his or her original vote, shall have a second and deciding vote.

*Note: Sections 2.2, 3.3, 7.4 and 9.14 of these by-laws require a special resolution (2/3 majority vote). Special resolutions are also required under ss.141(9)(a), 170(8), 189(2)(b), 197, 199(3), 206(5), 212, 213(5), 214(6), 220, 221(3) and 296(1) of the Act.*

---

## **SECTION 5 – TRUSTEES**

**5.1 Election, Appointment and Term:** Subject to the articles, at each annual meeting the members will elect Trustees as necessary to fill vacancies, and each Trustee shall be elected to hold office for a term expiring not later than the end of the third annual meeting of members following his or her election. Subject to the Articles, the Board may appoint a limited number of Trustees on an interim basis to fill vacancies on the Board.

A person who has served as a Trustee for nine consecutive years is not eligible to be re-elected or appointed as a Trustee until at least three years have passed since they last served on the Board."

**5.2 Qualifications and Regional Representation:** Trustees must be members of the Society, be at least 18 years of age, and have the skills and backgrounds necessary to meet the needs and objectives of the Society, as identified by the Board. As well, to the extent possible, at least 50% of Trustees shall have significant chapter experience and there shall at all times be one or more Trustees representing each of Northern Canada (the territories), British Columbia, the Prairies, Ontario, Quebec and Atlantic Canada.

**5.3 Nomination of Trustees:** Nomination of Trustees: The Board shall appoint a Nominating Committee at least 180 days prior to each annual general meeting at which Trustees are to be elected. The Nominating Committee shall, with regard to the number of current and expected vacancies on the Board, nominate Trustees for election taking into account the skills and backgrounds required to meet the needs and objectives of the Society and the regional representation objective set out in section 5.2. The Nominating Committee shall present to the Board, at least 90 days prior to the annual meeting, a list of proposed candidates along with biographical sketches and confirmation that each candidate consents to their nomination.

No later than 50 days prior to the annual general meeting, the Board shall identify a slate of Trustee candidates and notify members of the slate of nominees. Such notice shall include biographical sketches of each nominee and an invitation to members of the Society to submit further nominations for Trustees.

Nominations by members must be delivered to the head office no later than 15 days after the date the notice is mailed. All nominations by members shall be accompanied by the written consent of the nominee, his or her address, a biographical sketch and the names and signatures of 25 supporters who were members of the Society on the day the notice was sent out by the Board and when they provided their signature in support of the nominee.

**5.4 Election by Acclamation:** If the number of nominees does not exceed the number of vacancies on the Board, the nominees are acclaimed.

**5.5 Election by Vote:** If there are more nominees than vacancies, a ballot and the biographical sketch of each nominee must be mailed or sent electronically to each member no later than 30 days before the annual general meeting. The ballot must indicate the deadline for return of the ballot.

To cast their ballot, each member shall mark the ballot and cause it to be delivered to the head office by the deadline. The individual(s) receiving the highest number of votes shall be considered duly elected by the members. The result of the election must be communicated to the nominees and the Board.

**5.6 Effective Date of Election/Acclamation:** The election or acclamation of a Trustee is effective at the start of the annual general meeting.

**5.7 Past President Ex-officio Member of the Board:** Unless elected or otherwise continuing to serve as a Trustee pursuant to this by-law, the immediate past-president of the Society shall be an ex-officio, non-voting member of the Board.

**5.8 Governance Committee to establish procedures:** The Governance Committee may establish such other procedures, rules and forms as it considers necessary for the proper conduct of an election. Procedures and rules must be consistent with this by-law.

**5.9 Procedural failure does not invalidate election:** A failure to do anything within the time required by this by-law or in accordance with procedures established by the Governance Committee does not invalidate the election or acclamation of a Trustee unless the Board so determines.

---

## **SECTION 6 – MEETINGS OF TRUSTEES**

**6.1 Meetings:** The Board shall meet at least twice per year. Additional Board meetings may be called by the president or vice-president at any time and may be held at any reasonable time and place to be determined by the Board. Board meetings may be held by telephone or other electronic means. A meeting shall be called by the president at the written request of any five members of the Board, in which case notice of the meeting shall include notice of the business intended to be considered at the meeting.

**6.2 Notice of Meetings:** Notice of the time and place of a Board meeting shall be given to every Trustee not less than 21 days before the time when the meeting is to be held. Notice of a meeting is not necessary if no Trustee objects to the holding of the meeting and those who are not in attendance at the meeting have waived the requirement of notice. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless otherwise required by this by-law, the notice of meeting does not need to specify the purpose or the matters to be dealt with at the meeting other than a matter referred to in subsection 138(2) (Limits on Authority) of the Act.

**6.3 Quorum:** Forty percent of the number of Trustees currently in office shall constitute quorum.

**6.4 Votes to Govern:** At Board meetings, every question shall be decided by a majority of the votes cast on the question. If a vote is tied, the chair, in addition to an original vote, shall have a second and deciding vote.

**6.5 Committees:** Subject to the Act, the Board may appoint any committee or other advisory body with such powers as the Board sees fit. Subject to the Board's directions, each committee may formulate its own rules of procedure. Any committee member may be removed by resolution of the Board.

---

## **SECTION 7 – OFFICERS**

**7.1 Election of Officers:** The Board shall elect from among the Trustees, a president, one or more vice-presidents and any other officers designated by the Board. Officers shall be elected for a three-year term unless otherwise specified by the Board.

**7.2 Appointment of Executive Director:** The Board may appoint an Executive Director who shall be the Society's chief administrative officer.

**7.3 Description of Offices:** The president shall preside at all Board meetings and of the members when present, and shall have such other duties and powers as specified by the Board. If the president is unable or unwilling to act, the vice-president shall assume the duties of president until the president is able or willing to act. The vice-president(s) shall have such other duties and powers as specified by the Board.

The other officers of the Society shall have the powers and duties required of their office. The Board or Executive Committee may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

**7.4 Removal of Officers:** The Board may remove, with or without cause, any officer of the Society, by a special resolution of the Board for which notice of the motion to remove the officer was provided to all Trustees, provided that the officer is granted an opportunity to be heard at the meeting.

**7.5 Replacement of Officers:** The Trustees may, by resolution, appoint a person to fill any vacant office.

**7.6 Remuneration of Officers:** In accordance with the articles, Officers other than the Executive Director shall serve without remuneration but may be reimbursed for reasonable expenses incurred in the performance of their duties.



## SECTION 8 – EXECUTIVE COMMITTEE

**8.1 Appointment of Executive:** The Board shall, immediately after the AGM and at any other time as required, appoint a committee of Trustees called the Executive Committee for a term concluding at the next AGM. The size of the Executive Committee shall not be less than five Trustees and shall include officers of the corporation.

**8.2 Meetings of Executive:** The Executive Committee shall meet monthly or as needed upon at least five days' notice given by the President.

**8.3 Quorum for Executive Meetings:** One-half of the members of the Executive Committee shall constitute a quorum at such meetings. Minutes of Executive Committee meetings shall be circulated to all Trustees in advance of each Board meeting.

**8.4 Powers, Duties and Responsibilities of Executive:** The Executive Committee shall have all the powers duties and responsibilities of the Board except as set out in s.138(2) of the Act or in this by-law.

---

## SECTION 9 – CHAPTERS

**9.1 Establishment of Chapters:** The Board of Trustees may, by resolution, approve the establishment of a Chapter or Chapters of the Society for the purpose of carrying out the Society's objectives in a particular region. Chapters shall be in the legal forms specified in Article 9.2 of this by-law.

**9.2 Legal Form of Chapters:** A Chapter may, but need not be, incorporated. The constitution, by-laws, and articles of incorporation, of each Chapter shall be subject to the approval of the Board of Trustees or Executive Committee of the Society. Such documents shall contain any provisions required by the Board of Trustees of the Society having regard to the role of Chapters, including but not limited to provisions dealing with:

1. the objects of the Chapter;
2. dissolution of the Chapter;
3. suspension of the operations of the Chapter by the Society; and
4. restrictions on any amendment or repeal of the constitution or letters patent and by-laws of the Chapter without the approval of the Board of Trustees or Executive Committee.

**9.3 Amendment of Chapter Constitutions:** A chapter must comply with any direction of the Board of Trustees or the Executive Committee prior to amending, repealing, enacting or varying its constitution, by-laws or articles.

**9.4 Unincorporated Chapters:** Unincorporated Chapters come into existence by resolution of the Board of Trustees and, as a division of the Society, are subject to the by-laws and Articles of the Society. The Society may require unincorporated Chapters to adopt a standardized

constitution governing their internal organization and affairs. Where the Board of Trustees has established an unincorporated chapter in a particular region, that chapter shall have exclusive authority to operate as a chapter of the Society in that region.

**9.5 Incorporated Chapters:** Chapters shall not incorporate without the prior approval of the Board of Trustees. Incorporated Chapters must conform with the Society's by-laws and Articles. Incorporated Chapters must also enter into a "Chapter Affiliation Agreement" with the Society in the form required by the Society. Where the Board of Trustees has established an incorporated Chapter in a particular region, that Chapter shall have exclusive authority to operate as a Chapter of the Society in that region.

**9.6 Name of Chapters:** Each Chapter shall be known as CPAWS \* (NAME OF REGION/CITY /PROVINCE/TERRITORY) CHAPTER or a similar name approved by the Board of Trustees.

**9.7 Chapter Regulations:** The Board of Trustees may make such regulations relating to the membership, organization, function and operation of Chapters as well as services available from the Society as it considers appropriate. The Board of Trustees shall ensure that each Chapter receives a copy of the Chapter Regulations.

**9.8 Chapter Responsibilities:** Each Chapter will conform with the by-laws and Articles of the Society, the Chapter Regulations, the "Chapter Affiliation Agreement" (where applicable), any strategic plan of the Society in effect from time to time, and any Trade-Mark policies established by the Society from time to time.

**9.9 Chapter Affairs:** A Chapter may engage in activities and adopt rules, regulations and policies for the management of its affairs which are not inconsistent with its Chapter Affiliation Agreement, the Chapter Regulations, or the Society's Articles and by-laws. However, a Chapter must not take out a loan, open a line of credit or issue a guarantee without the prior approval of the Board of Trustees of the Society.

**9.10 Services to Chapters:** The Society will provide services and assistance to its Chapters to enable the Chapters to carry out charitable programs on behalf of the Society. Those services may be set out in the Chapter Affiliation Agreement, if any, and the Chapter Regulations.

**9.11 Termination of Incorporated Chapters and Dissolution:** An incorporated Chapter may be terminated as a Chapter of the Society in accordance with the terms of its Chapter Affiliation Agreement. An incorporated Chapter may also dissolve in accordance with the provisions of its incorporating legislation and shall provide notice of any intention to dissolve to the Society's Executive Director no less than 120 days before dissolution.

**9.12 Dissolving Unincorporated Chapters by the Board of Trustees:** The Board of Trustees of the Society may dissolve an unincorporated Chapter, if the Chapter:

1. fails to comply with the provisions of the Society's by-laws, Articles or Chapter Regulations;

2. does anything which, in the opinion of the Board of Trustees, is detrimental to the interests of the Society or which impacts negatively upon the status of the Society as a registered charity;
3. fails to fulfill its mandate in its particular region or province; or
4. for any other reason that the Board of Trustees considers sufficient.

**9.13 Process for Dissolving Unincorporated Chapters:** Prior to dissolving an unincorporated Chapter, the Board of Trustees shall give the Chapter a reasonable opportunity to explain its position. If the Board of Trustees still considers it appropriate to dissolve the Chapter, the Board may do so. The Board of Trustees shall notify each member of the Society within that chapter's territory regarding such dissolution within fourteen days after such a resolution is passed.

**9.14 Termination Obligations:** Upon dissolution of an unincorporated Chapter or termination of an incorporated Chapter's status as a chapter of the Society, the Chapter must continue to comply with the Chapter Regulations. The terminated Chapter must also

1. immediately cease using the Chapter name and Society trade-marks;
2. return all materials which have been provided by the Society to the Chapter;
3. destroy all letterhead and other similar material on which the name of the Society appears; and
4. immediately comply with all financial and other directives provided by the head office of the Society, including delivery of all financial information regarding the affairs of the Chapter to the Society.

---

## **SECTION 10 – PROTECTION OF TRUSTEES AND OFFICERS**

**10.1 Indemnification:** Subject to s.151 of the Act, the Society must indemnify a present or former Trustee or Officer of the Society against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred in respect of any civil, criminal, administrative, investigative or other proceeding in which the Trustee or Officer is involved because of his or her association with the Society.

---

## **SECTION 11 – EFFECTIVE DATE**

**11.01 Effective Date:** Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board.

CERTIFIED to be the By-Laws of the Canadian Parks and Wilderness Society, as enacted by the Trustees of the Society by resolution on the 10<sup>th</sup> day of November, 2012 and confirmed by the members of the Society by special resolution on the 10<sup>th</sup> day of November, 2012.

Dated as of the 4th day of December, 2012.

---

Oliver Kent, President