

**- CONSTITUTION -
of the Thousand Islands-Frontenac Arch
Biosphere Reserve**

(Showing 1 textual addition of new Operating name and 1 textual change from "President and Vice-President" to "Chair and Vice-Chair",)

ARTICLE 1 NAME

1.01 The name of the association is:

Thousand Islands-Frontenac Arch Biosphere Reserve

Proposed Addition

1.02 The Operating Name of the association is:

Frontenac Arch Biosphere Reserve

ARTICLE 2 PURPOSES

The objectives of the association are:

2.01 **Conservation** To conserve, restore and preserve the land, air and water that supports life (the biosphere), the landscapes and waterscapes, the habitats, the ecosystems, the individual species and the cultural and historical assets of the Thousand Islands-Frontenac Arch region as described in the UNESCO application for a Biosphere Reserve approved in November 2002;

2.02 **Sustainable Development** To sustain economic and social life that is compatible with conservation of nature and history in the Biosphere Reserve.

2.03 **Knowledge** To engage in and coordinate pure and applied research, education, communication, training, information sharing, partnership and linkage, and overall community capacity for conservation and sustainable development in the Biosphere Reserve.

ARTICLE 3 MEMBERSHIP

3.01 The Association is member based. It actively seeks out both **organizations** and **individuals** as members as the primary means to achieve shared goals.

3.02 Membership in the Association shall be open to **individuals**, and to **organizations** such as not-for-profit associations, businesses, institutions and governments interested in furthering the objectives of the Association. Classes of membership shall be as described in the bylaws.

3.03 New organizational members shall be approved by the Board of Directors.

3.04 Members shall be entitled to notice of all meetings of the Association, to attend and have a voice at such meetings, and to one vote per Member at such meetings.

3.05 Members are eligible for nomination and election as Directors or Officers of the Association and eligible to serve on committees, sub-committees, working groups, task forces and advisory councils.

3.06 The bylaws of the association, as revised from time to time, shall specify further details such as membership fees, etc.

ARTICLE 4 BOARD OF DIRECTORS

4.01 The Association shall be governed by a Board of Directors. Directors-at-large representing members shall be elected by vote of the Members of the Association at the annual general meeting (AGM) of the Association. Directors representing the major organizations and government agencies/departments associated with the Thousand Islands Frontenac Arch Biosphere Reserve shall be appointed as prescribed in the bylaws.

4.02 Officers of the Association shall include a ~~President, a Vice President~~, Chair and Vice Chair, Secretary and a Treasurer. After the election of each new board, the Board shall appoint these officers from among the board membership. The position of Secretary and Treasurer may be combined if the Board so agrees.

4.03 The bylaws of the association, as revised from time to time, shall specify further details such as the minimum and maximum number of Directors, nomination and election procedure, terms of office, filling vacancies, and quorum.

ARTICLE 5 PARTNERSHIPS

5.01 Additional guidelines regarding partnership agreements such as memoranda of understanding and contracts shall be provided in the bylaws of the association and policies enacted by the Board of Directors.

ARTICLE 6 DOCUMENTS OF AUTHORITY AND AMENDMENT

6.01 The Association and all its officers are governed by the following Documents of Authority: a Constitution, Bylaws, and Board policies.

6.02 The Constitution establishes the fundamental governance of the Association, and supersedes all other bylaws and policies. The Constitution may be amended by a resolution drafted by the majority of the Directors at a meeting of the Board and sanctioned by an affirmative vote of at least three quarters (3/4) of the Members voting at a duly called general meeting of the Association, the proposed amendment having been circulated to Members at least 30 days in advance. And if at least 1/3 of the membership indicates a desire to amend the constitution, the Board must draft an amendment to address the concern, circulate it at least 30 days in advance, and present it to a duly called general meeting of the Association, where it must receive an affirmative vote of at least three quarters (3/4) of the Members voting to take effect.

6.03 The Bylaws, subject to the terms of the Constitution, specify the operation of the Association. The Bylaws of the Association may be repealed or amended by a Bylaw enacted by the majority of the Directors at a meeting of the Board, circulated to the Members at least 30 days in advance, and sanctioned by an affirmative vote of the majority of the Members voting at a general meeting of the Association. If the Bylaw is not circulated to the Members at least 30 days in advance, the Bylaw may be sanctioned by an affirmative vote of at least 2/3 of the Members voting at a general meeting of the Association.

6.04 Board policies, subject to the terms of the Constitution and Bylaws, are established, rescinded, or amended by the Board of Directors, either by consensus or vote.

ARTICLE 7 DISSOLUTION

7.01 In the event of dissolution of the Association, all its remaining assets after payment of its liabilities shall be distributed to one or more registered charitable or not-for-profit organizations preferably to members of the association under the provisions of the Income Tax Act. It is specifically provided that these organizations be organizations in Canada supporting sustainability activities.

BYLAWS
of the Canadian Thousand Islands-Frontenac Arch
Biosphere Reserve.

(Showing 6 textual changes from "President and Vice President" to "Chair and Vice-Chair".)

BYLAW 1 MEMBERSHIP

1.01 Definition of a member

There shall be two classes of membership, namely organizational and individual.

Except for the organizations mentioned in these bylaws, new organizational membership must be approved by the Board of Directors.

A Member means either an individual member or an appointed representative of a member organisation or member government. Member organizations and member governments shall appoint one representative to attend general meetings of the Association and speak and vote on their behalf.

1.02 Membership Year and good standing

The membership year is the calendar year. Annual membership fees will be determined by the Board of Directors. Individual and Organizational membership fees may differ. A member whose membership has been renewed for the current year is a member in good standing.

BYLAW 2 BOARD OF DIRECTORS

2.01 Composition of the Board

There shall be a minimum of nine (9) and a maximum of fifteen (15) voting Directors at any time.

Elected: 9

Seven (9) seats will be reserved to represent individuals and organizations that are members of the association and these seats will normally be filled at the Annual General Meeting through election by members of the association.

Appointed: 6

There will be six (6) appointed Directors representing governments/organizations that will be held as follows:

- One (1) seat filled by an appointee of the Queen's University.
- One (1) seat filled by the Eastern Ontario Field Unit of Parks Canada
- One (1) seat filled by Ontario Parks
- One (1) seat filled by the St. Lawrence Parks Commission, an agency of the Ministry of Tourism for the Province of Ontario.
- One (1) seat filled by the Cataraqui Region Conservation Authority.
- One (1) seat filled by the Leeds County Stewardship Council.

Ex-Officio: One (1) seat filled by the Executive Director of the Association. (non-voting member)

2.02 Qualifications for Elected directors

Subsequent to the Founding Meeting, each elected director shall be an individual Member in good standing of the Association for at least 30 days prior to election. Directors must be at least eighteen (18) years of age.

2.03 Duties of Officers of the Association

The ~~President~~ Chair or, in his/her absence, a ~~Vice President~~, Vice Chair, shall chair any meeting of Directors. If no such officer is present, the Directors present shall choose one (1) of their number to chair the meeting.

The ~~Vice President~~ Vice Chair shall assist the ~~President~~ Chair in performing his/her duties, and shall perform these duties in the absence of the ~~President~~ Chair.

The Treasurer shall ensure the proper financial management of the Association and maintain financial records.

The Secretary shall ensure that minutes are kept of all Board meetings and distributed in a timely fashion to all Directors. The Secretary will be responsible also for other correspondence that involves the organization.

2.04 Nominations Committee

The Board shall appoint a Nominations Committee to solicit names, recruit potential Directors, and to nominate candidates for the election of Directors at general meetings of the Association. Nominations shall be received by the nominations committee.

2.05 Vacation of Office of Director

The office shall be automatically vacated:

- (a) if a Director resigns his or her office by delivering a written resignation to the Chair;
- (b) by a 3/4 vote of the other Directors. Such a vote will be taken if a Director violates conflict of interest procedures, or if a Director misses 3 consecutive Board meetings without leave of the Board. No such resolution shall be put before the Board until after the Member in question has been notified in writing of the cause and afforded an opportunity for a hearing before the Board.
- (c) if a Director becomes bankrupt or suspends payment or compounds with his/her creditors;
- (d) upon death;
- (e) if he or she or the organization the Director represents ceases to be a member of the Association.

2.06 Vacancies on the Board

The Board may, at any meeting, fill vacancies on the board by appointing Directors to temporarily fill vacancies until the next election of Directors. These appointments will normally be in accordance with Bylaw 1 Section 1.01 above, unless a suitable candidate is not available, in which case vacancies may be filled from available candidates.

2.07 Special Advisors

The Board may appoint, at any time, non-voting special advisors to the Board to benefit from specific expertise or representation, and may call upon past directors, elders, or other special advisors for such support.

2.08 Declaration of Interest

It shall be the duty of every Director of the Association who is in any way, whether directly or indirectly, interested in a contract or arrangement or proposed contract or proposed arrangement with the

Association, to declare such interest and to refrain from discussing or participating in discussions and to refrain from voting in respect of the contract or arrangement or proposed contract or proposed arrangement.

All Directors who are involved in or associated with, directly or indirectly, and have a beneficial interest in projects which are funded by the Association or have an association, direct or indirect, with organizations with which the Association is negotiating a potential partnership, must declare a conflict of interest at the outset of discussions of these projects or partnerships. The Director is excused from the meeting room for the debate, refrains from discussion and is not entitled to vote on any matter around which a conflict is declared.

2.09 Remuneration

The Directors of the Association shall receive no compensation for acting as such. The Directors may be reimbursed according to procedures specified by the Board for reasonable expenses incurred by them in the performance of their duties as a member of the Board. The Association will calculate and publish the in-kind value of the time donated by board members and other volunteers.

2.10 Term of Office

The board of directors and executive is renewed on principle of rotation. Directors hold their positions for Three (3) years.

2.11 Retiring Directors

Retiring Directors shall be eligible for one reappointment.

BYLAW 3 MEETINGS OF THE BOARD OF DIRECTORS

3.01 Quorum

Quorum for a meeting of the Board of Directors shall be those directors present at a duly called meeting.

3.02 Rules of Order

Whenever possible the Board of Directors shall make decisions by consensus upon a motion or resolution. The Board of Directors shall determine other appropriate rules of order to ensure fair and smooth operation of their meetings. Should attempts to reach consensus fail, the question shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair of the meeting shall not be entitled to a second or casting vote. Instead further discussion and attempt to reach consensus will occur and the question may be then decided by a majority of the votes cast on the question. A tied vote is lost.

3.03 Minutes

The minutes of the annual meetings, special and regular Board meetings or minutes of committee, subcommittee, working group, task force or advisory council meetings shall be made available for review to any member in good standing of the Association by request.

3.04 Open Meetings

Meetings of the board, committees, working groups, etc. are open to any member in good standing, except where confidential as defined by the Ontario Municipal Act matters are discussed.

3.05 Number of Meetings

There shall be at least three (3) meetings per year of the Board of Directors. Meetings of the Board shall be held from time to time at the call of the Chair or upon a written request signed by any four (4) Directors.

3.06 Notice of Meetings

Five (5) days notice of the time and place of every meeting so called shall be given, if sent other than by mail, to each Director before the time when the meeting is to be held, save that no notice of a meeting shall be necessary if all the Directors are present or if those absent waive notice of or otherwise signify their consent to such a meeting being held. Ten (10) days notice shall be given to each Director if such notice is sent by prepaid mail.

3.07 Meeting by Telephone

If all Directors of the Corporation consent thereto generally or in respect of a particular meeting, meetings of the Board or Committees of the Board may be held by teleconference or other communications facilities as permit all persons participating in the meeting to hear each other. A Director participating in such a meeting by such means is deemed to be present at the meeting.

3.08 First Meeting of New Board

Each newly elected/appointed Board may, with 5 days notice, hold its first meeting immediately following the meeting of Members at which such Board is constituted.

3.09 Place of Meeting

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

BYLAW 4 GENERAL MEETINGS OF THE ASSOCIATION

4.01 Annual General Meetings

The Association shall hold an Annual General Meeting (AGM) to reaffirm commitment to the purposes of the Association, elect Directors, receive reports from committees, review finances, appoint auditors or financial examiner, and conduct other business of the Association.

4.02 Other Meetings

The Board of Directors may also convene other general meetings of the Association as required.

4.03 Written Notice of all Meetings

Members shall be sent, at least 21 days in advance, written notice of the date, time, and location of all general meetings of the Association including Annual General Meetings, except for provisions under Article 6.02 and 6.03 of the Constitution.

4.04 Rules of Order for General Meetings

The Association will attempt to reach agreement through discussion and dispute resolution. Where necessary, Robert's rules of order will be used as a guide to conduct general meetings of the Association. Except where noted otherwise in the Constitution or Bylaws or required by law, a simple majority vote is required to pass a motion or resolution at any general meeting of the Association.

4.05 Election procedure

In the event that there are more candidates than vacancies on the Board at an Annual General Meeting, the election shall proceed by secret ballot. Each member in good standing may mark their ballot in favour of any number of candidates up to the number of vacancies. The candidates with the largest number of votes in their favour shall be elected to fill the vacancies available. Each member present at the meeting is entitled to one ballot; there are no proxy votes allowed.

4.06 Resolutions

Resolutions may be put before an Annual General Meeting of the Association by any 3 Members in good standing for a vote by the Members present.

BYLAW 5 PARTNERSHIPS

5.01 Formal partnership agreements

Formal partnership agreements must be made by the Board of Directors, and signed by the ~~President~~ Chair.

5.02 Principles for partnership agreements

Partnership agreements shall be based on the principles of Respect, Equity, and Empowerment.

BYLAW 6 TRANSACTION OF THE AFFAIRS OF THE ASSOCIATION

6.01 Head Office

Until changes in accordance with the Federal Corporations Act, the head office of the Association shall be within the boundaries of the Biosphere Reserve.

6.02 Financial Year

Until otherwise ordered by the board, the fiscal year of the Association shall be the calendar year ending on December 31st in each year.

6.03 Execution of Instruments

Deeds, leases, agreements, memoranda of understanding, transfers and assignments of property, both real and personal, contracts, tenders, securities including bonds and other forms of obligation, certificates and obligations and other instruments, without limiting the generality hereof, may be signed by the ~~President~~ Chair or her/his designate upon approval of the Board in advance.

6.04 Banking Arrangements

The board shall appoint three Officers of the Association as authorized co-signers, one of whom will be the Executive Director of the Association. All financial transactions, such as cheques and bank draughts, shall require the signature of two of the three co-signers. The banking business of the Association shall be transacted with such banks, trust companies and other firms or associations as may from time to time be designated by or under the authority of the Board.

6.05 Power to Invest

The Board shall have the power to invest, from time, by Resolution, in such manner as it shall see fit, the monies of the Corporation not immediately required for the purposes of the Corporation.

6.06 Power to Borrow

The Board shall have the power to borrow, from time to time, by Resolution, as it sees fit, monies upon the credit of the Corporation and to limit or increase the amount to borrowed.

6.07 Power to acquire and hold Property

The Board may acquire, by purchase, contract, donation, legacy, gift, grant, bequest or otherwise, any personal or real property and enter into and carry out any agreements, contracts or undertakings incidental thereto, and sell, dispose of and convey the same, or any part thereof, as may be considered advisable.

6.08 Policies, Rules and Regulations

The Board may prescribe such policies, rules and regulations consistent with these Bylaws relating to the management and operation of the Association as the Board deems appropriate.

BYLAW 7 EXECUTIVE DIRECTOR

7.01 Office of Executive Director

The Executive Director is responsible to the Board for the implementation of policies of the Corporation, remunerated and subject to removal from office according to the terms of negotiated employment contracts or services contracts.

Proposed Changes to the Constitution

ARTICLE 1 NAME

Article 1.02 (Addition)

The Operating Name of the Association be:
Frontenac Arch Biosphere Reserve

ARTICLE 4 BOARD OF DIRECTORS

Article 4.02 Officers of the Association shall include a ~~President a Vice-President~~ **Chair, a Vice-Chair**, a Secretary and a Treasurer. After the election of each new Board, the Board shall appoint these officers from among the Board membership. The positions of Secretary and Treasurer may be combined if the Board so agrees.

Proposed Changes to the By-Laws

Bylaw 2.01 Composition of the Board.

There shall be a minimum of nine (9) and A maximum of ~~fifteen (15)~~ **nineteen (19)** voting Directors at any time.

Elected: 9

~~Nine (9)~~ **Thirteen (13)** seats will be reserved to represent individuals and organizations that are members of the Association and these seats will normally be filled at the Annual General Meeting through election by members of the Association.

Bylaw 2.03 Duties of Officers of the Association

The ~~President~~ **Chair**, or in his/her absence, a ~~Vice-President~~ **Vice-Chair**, shall Chair any meeting of the Directors. If no such officer is present, the Directors present shall choose one (1) of their number to Chair the meeting.

The ~~Vice-President~~ **Vice-Chair** shall assist the ~~President~~ **Chair** in performing his/her duties and shall perform these duties in the absence of the ~~President~~ **Chair**.

The Secretary shall ensure that minutes are kept of all Board meeting and distributed in a timely fashion to all Directors. The Secretary will be responsible also for other correspondence that involves the organization.

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Deeds, leases, agreements, memoranda of understanding, transfers and assignments of property, both real and personal, contracts, tenders, securities including bonds and other forms of obligation, certificates and obligations and other instruments, without limiting the generality hereof, may be signed by the ~~President~~ **Chair** or her/his designate upon approval of the Board in advance.

Proposed Boundary Expansion Resolution

WHEREAS: Support exists from Frontenac Provincial Park and the Township of South Frontenac;

And

WHEREAS; the initial nomination submission to UNESCO for the designation of the Biosphere Reserve was intended to be inclusive of Frontenac Provincial Park and the Township of South Frontenac;

THEREFORE BE IT RESOLVED that application be made to the UNESCO Man And the Biosphere Programme to expand the existing boundaries of the Thousand Islands – Frontenac Arch Biosphere Reserve to include Frontenac Provincial Park and the entire Township of South Frontenac.

BYLAW 8 POWERS OF DIRECTORS

8.01 Administer affairs

The Directors of the Corporation shall administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its Letters Patent or otherwise authorized to exercise and do.

8.02 Expenditures

The Directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer of the Corporation the right to employ and pay employees and contractors. The Directors shall have the power to make expenditures for the purpose of furthering the Objects of the Corporation. The Directors shall have the power to create a trust fund or funds in which the capital and interest may be made available for the benefit of promoting the interests of the Corporation in accordance with such terms as the Board may prescribe; and in respect of which, the Directors may enter into arrangements with appropriate financial institutions or agents to invest the assets of said trust funds in accordance with such investment guidelines as the Board may prescribe from time to time.

8.03 Fund raising

The Board shall take steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purposes that further the Objects of the Corporation.

8.04 Agents and Employees

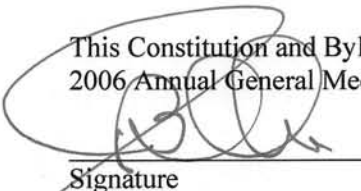
The Board may appoint such agents and engage such employees as it shall deem necessary from time to time.

8.05 Committees

The Board may from time to time appoint such committees, other officers, sub committees, working groups, task forces or advisory councils as it deems necessary or appropriate for such purposes and with such powers as it shall see fit. Any such committee, group or council may formulate, subject to such terms of reference, regulations, policies or directions as the Board may from time to time make, its own rules of procedure. The Board may, at its discretion, remove or replace any committee, group or council member.


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RATIFICATION

This Constitution and Bylaws were ratified, with any amendments noted hereupon, by the members at the 2006 Annual General Meeting of the Association on the 22nd Day of April, 2006 at Brockville, Ontario.


Signature

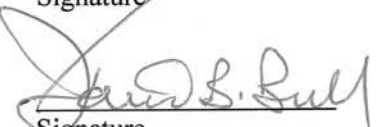
GARY CLARKE
Name

, Board Chair


Signature

DON ROSS
Name

, witness


Signature

DAVID BULL
Name

, witness