



The objects of the Corporation are:

1. To promote public understanding of and support for the establishment of a comprehensive Canadian system of ecological areas;
2. To facilitate the exchange of relevant information among governments and other interested organizations;
3. To advise and assist governments and other interested organizations in the development and maintenance of a comprehensive Canadian system of ecological areas and in its integration with land use planning systems;
4. To prepare guidelines on the selection, establishment, protection and management of ecological areas; on the methods of selection and protection of ecological areas; and on evaluation and upgrading of the relevant data base;
5. To evaluate and report on the selection, designation, protection, management and use of established and proposed Canadian ecological areas;
6. To establish useful relationships with international organizations and organizations in other countries having similar interests and concerns.
7. To do all such other things as are incidental or conducive to the attainment of the above objects.

IV

The operations of the Corporation may be carried on throughout Canada and elsewhere.

V

The place within Canada where the head office of the Corporation is to be situated is: City of Ottawa, Province of Ontario.

VI

It is specially provided that in the event of dissolution or winding-up of the Corporation all its remaining assets after payment of its liabilities shall be distributed to one or more recognized charitable organizations in Canada.

VII

The by-laws of the Corporation shall be those filed with the application for letters patent until repealed, amended, altered or added to.

VIII

The Corporation is to carry on its operations without pecuniary gain to its members and any profits or other accretions to the Corporation are to be used in promoting its objects.

DATED at the City of _____ in the Province of _____, this ___th day of _____, 2003.

The following shall be the By-Laws of THE CANADIAN COUNCIL ON ECOLOGICAL AREAS
- LE CONSEIL CANADIEN DES AIRES ECOLOGIQUES.

DEFINITIONS

1. In these By-laws the singular shall include the plural and the plural the singular; the masculine shall include the feminine.
2. In these By-laws, the words as used herein have the following meanings:
 - 2.1 The Annual Meeting or the Annual General Meeting mean the annual meeting of Members of the Corporation, as more particularly defined in By-laws 28-30.
 - 2.2 The Board, the Board of Directors or the Directors mean the board of directors of the Corporation, as more particularly defined in By-laws 7-18.
 - 2.3 The Chair means the Chair of the Corporation, as more particularly defined in By-laws 19 and 22.
 - 2.5 The Corporation means The Canadian Council on Ecological Areas - Le Conseil canadien des aires ecologiques.
 - 2.6 The Executive Director means the principal employee of the Corporation, as more particularly defined in By-law 26.
 - 2.7 Associate or Associates mean an Associate of the Corporation, as more particularly defined in By-law 6.
 - 2.8 Officer or Officers mean an Officer of the Corporation, as more particularly defined in By-laws 19-25.
 - 2.9 The Secretary means the Secretary of the Corporation, as more particularly defined in -laws 19 and 25.
 - 2.10 Special Meeting or Special General Meeting mean a special meeting of the Board Members of the Corporation, as more particularly defined in By-laws 28-30.
 - 2.11 The Treasurer means the Treasurer of the Corporation, as more particularly defined in By-laws 19 and 24.
 - 2.12 The Vice-Chair means the Vice-Chair of the Corporation, as more particularly defined in By-laws 19 and 23.

CORPORATE SEAL

3. The seal of the Corporation shall be in such form as shall be determined by the Directors of the Corporation and shall have the words THE CANADIAN COUNCIL ON ECOLOGICAL AREAS - LE CONSEIL CANADIEN DES AIRES ECOLOGIQUES.

HEAD OFFICE AND OTHER OFFICES

4. The Head Office of the Corporation shall be located in the City of Ottawa, Province of Ontario.

5. The Corporation may establish such other offices, agencies and sections within Canada as the Board, by resolution, may deem expedient.

CONDITIONS OF ASSOCIATE MEMBERSHIP

6. Associate membership in the Corporation shall be open to such persons or agencies as may be interested in furthering the objects of the Corporation and whose application for admission as Associates has received approval from the Board.

BOARD OF DIRECTORS

7.1 The property and business of the Corporation shall be managed by a Board of Directors, of whom a majority shall constitute a quorum.

7.2 The Board of Directors shall consist of: (a) representatives of federal, provincial and territorial government agencies with responsibility for managing ecological areas in Canada; (b) representatives of non-government organizations and academic institutions with a professional interest in the protection of ecological areas in Canada; and (c) such additional representatives as determined by the Board.

7.3 Meetings of the Board shall be held at the call of the Chairman, the Vice-Chairman or the Secretary on not less than seven days prior notice. No error or omission in giving notice of any meeting of the board of directors or any adjourned meeting of the board of directors of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken thereat.

8. A Director shall serve for a term of three years from the date of the Board of Directors electing him. A Director shall be eligible for re-election by the Board.

9. A retiring Director shall remain in office until the date his resignation is accepted by the

Board or until the dissolution or adjournment of the meeting at which his successor is elected, as the case may be.

10. The office of Director shall automatically be vacated:

10.1 if, subject to By-law 9 above, a Director shall retire from office by delivering a written resignation to the Secretary of the Corporation;

10.2 if a Director is found to be a lunatic or becomes of unsound mind;

10.3 if a Director becomes a bankrupt;

10.4 if at an Annual Meeting or a Special General Meeting of Members a resolution is passed by three-quarters of the Members present at the meeting that a Director be removed from office; or

10.5 on death; provided that if any vacancy shall occur for any reason contained in this By-law, the Directors may by resolution appoint a new Director to serve the balance of the former Director's term.

11. At all meetings of the Board, every question shall be determined by consensus or, failing consensus, by a simple majority of those present, unless otherwise specifically provided by law or by these By-laws.

12. Subject to the provisions of By-laws 21, 22, 24, 25, and 27, the Directors shall not receive any stated remuneration for their services as Directors, but, by resolution of the Board, reasonable expenses of their attendance may be allowed for their attendance at each regular or special meeting of the Board. Nothing herein contained shall be construed to preclude any Director from serving the Corporation as an Officer or in any other capacity and receiving remuneration therefore, in accordance with By-law 21.

13. The Directors may exercise all such powers of the Corporation as are not by law or by these By-laws required to be exercised by the Members at general meetings.

14. The Directors shall administer the affairs of the Corporation generally and shall have power to make or cause to be made for the Corporation, units name, contracts which the Corporation may lawfully enter into, and shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an Officer or Officers of the Corporation the right to employ and pay salaries to employees. The Directors shall have the power to make expenditures for the purpose of furthering the objects of the Corporation.

15. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and/or interest may be made available for the benefit of the Corporation.

16. The Board shall take such steps as may be deemed necessary to enable the Corporation to

receive donations and benefits for the purpose of furthering the objects of the Corporation.

17.1 Every person who is or was a Director of the Corporation and his heirs, executors and administrators and estate and effects respectively shall at all times be indemnified and saved harmless out of the funds of the Corporation from all costs, charges and expenses whatsoever, which such person sustains with respect to any action or proceeding which is brought against him or in respect of any act done or permitted by him in relation to the execution of the duties of his office, and also from all other costs, charges and expenses which he sustains in relation to the affairs of the Corporation except as are occasioned by his own wilful neglect or default.

17.2 No person who is or was a Director of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other Director, Officer, Member, or employee or for joining in any receipt or act for conformity or for any loss, damage or expense to the Corporation through the insufficiency or deficiency of title to any property acquired by order of the Board of Directors of the Corporation for or on behalf of the Corporation or for the insufficiency or deficiency of any security upon which any of the moneys belonging to the Corporation shall be invested, for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person with whom any moneys, securities or effects shall be lodged or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his respective thrust, office opposition or in relation thereto unless the same shall happen through his own wilful neglect or default.

17.3 The Directors of the Corporation may authorize the Corporation to give indemnities to any Director or other person who has undertaken or is about to undertake any liability on behalf of the Corporation and to secure such Director or other person against loss by mortgage and charge upon the real and personal property of the Corporation by way of security and any action taken by the Directors under this By-law shall not require approval or confirmation by the Members.

18. The Board may establish any sub-committee or ad hoc committee, comprised of Directors or non-Directors, or any combination thereof, to serve needed functions. All Officers shall be ex-officio members of all committees of the Corporation.

OFFICERS

19.1 The Directors of the Corporation shall appoint from their number the following Officers: a Chair, a Vice-Chair, a Secretary and a Treasurer. The Directors may appoint such other Officers as they may, by resolution, determine, whether or not such other Officers are also members of the Board.

19.2 Officers, other than the secretary, shall be appointed for a term of three years. No individual, except for the secretary, shall serve in the same Officer position for more than two consecutive terms of three years each.

19.4 The same person may serve in two or more Officer positions at the same time.

20. The Board may, by simple majority, remove any Officer from his position for any reason

whatsoever at any meeting of the Board duly called for that purpose. Following such removal or on the death of an Officer, the Board may appoint a Director to serve in the vacant Officer position for the balance of the term.

21. Any remuneration of Directors or Officers by the Corporation shall be fixed by the Board by resolution.

DUTIES OF OFFICERS

22. The Chair shall preside at all meetings of the Board and of the Corporation and shall assume such other responsibilities as the Board may determine. The Chair may be paid for his services as Chair. If such payment is to be made by the Corporation, the amount of such payment shall be fixed in accordance with By-law 21.

23. The Vice-Chair shall, in the absence of the Chair, preside at all meetings of the Board and of the Corporation, and shall assume such other responsibilities as the Board may determine.

24. The Treasurer, or any person so designated by him, shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation and in such depositories as may be designated by the Board from time to time. The Treasurer may be paid for his services as Treasurer. If such payment is to be made by the Corporation, the amount of such payment shall be fixed in accordance with By-law 21. The Treasurer or any person so designated by him shall disburse the funds of the Corporation as may be ordered by the Board, making proper vouchers for such disbursements, and shall render to the Chair and the Directors at meetings of the Board, or whenever they may require it, an account of all transactions as Treasurer and of the financial position of the Corporation. The Treasurer shall also perform such other duties as may be determined by the Board.

25. The Secretary, or any other person so designated by him, shall attend all meetings of the Board and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the Board and shall perform such other duties as may be prescribed by the Board or the Chair. The Secretary may be paid for his services as Secretary. If such payment is to be made by the Corporation, the amount of such payment shall be fixed in accordance with By-law 21. The Secretary shall be custodian of the seal of the Corporation, which shall be delivered by the Secretary only when authorized by a resolution of the Board to do so and to such person or persons as may be named in such resolution.

EXECUTIVE DIRECTOR

26. The Executive Director, if appointed, shall be the principal employee of the Corporation and shall be engaged by the Board, subject to By-law 27 below, with such responsibilities and authority

as the Board may determine.

AGENTS AND EMPLOYEES

27.1 The Board may appoint such agents and engage such employees as it shall deem necessary and such persons shall have such authority and shall perform such duties as shall be determined by the Board.

27.2 The remuneration of all agents and employees, including the Executive Director, shall be fixed by the Board by resolution.

MEETINGS

28.1 The Annual Meeting of the Corporation shall be held at a date, time and/or place determined by the Board.

28.2 At the Annual Meeting, the Members shall:

28.2.1 receive a report from the Directors;

28.2.2 elect the Board of the Corporation;

28.2.3 consider and, if deemed appropriate, approve such other business validly presented to the meeting.

29. At all meetings of the Board, every question shall be determined by consensus or, failing consensus, by a simple majority of votes of those present, unless otherwise specifically provided for by law or by these By-laws.

30. Fourteen days prior written notice shall be given to the Board of any Annual or Special General Meeting. A majority of Board members present at the meeting shall constitute a quorum. Each Board member present at a meeting shall have the right to exercise one vote.

ENACTMENT AND AMENDMENT OF BY-LAWS

31. A By-law of the Corporation may be enacted or may be repealed or amended by a By-law enacted by a majority of the Directors present at a meeting of the Board duly called for the purpose of considering the said By-law, provided that the enactment, repeal or amendment of such By-law shall not be enforced or acted upon until the approval of the Minister of Consumer and Corporate Affairs for Canada has been obtained.

FINANCIAL YEAR

32. The financial year of the Corporation shall begin on April 1 and end on March 31.

ACCOUNTANTS

33. The Members shall at each Annual Meeting appoint an accountant to prepare the financial statements of the Corporation, to hold office until the next Annual Meeting, provided that the Directors may fill any casual vacancy in the position of accountant. The remuneration of the accountant shall be fixed by the Board.

SIGNATURE AND CERTIFICATION OF DOCUMENTS

34. Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by the Chair, the Vice-Chair, the Secretary or the Treasurer and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality. The Directors shall have power to appoint an Officer or employee on behalf of the Corporation either to sign contracts, documents and instruments in writing generally or to sign specific contracts, documents and instruments in writing. The seal of the Corporation when required may be affixed to contracts, documents and instruments in writing signed as aforesaid or by any Officer or Officers appointed by resolution of the Board.

RULES AND REGULATIONS

35. The Board may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next Annual Meeting of the Corporation when they shall be confirmed, and in default of confirmation at such Annual Meeting shall at and from that time cease to have force and effect.

DISSOLUTION

36. In the event of the winding-up, dissolution or liquidation of the Corporation, all funds remaining on hand at that time shall be paid over to such other Canadian charitable organizations with objects similar to the Corporation, approved and registered by the appropriate Federal and/or Provincial authorities, as may be designated by the last Board in office at the time of such dissolution.

CONSTITUTIONAL REVIEW

37. The Board shall at any time it deems appropriate conduct a review of the constitution of the Corporation.

ECOLOGICAL AREAS

38. Ecological areas are those formally protected areas that serve to protect representative as well as important parts of Canada's ecosystems and habitats.