

## CCEA OBJECTIVES

The CCEA objectives remain quite comprehensive and capture needs/activities/functions that CCEA should be addressing. What has changed over the past 2 decades is the context for PAs and the language. There is no reference to notions of "biodiversity", "representation", "ecological sustainability", "marine/terrestrial conservation", "PAs categories", etc. in the 1983 Constitution objectives. Should there be?--if so, we could modernize the objectives to incorporate these new ideas. Or more simply, could we lay an opening recital above the objectives that set the modern context for PAs and CCEA's objectives?

<b>LETTERS PATENT -1983</b>	<b>BUSINESS PLAN - 2003</b>
1. To promote public understanding of and support for the establishment of a comprehensive Canadian system of ecological areas;	1. To inform and to educate Canadians about the importance and roles of protected areas;
2. To facilitate the exchange of relevant information among governments and other interested organizations;	2. To guide the design and completion of a network of Canadian protected areas including the full range of terrestrial and aquatic environments;
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;	3. To determine the ecological requirements and institutional arrangements needed to secure the integrity of protected area networks;
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;	4. To advance sound stewardship, management, monitoring and reporting of protected areas;
5. To evaluate and report on the selection, designation, protection, management and use of established and proposed Canadian ecological areas;	5. To promote the environmental, social and economic values of protected areas in an ecosystem context; and,
6. To establish useful relationships with international organizations and organizations in other countries having similar interests	6. To facilitate the exchange of relevant information among interested partners through regional and national forums.

	and concerns.	
7.	To do all such other things as are incidental or conducive to the attainment of the above objects.	

## **DEFINITIONS (Clauses 1-2)**

The current constitution has a section on definitions, including:

- Annual General Meeting
- The Board, the Board of Directors or the Directors
- The Chairman
- The Coordinator or Coordinators
- The Corporation
- The Executive Director
- Member or Members
- Officer or Officers
- The Secretary
- Special Meeting or Special General Meeting
- The Treasurer
- The Vice-Chairman

1. Should we have definitions for "ecological areas" (see Clause 39 at end of document), "CCEA associates", "jurisdictional representatives", other terms?

## **CORPORATE SEAL (Clause 3)**

The current Constitution states that the Directors define the form of the seal of the Corporation which shall have the words “THE CANADIAN COUNCIL ON ECOLOGICAL AREAS – LE CONSEIL CANADIEN DES AIRES ECOLOGIQUES”.

1. Should the name of the organization be changed? Is it a “Council” or a “Committee” or an “Organization”?

## **HEAD OFFICE AND OTHER OFFICES (Clauses 4-5)**

The current Constitution states that the Head Office shall be in Ottawa and that the Corporation can establish other offices within Canada as it sees fit.

## **CONDITIONS OF MEMBERSHIP (Clause 6)**

1. Does CCEA have members? If not, then section 6 of the constitution should be deleted. Note that Clause 20 (below) deals with defining the number and roles of Officers of the CCEA.
2. Should this section be revised to recognize “Associates” rather than Members?
3. Should this or another section be revised to explicitly recognize the role of Jurisdictional Representatives?
4. Should a Jurisdictional Panel be formally recognized in the Constitution?

CCEA's "membership" has always been ill-defined. Possible options include: (a) retain the status quo; (b) develop true membership organization; (c) conceive a model whereby CCEA at least recognizes associates and keeps/publishes a formal list of same. Treatment of this issue is fraught with administrative/tenure complications, but some better definition/handling of CCEA associates could strengthen both CCEA's following/support, and how others view CCEA. Even a periodical listing of "Associates" would portray Council as a more inclusive, robust organization and could help to catalyze greater participation from some sectors, such as the science community, where there has been dropout on par with the jurisdictions. Some ways of doing this are to provide greater recognition of contributors in various publications of Council, such as the business plan, newsletters, biennial reports, etc.

CCEA has a growing problem with jurisdictional (governmental) participation, which reflects a structural problem with the organization and a perceived lack of standing for jurisdictions. The symptoms are jurisdictional withdrawal in both participation and financial/in-kind support. Possible options include: (a) expand the Board to include more jurisdictions (in the extreme, a seat for all provinces/territories/federalities (which may be unwieldy); (b) regionalization of jurisdictions (i.e., North of 60, Pacific Cordillera, Prairie, Central Shield, Atlantic/Maritime), with each region having a seat (rotating) on the board; (c) a separate inclusive jurisdictional panel reporting to the board through sitting jurisdictional reps; or, (d) retain the status quo. On top of this, with the tremendous growth of nature trusts, private conservancy initiatives and civic stewardship, how should these interests be reflected in Council's make-up? Then, there is the Aboriginal sector and the corporate/industrial sector. How might CCEA better engage these sectors which are so essential to the realization of its goal and objectives?

### **BOARD OF DIRECTORS (Clauses 7-18)**

1. The 1983 constitution calls for a Board of nine (9) directors. Should the Constitution specify the number? Should it be larger?
2. How should each Director be elected? The 1983 Constitution states that Directors shall be elected by members at the Annual Meeting of Members.
3. What should be the terms of each Director? The Constitution allows for a first term of 3 years and a possibility of re-election for a second term of 3 years.
4. Under what conditions should a Director position be vacated? The current Constitution allows for written resignations, expulsion due to unsound mind, bankruptcy, if  $\frac{3}{4}$  of Members vote to remove the Director from office, death.
5. Should Directors receive remuneration? The current constitution states that they shall not.
6. What should be the powers of the Directors? The current constitution states that Directors can:
  - a. Enter into contracts on behalf of the CCEA
  - b. Authorize and make expenditures on behalf of the CCEA
  - c. Employ and pay salaries to employees
  - d. Enter into trust arrangements for the purpose of creating trust funds
  - e. Receive donations and benefits for the CCEA

7. What should the liability be of Directors and should the Directors be indemnified?  
The current constitution states that a Director cannot be held liable for the acts, receipts, neglects or faults of another Director and that Directors should be indemnified out of the funds of the Corporation. However, the CCEA does not carry an insurance policy and has insufficient funds in its bank account to cover any serious legal suits.

## **STANDING COMMITTEES (Clause 19)**

1. Should the CCEA have Standing Committees? The current constitution states that the CCEA shall establish three (3) Standing Committees, each chaired by Coordinators, responsible for (a) scientific matters, (b) ecological area management and (c) administration and promotion and public education.

Earlier Boards decided that one of the three standing committees should be a Science Committee and that its chair should be chosen from among the Board of Directors. Its purpose was to foster the use of concepts, theories and methods of science throughout the work of the Council.

Possibilities for Standing Committees include: (a) Science and Research Committee; (b) Stewardship and Management Committee; (c) Education/Communications Committee; and, (d) Administrative Committee. There could be other treatments, such as a "Jurisdictional Committee" depending on how CCEA might address the need to strengthen jurisdictional participation. As well, CCEA might invoke ad hoc committees to deal with specific items, such as fundraising. As a point of principle, every subcommittee should have at least one jurisdictional representative to engage this sector more effectively.

2. Should the role of the Science Coordinator be re-established (with the role and activities of that position clearly defined)?
3. Should Standing Committees relating to Stewardship, Education/Communication, Administration and Jurisdictional Participation be established?

## **OFFICERS (Clauses 20-22)**

The existing (1983) constitution states that:

*"20.1 The Directors of the Corporation shall appoint from their number the following Officers: a Chairman, a Vice Chairman, Co-ordinators for three Standing Committees, 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."*

1. Which Officers are required for the functioning of CCEA?
2. Is an Officer the same as a Director?
3. What are the terms of appointments of Officers?
4. Can any person serve in two or more Officer positions at the same time?
5. Shall Officers receive remuneration?
6. In what ways can Officers be terminated?

## **DUTIES OF OFFICERS (Clause 23-27)**

1. What are the roles of officers required for the CCEA?

## **EXECUTIVE DIRECTOR (Clause 28)**

1. Should the CCEA have or allow for the position of an Executive Director?
2. If so, what should be the responsibilities, term, conditions of remuneration and termination of the position?

## **AGENTS AND EMPLOYEES (Clause 29)**

The current constitution allows for CCEA to appoint agents and engage employees as it deems necessary with remuneration to be fixed by the Board by resolution.

## **MEETINGS (Clauses 30-32)**

1. When should CCEA meetings be held? The current constitution specifies an Annual Meeting of members on the second Thursday in May at the Head Office of the Corporation at 5:00 pm unless the Board chooses by resolution another date and time.
2. How soon prior to an Annual General Meeting does notice have to be given? The current constitution specifies 14 days for notification of Members.

## **ENACTMENT AND AMENDMENT OF BY-LAWS (Clause 33)**

1. How shall the Constitution and its by-laws be enacted and amended? The current constitution states that this may be done by a majority of Directors at a meeting of the Board and sanctioned by an affirmative vote of 2/3 of Members present at a meeting duly called for that purpose. All new enactments, repeals or amendments require the approval of the Minister of Consumer and Corporate Affairs before being acted upon.

## **FINANCIAL YEAR (Clause 34)**

1. What is CCEA's financial reporting year? Currently it is April 1 through March 31.

## **ACCOUNTANTS (Clause 35)**

1. How should an accountant for the CCEA be appointed? The current constitution states that the Members shall appoint an accountant annually.

## **SIGNATURE AND CERTIFICATION OF DOCUMENTS (Clause 36)**

1. Who within CCEA shall have authority for signing documents? The current constitution states that documents require the signature of two Officers (any two (2) of the Chairman, Vice-Chairman, a Coordinator of a Standing Committee, the Secretary or Treasurer.

## **RULES AND REGULATIONS (Clause 37)**

The current constitution states that the Board may prescribe such rules as it sees fit as long as they are not inconsistent with the by-laws, but that those rules require ratification of the Members at an Annual Meeting before they can have effect.

### **DISSOLUTION (Clause 38)**

1. What shall be the conditions of dissolution of the Corporation? The constitution states that at dissolution all remaining funds shall be dispersed to other Canadian charitable organizations with objectives similar to the CCEA.

### **ECOLOGICAL AREAS (Clause 39)**

The current Constitution defines “ecological areas” as “those formally protected areas that serve to protect representative as well as important parts of Canada’s ecosystems and habitats”.

1. Should this definition be revised?
2. Should it be moved to the section on definitions?