

Constitution

(Last Revised June 15, 2018)

ARTICLE 1 Name

Eastern Ontario Forest Group. For the purposes of this Constitution, the term "Council" shall mean Eastern Ontario Forest Group, which shall be synonymous with the Eastern Ontario Model Forest, or the EOMF, la Forêt Modèle de l'Est de l'Ontario or more simply "the Model Forest" or "la Forêt Modèle"

ARTICLE 2 Head Office

The head office shall be located within the geographic area.

ARTICLE 3 Geographic Area

The primary geographic area of the Eastern Ontario Model Forest consists of the County of Lanark, City of Ottawa, United Counties of Leeds and Grenville, United Counties of Prescott and Russell, United Counties of Stormont, Dundas and Glengarry, and Akwesasne, and shall include any of those areas outside of this primary geographic area where programs are delivered by the EOMF.

ARTICLE 4 Corporate Seal

The Council shall have a seal in the form impressed hereon.

ARTICLE 5 Objects

The objects of the Council shall be:

- i) to celebrate the "Forests for Seven Generations" concept in an inclusive, trustful, positive and progressive manner, and based on mutual respect.
- ii) to exchange information and ideas, create public awareness and education among interested individuals and organizations in the community;
- iii) to provide an opportunity for natural resource management consultation from all stakeholders;
- iv) to support restoration, sustainability and stewardship of forest resources and the forest ecosystem;
- v) to promote the development and use of the best technology, practise and management in new and existing programs;
- vi) to encourage viable forest resource-based industries and strong local economies that are compatible with the forest's biological capability;
- vii) to share information and experience, or to deliver programs and services, with communities beyond eastern Ontario;
- viii) and such other complementary purposes consistent with these objects.

ARTICLE 6 Membership

Section 1

Membership is open to any corporation, business, government, organization, group, association or individual that is resident, owns land, or conducts forest-related business within the geographic area of the Eastern Ontario Model Forest.

Section 2

A member in good standing shall be one whose annual membership fee has been paid, as certified by the secretary and who subscribes to the Constitution and By-Laws of the Council. In order to have voting privileges, fees or the equivalent in-kind contribution must have been paid at least thirty (30) days prior to any meeting. However, any member in good standing will be allowed to renew his/her membership, and vote at the Annual General Meeting.

Section 3

There may be different classifications of voting and non-voting members, as defined in the By-Laws.

ARTICLE 7 Voting

Section 1

Members shall have voting privileges as defined in the By-Laws. Decisions of the Council will be made by vote at, Annual, General and Special Meetings.

Section 2

Members' organizations may designate a delegate who will vote on their behalf.

ARTICLE 8 Board of Directors

Section 1

The Council shall have a Board of Directors, hereinafter referred to as the "Board". The business of the Council will be under the direction of the Board, consisting of no more than 12 (twelve) members. The Board shall consist of one representative from each of the Ontario Ministry of Natural Resources & Forestry, the Mohawk Community of Akwesasne, and the forest industry. In the event that one or more of the above sectors is unable to provide a representative, the Board will seek an alternative. The remaining directors will be elected in accordance with the By-Laws.

Section 2

Any member in good standing is eligible to be elected to the Board.

Section 3

The Board may invite non-voting participation of additional members or invited guests.

Section 4

The By-Laws provide for the filling of vacancies on the Board.

ARTICLE 9 Officers

Section 1

The Board, from among its willing number, shall elect a President, Vice President, Secretary and Treasurer who shall constitute the officers of the Council.

Section 2

The election of officers will be held annually at the first board meeting following the Annual General Meeting.

ARTICLE 10 Amendments to the Constitution

Section 1

The founding constitution was adopted at the Inaugural Meeting in 1992.

Section 2

Proposed amendments to the constitution shall be included in the notice of the Annual General Meeting which must be circulated to the membership at least thirty (30) days prior to the Annual or Special General Meeting.

Section 3

Amendments to the constitution must be approved by two-thirds majority of the voting members present at an Annual or Special General Meeting.

Section 4

Amendments to the constitution may be initiated by Board, or committee thereof, or by the voting membership at large.

Section 5

Proposed amendments by the voting membership at large must be submitted in writing to the secretary sixty (60) days prior to the Annual or Special General Meeting.

ARTICLE 11 By-Laws

Section 1

The Founding By-Laws of the Council were adopted at the Inaugural Meeting in 1992.

Section 2

By-Laws may be amended by simple majority of voting members present at a General Meeting, notice having been given thirty (30) days prior to such meeting or by three-quarters majority vote in the absence of such notice.

ARTICLE 12 Fiscal Year

The fiscal year shall be April 1st in one calendar year to March 31st of the following calendar year.

ARTICLE 13 Meetings

Section 1

The Annual General Meeting will be held within ninety (90) days after the end of the fiscal year.

Section 2

The Annual General Meeting of the Council must be called by the Board of Directors for the purpose of hearing reports, reviewing financial statement, electing officers, appointing an auditor, and carrying on such other business as may properly be brought before it.

Section 3

Special General Meetings may be called by the Board and must be called on receipt of a written request to the secretary, signed by fifteen (15) percent of the members, thirty (30) days prior to the proposed date of meeting.

Section 4

Meetings of the Board will be at the call of the President.

ARTICLE 14 Special Provision

The Council shall be carried on without the purpose of gain for its members, and any profits or other accretions to the Council shall be used in promoting its objects.

BY-LAWS

BY-LAW 92-2 Meetings

At all times when the organization as a whole or any part thereof, including meetings of the Board of Directors, the Executive Committee, or any committee of the Board, are duly and formally convened for the purpose of deliberation and transaction of business, the Robert's Rules of Order and Procedure shall guide the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.

BY-LAW 92-3 Board of Directors

Section 1

Election of Board members will be for a three-year term and will be staggered (approximately in equal thirds) to ensure continuity, overlap and succession amongst the Board.

Section 2

Elected Directors shall serve for a term in accordance with Section 1 of this Article. Appointments shall be confirmed in writing to the Board on an annual basis by, or at the Board meeting immediately following the Annual Meeting.

Section 3

The office of Director shall be considered vacated:

- a) upon death or resignation;
- b) if the Director ceases to be member;
- c) if the Director violates the conflict of interest guidelines;
- d) if the Director fails to personally attend three(3) consecutive meetings, unless such non attendance results from illness;
- e) if, at a Special General Meeting of the Council, a resolution is passed by three-quarters (3/4) of the members present at the meeting, that he/she be removed from office.

Section 4

On the occurrence of a vacancy of any elected member of the Board, the vacancy may be filled pro tempore by appointment of the Board until the next Annual Meeting of the Council when a successor shall be duly elected.

Section 5

No Director need vacate his/her office by reason his/her being a shareholder or a member of any body. However, if the Director is involved in any matter which may have financial consequences for the Director or the body or the organization that they represent, they shall declare a conflict of interest. The Board shall rule by majority vote of Board members present on any declaration by a member or on any perceived conflict of interest.

BY-LAW 92-4 Power of Directors

Section 1

The Directors shall administer the affairs of the Council in all things and make or cause to be made for the Council, in its name, any kind of contract which the Council 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 Council is by its charter or otherwise authorized to exercise and do.

Section 2

The Directors shall have the power to authorize expenditures on behalf of the Council from time to time and may delegate by resolution to an officer or officers of the Council the right to employ and pay salaries to employees.

Section 3

The Board, at its discretion, may employ a General Manager to deliver its program. No employee shall be a member of the Board. The General Manager shall be assigned duties and responsibilities by the Board and these will be outlined in their job description and employment contract.

Section 4

Directors may receive per diem for their services and shall be reimbursed for any expenses that they incur in the normal course of their duties. The rates of per diem and travel expenses shall be established by the Board and shall be comparable to those rates paid by local municipalities.

Section 5

The Board shall appoint a President responsible for the general and active management of the affairs of the Council. The President must be a Director.

BY-LAW 92-5 Duties of Officers

Section 1

The President shall preside at all meetings of the Council and of the Board of Directors. The President shall see that all orders and resolutions of the Board are carried into effect and all officers and committees of the Council are responsible to the President. The President may delegate these functions to other Board members or staff as required.

Section 2 – Vice-President

The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed upon the Vice-President by the Board.

Section 3 – Secretary

The Secretary may be empowered by the Board, upon resolution of the Board, to carry on the affairs of the Council generally under the supervision of the Officers thereof and shall attend all meetings and act as clerk thereof and record all vote and minutes of all meetings of the Members and of the Board, and shall perform such other duties as may be prescribed by the President. The Secretary shall be custodian of the seal of the Council, which shall be delivered only when authorized by a resolution of the Board to do so and to such person or persons as may be named in the resolution.

Section 4 – Treasurer

The Treasurer shall work with the General Manager to ensure that the funds and securities of the Council and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Council in the books belonging to the Council and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Council in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The Treasurer shall represent the Board to disburse the funds of the Council as may be directed by proper authority taking proper vouchers for such disbursements, and shall tender to the President and Directors at the regular meeting of the Board, or whenever they may require it, and accounting of all transactions and a statement of the financial position, of the Council.

Section 5

Nothing in the foregoing shall be interpreted to prevent a single person from holding two (2) of the above offices.

BY-LAW 92-6 Committees

The Board may appoint committees from the Board and the membership. Committees will report to the Board.

BY-LAW 92-7 Indemnities to Directors and Others

No Director or Officer of the Council shall be liable for the acts, receipts, neglects or defaults or other acts for conformity, or for any losses or expensed happening to the Council through the insufficient or deficiency of title to any property acquired by order of the Board for or on behalf of the Council or for the insufficiency or deficiency of any security in or upon which any of the monies of the Council shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any of the monies, securities or effects of the Council shall be deposited, or for any loss occasioned by any error wherever which shall happen in the execution of the duties of their office or in relationship thereto unless the same shall happen through his/her own dishonesty.

Every Director or Officer of the Council and their heirs, executors or administrator, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Council from and against:

- i) all costs, charges and expenses whatsoever which such Directors or Officers sustains or incurs in or about any action, suite or proceedings which is brought, commenced or prosecuted against them for, or in respect of any act, deed, matter or thing whatsoever made, done or permitted by them, in or about the execution of their duties or offices;
- ii) all other costs, charges and expenses which they sustain or incur in, of, about, or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

BY-LAW 92-8 Borrowing

In order to carry out the objects of the Council, the Board may, on behalf of and in the name of the Council, raise or secure the payment or repayment of money in such a manner as they decide and, in particular, but without limiting the generality of the foregoing, by issue of debentures.

BY-LAW 92-9 Auditor

At each Annual General Meeting an Auditor, who shall be neither a Director nor Officer of the Council, shall be appointed to hold office until the next Annual General Meeting of the elected and appointed, provided that the Directors may fill any casual vacancy in the office of Auditor. The remuneration of the Auditor shall be fixed by the Board of Directors. The books and accounts of the Council shall be audited at least once every year. The Auditor shall audit the books and accounts of the Council at least once every year shall report on the findings to the Annual General Meeting of members.

BY-LAW 92-10 Code of Ethics

All members of the Council shall sincerely cooperate in promoting the conservation, restoration and sustainable use of Ontario's forests and shall place their duty to the forest above all other duties pertinent to the forest environment.

BY-LAW 00-1 Membership

Section 1: Definitions

Definitions are as follows:

- a) "Equity" will include knowledge, in-kind contributions, spirit and tangible forms of material and non-material support and encouragement, and is deemed to be the equivalent of any paid annual membership fees.
- b) A "student" is a person in full-time attendance at an elementary or secondary schools, college, university or other learning institution.
- c) A "family" is two or more persons who reside in the same dwelling.
- d) A "Founding Partner" is anyone of the Mohawk Council of Akwesasne, the Ontario Ministry of Natural Resources and Forestry, the Canadian Forest Service, and Domtar Communication Papers.
- e) A "Partner" is an individual or organization who willingly contributes equity to the EOMF.
- f) A "Sponsor" is an individual or organization who makes a financial donation for any purposes of the EOMF.
- g) Members in "good standing" are individuals, families, or students whose annual dues are paid, or 'Founding Partners and Partners (or their delegate).
- h) A "Supporter" is an individual or organisation that agrees to support the goals of the EOMF, who participates in EOMF certification programs, or who subscribes to the Newsletter, but who does not pay an annual membership fee directly to the EOMF.

Section 2: Entitlements

- a) Each member in good standing shall have a voting entitlement of one vote at Annual General and Special Meetings of the Council.

- b) All other categories of membership will have no voting privileges.

Section 3: Membership (Miscellaneous)

- a) The membership fee shall be set from time to time by the Board of Directors. The fees shall be posted on the website.
- b) The annual membership fee is due on April 1st of each year.

Section 4: Benefits of Membership

- a) Benefits of membership shall include opportunities for participation in the achievement of a sustainable "forest for seven generations" and all other goals of the Eastern Ontario Model Forest and Eastern Ontario Forest Group, access to education, knowledge, Internet discussion groups, and other opportunities to share, participate, benefit and learn as shall be determined by the Board of Directors.

Section 5: Termination of Membership

- a) The Board of Directors may terminate a membership by written notice if the member contravenes any By-Law or the code of ethics
- b) A membership may be terminated by:
 - i. written notice to the member, Partner, or Sponsor
 - ii. death of the member (such membership is not transferable)
 - iii. non-payment of annual dues and/or contribution of annual equity.