

Moncton Naturalists' Club Inc.
carrying on business as
Nature Moncton



BY-LAW # 1

(Adopted on June 21st, 2016 with revisions adopted
October 18, 2016, June 20, 2017, January 17, 2023, February 20, 2024 and March 18, 2025)

Article 1: Interpretation

1.1. In these By-laws, unless the context otherwise requires:

“**Act**” means the *Companies Act*, being *Chapter C-13 of the Revised Statutes of New Brunswick, 1973*, as it has been amended to the time in question by proclaimed amendment(s);

“**AGM**” means the Annual General Meeting of the Club;

“**Board**” means the Board of Directors of the Club in office at the time in question;

“**Charter**” means the Letters Patent and any Supplementary Letters Patent that may have been granted to the Club at the time in question;

“**Club**” means the company called **Moncton Naturalists' Club Inc.**, carrying on business as **Nature Moncton**;

“**Constitution**” means the Letters Patent, any Supplementary Letters Patent, and By-law # 1 of the Club that have been duly adopted at the time in question;

“**Council**” means the Executive Council of the Club in office at the time in question;

“**General Meeting**” means a meeting of the general membership of the Club and includes the AGM, Regular Monthly Meetings and Special General Meetings;

“**Registry**” means the Company Registry of members maintained by the Club pursuant to the Act, arranged alphabetically by surname.

Article 2: Business Name and Status

2.1. This is By-law # 1 of the Club, which was incorporated under Section 18(2) of the Act as a not-for-profit company without capital stock on April 23rd, 2001 and assigned Reference Number 025735.

2.2. The Club was registered under the *Partnerships and Business Names Registration Act* to carry on business under the name “**Nature Moncton**” on April 18th, 2013 under Reference Number 669952.

2.3. The Club shall renew the latter registration every five years, beginning by April 18th, 2018.

Article 3: Statement of Purpose and Objectives

3.1. Nature Moncton enjoys, studies, appreciates, shares and protects nature. This shall be accomplished through initiatives such as lectures, field trips, publications and other activities deemed appropriate to the Club’s purpose.

Article 4: Location of Head Office

4.1. The Club’s Head Office shall be in the City of Moncton, in the County of Westmorland, in the Province of New Brunswick, Canada, or wherever else in New Brunswick is deemed appropriate and approved by the Board.

4.2. Notice of any change in the Head Office shall be filed with The Director as defined by the Act, c/o Service New Brunswick, within fifteen days of the change.

Article 5: Corporate Seal

5.1. Based on the advice of Service New Brunswick that a corporate seal is optional, the Club shall not have a seal at this time.

Article 6: Fiscal Year

6.1. The Club’s Fiscal Year shall begin on October 1st ending on September 30th of the following year.

Article 7: Membership

7.1. The members of the Club shall consist of the surviving applicants for Letters Patent of incorporation of the Club and such other persons as are deemed members in good standing at the time.

7.2. Individuals and families who support the purpose and objectives of the Club may apply for membership in it.

7.3. There shall be six categories of Membership, namely:

A. ***Individual Membership*** – for individual applicants.

B. ***Family Membership*** – includes all members of a family who reside in the same household. A “family” includes common law and same sex couples and the children and parents of either partner.

C. **Student Membership** – open for individual students over the age of 18 who are attending post-secondary institutions.

D. **Life Membership** – is awarded to an individual by the Council. Members in this category shall be entitled to all rights, benefits and privileges of membership without having to pay any annual dues.

E. **Out-of-Province Membership** - open for individual and family applicants who reside out-of-province.

F. **Group Membership** - open for members of a specific club or similar defined group. Each such group must be approved by the Board and remain “in good standing”.

7.4. Membership dues, as set by the Board, are renewable on the anniversary date of each membership. Each new application for membership shall be reviewed by the Membership Committee before full membership is granted.

7.5. Every member shall notify the Club Secretary promptly of any changes in his or her email address and other contact information so that Club notices can be sent to him or her.

7.6. Members of the Club shall be considered to be “in good standing” and entered in the Registry as long as their membership fees have been paid in full, they have abided by the Club Charter and By-laws, and they have not been suspended or expelled from the Club.

7.7. All members in good standing of the Club shall be entitled to all rights, benefits and privileges of membership, including the right to attend General Meetings and to receive notice of them, the right to vote at these meetings, and such insurance coverage as Nature New Brunswick may provide.

7.8. Any member who fails to renew his or her membership, resigns or is expelled from the Club, shall cease to be an active member and his or her name shall be excluded from the current Registry.

7.9. Conduct of Members: If, on the recommendation of the Membership Committee, in the opinion of, and after due consideration by, the Board, a member conducts himself or herself in such a manner as to bring discredit to the Club, or causes discord within the membership, he or she may be asked to resign. The resignation request should be made if, after discussion between the member and the Board, the conflict is not resolved. If the member resigns as requested, his or her name shall be removed from the Registry and any portion of membership fees then paid in advance shall be refunded to him or her. If a member who is asked to resign refuses to do so, the Board may refuse to accept further membership fees from him or her, thereby terminating his or her membership at the end of the Club’s Fiscal Year.

7.10. A member may be expelled from membership for cause by a two-thirds written vote of the members present at a Special General Meeting with a quorum, provided that at least two weeks notice of this proposed action is given to Club members and the accused member is provided with full details of the alleged cause and ample opportunity to defend his or her conduct at the meeting.

Article 8: Officers and Directors of the Board

8.1. At each AGM, the members of the Club should elect, from qualified members, the following Officers: President, Vice-President, Secretary, and Treasurer, as well as up to three Directors at Large, to be its Board of Directors.

8.2. If between AGMS, there become fewer than four Directors, a Special General Meeting shall be called to elect the missing Directors. Otherwise, if a vacancy arises on the Board, the other Directors may appoint qualified Club members to those positions for the remainder of the term.

8.3. All Directors shall assume office at the conclusion of the AGM at which they are elected or, if not elected at an AGM, immediately following their election or appointment.

8.4. Where there is a vacancy, or are vacancies, on the Board, the remaining Directors may exercise all the powers of the Board so long as a quorum remains in office.

8.5. The term of Directors shall be approximately one year, beginning at the conclusion of the AGM or meeting at which they are elected or appointed and ending at the conclusion of the following AGM, provided that they may continue to serve thereafter until successors have been elected or appointed.

8.6. Elected Officers and Directors may serve for any number of consecutive terms on the Board if willing and elected, though it is desirable that they change offices after serving three years in one position, if possible.

8.7. The elected Officers and Directors of the Club may administer the affairs of the Club in all things and make or cause to be made for the Club, in its name, any descriptions of contract which the Club may lawfully enter into and generally, save as provided elsewhere in these By-laws, may exercise all such other powers and do all such other acts and things, including the appointment and regulation of committees of all kinds, as the Club is by its Charter or otherwise authorized to exercise and do.

8.8. Without in any way derogating from the foregoing, the elected Officers and Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of lands, buildings, and/or other property with a value of over \$5,000.00, moveable or immovable or mixed, real or personal, or any right or interest therein, for such consideration and upon such terms and conditions as they may deem advisable, subject to ratification by the membership at a Special General Meeting called for such purpose.

8.9. The Board may from time to time adopt, amend, add to or repeal such Forms, Mandates, Policies, Procedures, Protocols, Rules and Regulations as it deems desirable to govern the operation of the Club, provided that any such Forms, Mandates, Policies, Procedures, Protocols, Rules and Regulations are consistent with the Act and the Club's Charter and By-laws.

8.10. Each year the Board shall establish Standing Committees as provided in the Regulations and may create ad hoc Committees, Task Forces, Advisory Boards and other such bodies, and appoint, remove or replace members to serve on such bodies as needed. Mandates for them shall be prescribed when such bodies are established. The term of such committees and bodies is usually until the end of the next AGM unless they are abolished before then, but unless their committee or group is abolished, members may continue in office until they are replaced.

8.11. The Board may appoint such officials as it deems desirable to promote the purposes of the Club, including agents, editors, managers, coordinators, administrators and other such functionaries. The Board should set out the mandate for officials when appointing them, including whether they are entitled and expected to serve on the Council and any security to be given by them to the Club. Appointed officials serve at the pleasure of the Board and may be dismissed at any time without notice or cause. The usual term of such appointees is until the end of the next AGM unless they are dismissed before then, but if they are not dismissed, appointees may continue in office until they are replaced.

8.12. The Board may engage the services of a person or persons for remuneration exceeding \$5,000.00 only after being authorized to do so by resolution of a Special General Meeting. Such a resolution should specify the rate of remuneration and length of service.

8.13. Directors shall cease to act as such and resign forthwith if they cease to be a member of the Club in good standing or fall within any of the disqualifications described in the Act, and Officers and Directors may resign at any time for any reason.

8.14. Any Officer or Director charged with failure to perform the duties of the office may be removed from the office if approved by a two-thirds written vote at a duly constituted Special General Meeting, provided that at least two weeks notice of this hearing is given to members and the Officer and Director is provided with full details of the alleged failure and ample opportunity to defend his or her conduct at the meeting.

8.15. The Club Secretary shall notify Service New Brunswick of any change in its List of Directors within fifteen days of the change, as well as file an Annual Return with it before the end of May.

Article 9: Council

9.1. The Executive Council shall consist of the elected Officers and Directors and such other officials of the Club as the Board may from time to time appoint to it. Such appointees usually include Chairpersons of Club Committees, other designated officials, and representatives of other organizations.

9.2. The Board may remove any members of Council that it has appointed, at any time, without notice or cause. In the event of a vacancy occurring during the term of office of any appointed official, the Board may appoint a successor to any missing official to complete the term.

9.3. The Council shall assist the Board to operate the Club according to the Charter, By-laws, and Rules and Regulations. In particular, it should help to plan, co-ordinate and supervise Club programs.

9.4. Meetings of the Council may be called by the President or an alternate as provided in the Article herein dealing with Calling and Chairing Club Meetings and may be held at such time and place as specified. Council should meet at least four to five times a year, ideally in September, November, January, March and May.

9.5. Council Meetings may be held by teleconference, if all members consent, and discussion and voting by email, when deemed appropriate to the circumstances, shall be binding.

Article 10: General Duties and Powers of Elected Directors and Appointed Officials

10.1. Officers and Directors and appointed officials are expected to discharge the duties set out in the Mandates describing their duties adopted by the Board from time to time.

10.2. All Directors and appointed officials are expected to attend meetings and to carry out their duties ethically and in good faith to the Club, including declaring any conflicts of interest or potential such conflicts and withdrawing from discussions and voting on these matters.

10.3. All Directors, and members of Club Committees, should if possible participate in all deliberations and decisions of the Board and Council, or their Committees, and shall keep confidential all Club business until it has been made public.

10.4. All Directors and appointed officials and members of committees, acting on behalf of the Club and under the direction of the Board, shall be entitled to be reimbursed for authorized expenses incurred during their term of office. No Director or appointed official shall be entitled to receive remuneration for carrying out the duties of his or her office.

10.5. The term of officials of the Club appointed by the Board (such as the Chairs of Committees, or Task Forces, representatives of other organizations, agents, editors, managers, coordinators and administrators) shall be as outlined for their position in Mandates prescribed by the Board.

10.6. All Officers, officials and Committee Chairs shall prepare their reports of the previous Fiscal Year for the Annual Report to the AGM. These shall be submitted to the Newsletter Editor at least six weeks before the AGM in order to be included in the Newsletter preceding the AGM.

Article 11: Club Meetings

11.1. Regular Monthly Meetings are usually held from September to June inclusive at the times and places set by the Board and shown on the Club website. These monthly meetings are primarily for presentations by guest speakers and sharing of information by members; since no business is transacted at them, no formal notice of the meetings or quorum are needed and these meetings may be conducted informally.

11.2. The **AGM** shall be held on or before the 31st day of December, for the purpose of electing Officers and Directors, receiving Annual Reports and Financial Statements based on the previous Fiscal Year, and for the transaction of other such business as may be properly brought before it.

11.3. Special General Meetings of the members for the purpose of considering a specific and urgent matter of business which cannot be delayed until the next AGM may be called at any time by the Board and shall be called within a week after a request made by at least seven members of Council or signed by at least fifteen Club members in good standing is delivered to the Secretary. Any such request shall specify the purpose(s) for which the meeting is to be called and the meeting shall be held within four weeks of the date of receipt of the written request.

Calling and Chairing Club Meetings

11.4. The President shall call and chair **General Meetings** of the members of the Club and **meetings of the Board and Council**. If the President is unable, unwilling or unavailable to do so, the Vice-president shall call and chair such meetings. If neither the President nor the Vice-President is able, willing and available to call or chair a meeting, the Board may appoint another of its members to do so.

11.5. Club Committee Meetings shall be called and chaired by the Committee Chairperson, or by a member designated by the Committee if the Chairperson is unable, unwilling or unavailable to do so.

Notice of Meetings

11.6. Notice of meetings shall include day, date, time, agenda and location within the Moncton area.

11.7. Any notices of the Club shall be sent to the members at their address as shown in the current Registry either electronically, via the internet, or by Canadian postal services.

11.8. Irregularities in the notice or in the giving thereof, as well as the accidental omission to give notice to any member(s), shall not invalidate any action taken by or at any such meeting.

11.9. Notice of the AGM, together with the Agenda for the meeting, shall be sent to the members at least two weeks prior to this meeting.

11.10. Notice to the members of a Special General Meeting shall state in general terms the purpose or purposes of the meeting and be sent to the members at least two weeks prior to the meeting date.

11.11. Notice of a Board Meeting shall be sent to all Directors at least four days prior to the meeting date, provided that a newly elected Board may meet without Notice on the day that it was elected.

11.12. Notice of a Council Meeting shall be sent to all members of Council at least four days prior to the meeting date.

Quorum and Adjournment

11.13. To transact any business at any Board, Council, Committee or General Meeting of the Club, a quorum must be mustered and maintained.

11.14. The quorum required for:

- (a) General Meetings transacting business is at least ten of the members in good standing;
- (b) Board or Council meetings is a majority of their members provided that a quorum cannot be constituted by fewer than three members.

11.15. Should a quorum not be mustered, or be lost, at any Club meeting, any member present who is eligible to cast a vote may require an adjournment of the meeting and all business that might have been transacted thereafter shall also be adjourned. The chairperson of the meeting should also try to monitor the number of members present and adjourn the meeting promptly after a quorum is lost. If a quorum is not mustered within fifteen minutes of the time set for the meeting, the meeting shall be adjourned.

Voting

11.16. At all meetings of members, each member present who is in good standing shall have one vote, except for the Chair or presiding officer, provided that in the event of a tie vote at any meeting, the Chair or presiding officer shall cast the deciding vote.

11.17. A majority of votes cast by members present at any meeting who are entitled to vote shall carry the motion unless otherwise required by the Club By-laws, Charter, the Act or any other applicable law.

11.18. Voting may be done verbally, by a show of hands, or by ballot. Should a counted vote or vote by ballot be requested by a member in good standing, the Chair shall appoint one or more persons to act as scrutineer or scrutineers at such meeting and have the vote conducted as requested.

11.19. Members may not vote by proxy at any Board, Council, Committee or General Meeting of the Club.

Parliamentary Rules of Order

11.20. All Club meetings shall be governed by *Bourinot's Rules of Order*, supplemented by *Robert's Rules of Order* where necessary, in all cases to which they are applicable and in which they are not inconsistent with Canadian law, these By-laws, the Charter of the Club or any special Rules of Order the Club may have adopted at the time.

Article 12: Nomination and Election of Officers and Directors

12.1. Each year the Board shall appoint a Nominating Committee consisting of:

- (a) a Past-President of the Club, or other Club member appointed by the Board, who shall chair the Committee and present the Nominating Committee Report at the next AGM; and
- (b) two or more Club members in good standing, at least one of whom is not a member of Council.

12.2. To apply to be nominated as a candidate for election as an Officer or Director of the Club, any adult Club member in good standing shall read, complete, sign and submit to the Nominating Committee a signed *Application and Consent to Stand for Election as an Officer and Director, and Certificate of Eligibility* in the prescribed form annexed to By-law # 1.

12.3. After verifying that he or she is a Club member in good standing, the Nominating Committee shall include in its list of candidates nominated for election at an AGM any Club member who has submitted a signed *Application and Consent to Stand for Election as an Officer and Director, and Certificate of Eligibility* to the Committee at least two weeks before the AGM. This may result in two or more candidates being nominated for an Office, which would require an election to be held.

12.4. At the AGM, if only one candidate for an Office has been qualified and nominated by the Nominating Committee, he or she shall be declared elected by acclamation.

12.5. At the AGM, if no candidate for an Office has been nominated by the Nominating Committee, nominations shall be invited from the floor.

12.6. A nomination made from the floor by any Club member in good standing under the previous provision, shall be accepted as long as the nominated candidate is a Club member in good standing and submits a signed *Application and Consent to Stand for Election as an Officer and Director, and Certificate of Eligibility* to the Nominating Committee immediately.

12.7. After three calls for further nominations for each unfilled Office, the nominations for it shall be declared closed. If only one candidate is nominated from the floor for an Office, he or she shall be declared elected. If no candidate is nominated, the Office shall be declared vacant.

12.8. If more than one candidate is nominated for any Office, an election shall be conducted.

12.9. All votes shall be counted by two to three scrutineers appointed by the Chairman of the Nominating Committee, who shall serve as the Chief Scrutineer.

12.10. The election and installation of Officers and Directors shall be conducted by the Chairperson of the Nominating Committee.

12.11. All elections to office shall be determined by plurality vote.

17.

Article 13: Financial Accounting

13.1. The Board shall ensure that the Club keeps proper accounting records with respect to all financial and other transactions of the Club and, without limiting the generality of the foregoing, shall cause the Club to keep records of all sums of money received and disbursed by it and the matters in respect of which receipt and disbursement take place, all sales and purchases by it, all assets and liabilities, and all other transactions affecting its financial position.

13.2. The safekeeping of all accounting records shall be the responsibility of the Treasurer. If necessary, the records may be situated at another place in New Brunswick than in Greater Moncton, if deemed necessary by the Board, as long as the records are readily accessible by the Board.

13.3. By the monthly meeting prior to the AGM, the Board shall appoint one or more Club members in good standing (none of whom served on the Council for the year being reviewed) to review and report on the financial state of the Club to the AGM. The Treasurer shall make all Club financial records available to these reviewers.

13.4. Before each AGM the Finance Committee members other than the Treasurer shall examine the accounts and financial records of the Club to ensure the correctness of the Annual Financial Statement, which shall include a Statement of Operations and Changes in Net Assets detailing a summary of all Revenue and Expenses. The Finance Committee shall include a member at arm's-length to the Board.

13.5. Contracts: All deeds, documents, contracts, engagements, bonds, debentures, and other instruments requiring execution by the Club shall be signed by any two Officers or as the Board may authorize. Save as otherwise provided in these By-laws, no Officers shall have power or authority to bind the Club by any contract or engagement or to pledge its credit.

13.6. Authorized Signing Officers for the Club's bank account shall be the President, Vice-President, Secretary, Treasurer and any Directors at Large designated by the Board.

13.7. Any of these officers may arrange, settle, balance and certify all books and accounts between the Club and the Club's bankers and may receive all paid cheques and vouchers and sign all the bank's forms of settlement of balance and release or verification slips.

13.8. Cheques and Drafts: All cheques or other orders for the payment of money, notes, or other evidences of indebtedness, accepted or endorsed in the name of the Club shall be signed by any two Signing Officers.

13.9. Deposits: When received, the funds of the Club shall be deposited to the credit of the Club into an account established with a recognized Canadian financial institution. All such accounts are to be approved by resolution of the Board.

13.10. Deposit of Securities for Safekeeping: Any securities of the Club shall be held for safekeeping in an account or safety deposit-box established with a recognized Canadian financial institution and approved by resolution of the Board.

18.

Article 14: Indemnification of Officers and Directors

14.1. All present and former Officers and Directors and officials of the Club and their heirs, executors and administrators and their estates and effects respectively, shall at all times be indemnified and saved harmless out of the funds of the Club from and against:

- (a) all liabilities, costs, charges, and expenses whatsoever which Directors or Officers or officials sustain or incur in or about any action, suit or proceeding that is proposed, brought, commenced or prosecuted against them, for or in respect of any act, deed or matter or thing whatsoever, made, done or permitted by them in or about the execution of the duties of their offices, except only such liabilities, costs, charges or expenses as are occasioned directly by their own wilful misconduct, intentional breach of trust, or gross negligence, so found; and
- (b) all other costs, charges and expenses that they may sustain or incur in, about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own wilful neglect or default.

14.2. At the discretion of the Board, the Club may insure its Directors and Officers, and possibly other officials, against liability and for defence cost coverage.

Article 15: Enactment, Amendment and Repeal of By-laws

15.1. The Board may enact, amend, repeal and re-enact any By-law, provided that:

- (a) any new or revised By-law is not contrary to the Club's Charter, the Act or any other New Brunswick or federal law; and
- (b) such By-law, amendment, repeal or re-enactment thereof may not be acted upon unless and until confirmed by a two-thirds majority of the members present and voting at a duly constituted General Meeting, and the Club has sent notice of the motion to all its members in good standing at least two weeks before the meeting.

By-law # 1 was proposed to the Executive Committee of Nature Moncton by its Constitutional Review Committee on May 9th, 2016.

By-law # 1 was approved with amendments by the Executive Committee of Nature Moncton on May 16th, 2016.

Notice that By-law # 1 was to be proposed at a Special General Meeting to be held on June 21st, 2016 was given to the members of Nature Moncton by e-mail and posting to the Club website on or before May 24th, 2016.

By-law # 1 was adopted by a two-thirds majority at at the Special General Meeting of Nature Moncton held on June 21st, 2016. Notice of the meeting was given to members on or before June 6th, 2016, and a quorum was mustered and maintained at the meeting. The motion provided that By-law # 1 replace the Constitution previously in force, and that the Constitution be repealed on the basis that any actions taken pursuant to it before its repeal would remain valid.

By-law 7.3 was amended at the AGM January 17, 2023 to six membership categories.

By-Law 3.1 was amended at a special General meeting on Feb. 20, 2024 to read. Nature Moncton enjoys, studies, appreciates, shares and protects nature. This shall be accomplished through initiatives such as lectures, field trips, publications and other activities deemed appropriate to the Club's purpose.

By-Law 7.4 was amended at a special General meeting on March 18, 2025 to read. Membership dues, as set by the Board, are renewable on the anniversary date of each membership. Each new application for membership shall be reviewed by the Membership Committee before full membership is granted.

Moncton Naturalists' Club Inc.
carrying on business as
Nature Moncton



**Application and Consent to Stand for Election
as an Officer and Director, with Certificate of Eligibility**

I, the undersigned, hereby certify that:

- (a) I hereby apply and consent to stand for election as an officer and director of nature Moncton for the forthcoming year, and in particular, for the following office(s) i have checked:
- (b) president, vice-president, secretary, treasurer, director at large;
- (c) I am a member in good standing of the said club; and
- (c) I am not disqualified from being a director of the said club by section 87 (1.2) of the *companies act* of New Brunswick because:
- (1) I am at least 19 years of age;
- (2) I am not of unsound mind and have not been so found by a court in Canada or elsewhere;
- (3) I am an individual;
- (4) I do not have a bankrupt status;
- (5) I have not been convicted of an offence under the *Criminal Code (Canada)* or the criminal law of any jurisdiction outside Canada
- (i) in connection with the promotion, formation or management of a corporation, or
- (ii) involving fraud, unless three years have elapsed since the expiration of the period fixed for suspension of the passing of sentence without sentencing or since a fine was imposed, or unless the term of imprisonment and probation imposed, if any, was concluded, whichever is the latest, but the disability imposed by this paragraph ceases upon a pardon being granted.

DATED at _____, NB this _____ day of _____, 20_____.

PRINT NAME: _____ SIGNATURE: _____