



**Constitution
&
By-Laws**

of the

**Forest Gene Conservation Association
of Ontario**

1997

- Original draft Memorandum of Understanding adopted at Inaugural Meeting of the Forest Gene Conservation Association, on April 19, 1994.
- As part of the not-for-profit incorporation process, the MOU was revised as a Constitution & By-Laws, which was reviewed and accepted by FGCA membership through correspondence and then adopted at Annual General Meeting on June 12, 1997.
- Article 8 amended at June 8, 1999 annual general meeting
- Amendments at June 20, 2000 annual general meeting: Article 3; Article 5.iv); Article 8, Sections 1 & 7; Article 14, Section 1.
- Amendments at June 21, 2016 annual general meeting: All noted (2016)

Constitution

Article 1 ♦ Name

Forest Gene Conservation Association of Ontario. For the purposes of this constitution the term FGCA shall mean the Forest Gene Conservation Association of Ontario.

Article 2 ♦ Head Office

The head office shall be located within the geographic area, and at such place therein as the directors may from time to time determine.

Article 3 - 2016 ♦ Geographic Area

The FGCA geographic area consists of the province of Ontario.

Article 4 ♦ Corporate Seal or Logo

The FGCA shall have a corporate logo as used in this document.

Article 5 - 2016 ♦ Objects

The objects of the FGCA shall be

- i)* to promote the maintenance and restoration of the genetic base of woody plant species (trees and shrubs).
- ii)* to increase the benefits of planting through planning and implementing tree breeding programs for selected woody plant species.
- iii)* to ensure the use of biologically appropriate seed sources in support of planting programs.

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 gene conservation related business or research within the area of the FGCA.

Section 2 (2016)

A member in good standing shall be one whose annual membership fee has been paid, as certified by the General Manager and who subscribes to the Constitution and By-laws of the FGCA. In order to have voting privileges, fees 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

Prior payment of fees shall not apply to the Inaugural Meeting of the incorporated FGCA.

Section 4

There may be different classifications of members, as defined in the By-laws.

Section 5

The members recognize that the strength of the FGCA comes not only from sharing costs, but also staff, equipment, facilities, land, reproductive materials and expertise; the value of which will be acknowledged in annual reports.

Section 6

A written agreement will be signed by each member on whose land a forest genetic installation is to be established by the FGCA, with the intent to secure the work of the FGCA.

Article 7 ♦ Voting

Section 1

Members shall have voting privileges as defined in the By-laws. Decisions of the FGCA will be made by vote at Inaugural, Annual General and Special meetings.

Section 2

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

Article 8 - 1999, 2000 ♦ Board of Directors

Section 1 (2016)

The Board shall consist of a minimum of 7 members and a maximum of 12. The following groups, if members in good standing can recommend a member to the Board:

- Forests Ontario
- Conservation Ontario
- Sustainable Forest Licence Holders
- FGCA Seed & Stock production industry members

The recommendation will be reviewed and approved or declined by the Board. The remaining members 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

Decisions of the Board shall be reached through a consultative approach. The members acknowledge that a strong spirit of cooperation is vital to the success of the FGCA.

Section 4

The board may invite non-voting participation of additional members.

Section 5 (2016)

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

Article 9 ♦ Officers

Section 1 (2016)

The Board, from amongst its members, shall elect a President, Vice-President, Secretary, and a Treasurer to act as Executive Committee, with the assistance of the General Manager, and to be responsible for the general and active management of the affairs of the FGCA.

Section 2

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

Article 10 ♦ Amendments to the Constitution

Section 1

The constitution will be adopted at an Inaugural Meeting of the incorporated FGCA

Section 2

Subsequent to the Inaugural Meeting, 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 a two-thirds majority of votes of members present at an Annual or Special General Meeting. All other decisions require a simple majority of 50% +1.

Section 4

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

Section 5 (2016)

Proposed amendments by the membership at large must be submitted in writing to the General Manager sixty (60) days prior to the Annual or Special General Meeting and be supported by 25 % of voting members.

Article 11 ♦ *By-laws*

Section 1

By-laws of the Council will be adopted at the inaugural Meeting

Section 2 (2016)

By-laws may be amended by a simple majority at a General Meeting, notice having been given thirty (30) days prior to such a meeting.

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 within ninety (90) days after the end of the fiscal year.

Section 2

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

Section 3 (2016)

Special General Meetings may be called by the Board and must be called on receipt of a written request to the General Manager thirty (30) days prior to the proposed date of meeting, and be supported by 25 % of voting members.

Section 4 (2016)

Meetings of the Board will be at the call of the President. There will be an initial meeting of the Board following the Inaugural Meeting.

Article 14 -2016 ♦ *Reports & Plans*

Section 1 (2016)

A strategy will be prepared, reviewed annually, revised as needed and approved by the Board to guide the development of annual work plans, and activities of the FGCA in general.

Section 2 (2016)

Annual plans will be prepared by the FGCA General Manager and approved by the Board no less than 1 month prior to the start of the next fiscal year. The plan will outline activities and cost estimates as well as members' contributions classified as direct or in-kind.

Section 3 (2016)

An annual Report for the previous year will be prepared by the General Manager and presented to the Board within 30 days of the end of the fiscal year.

Article 15 ♦ *Special Provision*

Section 1 (2016)

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

Section 2 (2016)

In the case of non-member lands, an appropriate legal instrument that secures tenure and protects FGCA's investment of time and effort will be developed for each parcel of land.

By-laws

By-law 97-1 ♦ Membership

Section 1

There shall be two (2) classifications of membership in the FGCA

Class A Organizational or Individual Class B Honourary

Section 2

Class A and Class B members shall have voting entitlement

Section 3 (2016)

A membership list noting the classification of each member shall be maintained by the General Manager and shall be open to inspection by any member upon request.

Section 4

Class A members are those members as per Article 6 who have subscribed in writing to the objects of the FGCA and who have paid their membership fee.

Section 5

Class B members shall be determined by unanimous vote of the Board at any regular meeting and shall be exempt from fees.

Section 6

The annual term of membership shall coincide with the FGCA's fiscal year.

Section 7

Subsequent to the Inaugural Meeting, the annual membership fee payable to the FGCA is due and payable on April 1st each year.

Section 8 (2016)

The membership fee will be \$20.00 annually.

Section 9 (2016)

Any member may resign from the FGCA by filing a written resignation to the General Manager.

Section 10

A membership may be terminated at any time by

- i) written notice in accordance with Section 9 of this By-law;
- ii) a vote of at least two-thirds of votes cast at any meeting of members;
- iii) a resolution of at least two-thirds of the Directors;
- iv) proceeding under this By-law if the member contravenes any By-law.

Section 11

Termination of membership shall be effective 60 days from the date notice is given as per Section 9 of this By-law.

Section 12

Membership shall cease upon death, and such membership is not transferable.

Section 13

Upon termination or resignation of membership, the former member shall return all property of the FGCA and forfeit any and all interest, rights and privileges associated with membership in the FGCA.

Section 14

If a membership is terminated by a resolution of the Directors, that membership may be reinstated at the next General Meeting of members by a majority of cast votes.

By-law 97-2 ♦ 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 govern the meetings, as the case may be, on all matters relating to order and procedure, including nominations and elections.

By-law 97-3 ♦ Board of Directors

Section 1 (2016)

At the Inaugural Meeting, the founding steering committee (as per the members elected in 1996 to follow through with the not-for-profit incorporation process) will form the Board of Directors. The following year and every second Annual General Meeting thereafter, seven (7) to twelve (12) Directors will be appointed and elected to serve for a two-year term.

Section 2

Appointed Directors shall serve for a period of two (2) years. Appointments shall be confirmed in writing to the Board on an annual basis, by or on the date of the Annual General Meeting.

Section 3

From time to time, the Board may appoint ex-officio Board members to serve as technical advisors to the Board.

Section 4 (2016)

The office of Director shall be considered vacated

- a) upon death or resignation;
- b) if the Director ceases to be a member;
- c) if the Director violates the conflict of interest guidelines;
- d) if the Director fails to personally attend three (3) consecutive meetings without notice;
- e) if, at a Special Meeting of the FGCA, a resolution is passed by three-quarters ($\frac{3}{4}$) of the members present at the meeting, that he/she be removed from office.

Section 5

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 General Meeting of the FGCA when a successor shall be elected.

Section 6

On the occurrence of a vacancy of any designated member, the organization will be asked to designate a new member.

Section 7

No Director need vacate his/her office by reason of 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 on any declaration by a member or on any perceived conflict of interest.

Section 8 (2016)

No Director need vacate his/her office by reason of his/her being contracted to undertake work for the FGCA that has financial consequences for the Director. They shall declare a conflict of interest and the Board shall rule by majority vote on any declaration by a member or on any perceived conflict of interest.

By-Law 97-4 ♦ Power of Directors

Section 1

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

Section 2 (2016)

The Directors shall have the power to authorize expenditures on behalf of the FGCA from time to time and may delegate by resolution to any officer or officers of the FGCA the right to employ and pay salaries to employees, and to engage in contractual arrangements with suppliers who must maintain insurance including but not limited to commercial general liability insurance.

Section 3

The Board, at its discretion, may employ person(s) to deliver its programs. No employee shall be a member of the Board. Employees shall be assigned duties and responsibilities by the Board and these will be outlined in their job description and employment contract.

Section 4

Directors' expenses and services shall be provided by themselves or the organization they represent, as a recognized and accounted for in-kind contribution to the FGCA. In some circumstances, as approved by unanimous vote of the Board, honorariums may from time to time be provided.

Section 5 (2016)

The Executive Committee of the Board's President Vice President, Secretary and Treasurer, assisted by the General Manager shall be responsible for the general and active management of the affairs of the FGCA.

By-Law 97-5 ♦ Officers (2016)

Section 1 - President

The President shall preside at all meetings of the FGCA and 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 FGCA are responsible to the President. The President shall remain a voting member of the Board for one term after serving as President.

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 of the Board.

Section 3 – Secretary

The following duties shall be administered by the General Manager and overseen by the Secretary.

- a) Record the minutes of all meetings and ensure they are stored appropriately according to the Not for Profit corporations act.

Section 4 -Treasurer

The following duties shall be administered by the General Manager, overseen by the Treasurer and reported to the Executive Committee, members of which shall have signing authority.

- a) Shall have custody of the funds and securities of the FGCA
- b) Shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the FGCA, in the books belonging to the FGCA
- c) Shall deposit all monies, securities and other valuable effects in the name and to the credit of the FGCA, 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.
- d) Shall disburse the funds of the FGCA as may be directed by proper authority taking proper vouchers for such disbursements
- e) Shall tender to the Executive Committee and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all transactions and a statement of the financial position of the FGCA

Section 5 – General Manager

- a) The General Manager shall be hired as an employee or through contract, and shall attend all meetings and act as clerk thereof and record all votes and minutes of all meetings of the Members and of the Board. Any person providing these services under contract is responsible for their own insurance and should carry all the necessary and appropriate insurance that a prudent person in the business of the Supplier would maintain including but not limited to commercial general liability insurance.

Section 6

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

By-law 97-6 ♦ *Committees* (2016)

The Board may appoint committees, as required that shall report to the Board and be governed by a terms of reference that will include as a minimum; purpose, membership, budget and timeframe.

By-law 97-7 ♦ *Indemnities to Directors and Others*

No Director or Officer of the FGCA shall be liable for the acts, receipts, neglects or defaults or other act for conformity, or for any losses or expense happening to the FGCA through the insufficiency or deficiency of title to any property acquired by order of the Board for or on behalf of the FGCA, or for the insufficiency or deficiency of any security in or upon which any of the monies of the FGCA 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 FGCA shall be deposited, or for any loss occasioned by any error whatever, 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 FGCA from and against:

- all costs, charges and expenses whatsoever which such Directors or Officers sustains or incurs in or about any action, suit or proceedings which is brought, commenced 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;
- 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.

All necessary insurance shall be maintained including but not limited to Commercial General Liability and Directors and Officers Liability.

By-law 97-8 ♦ *Borrowing*

In order to carry out the objects of the FGCA, the Board may, on behalf of and in the name of the FGCA, 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 97-9 ♦ *Auditor*

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

By-law 97-10 ♦ *Code of Ethics*

All members of the FGCA shall sincerely cooperate in promoting the conservation, restoration and sustainable use of the genetic base of the forest and shall place their duty to the forest above all other duties pertinent to the forest.