

# UPTON FARM TRUST INC.

## BY-LAWS

### ARTICLE I

The organization shall be known as "Upton Farm Trust Inc."

### ARTICLE II

The Trust, through its duly elected officers, shall be the owner and governing body for the operation of the lands and premises described in Schedule "B" hereto, together with any other lands subsequently acquired by the Trust.

### ARTICLE III

The objectives of the Trust are as set out in Schedule "A" hereto.

### ARTICLE IV

The Trust shall be composed of those members set out in Schedule "C" hereto, together with those members of the general public who have demonstrated a willingness to contribute to the stewardship of the Trust lands.

### ARTICLE V

The President shall preside at all meetings of the Trust and, in his or her absence, the Vice-President shall preside. The President or acting President shall cast a vote and may cast a deciding vote in case of a tie vote. The President shall generally perform the duties usual to the office of the President and may, in his or her discretion, order the calling of all meetings of the Trust.

### ARTICLE VI

The Bylaws of the Trust may be amended by a 75% majority vote of all the members of the Trust on the following conditions:

- (a) Changes to the bylaws may only be considered at the Annual General Meeting of the Trust, or at a special meeting called for such purpose.
- (b) A Notice of Motion detailing the proposed amendments must be submitted to the Secretary at least sixty (60) days prior to such annual meeting or special meeting.
- (c) The Secretary must notify all members of such Notice of Motion at least thirty (30) days prior to the meeting.
- (d) Any change to the objects and purposes of the Trust may be enacted only if a period of six months has elapsed from the publication, in a newspaper published in Prince Edward Island, of a notice detailing such proposed changes.

### ARTICLE VII

- (a) The number of members in the Trust is unlimited.

- (b) Every member of the Trust shall be entitled to attend any general meeting of the Trust and to vote at any general meeting of the Trust and shall be entitled to hold any office in the Trust, if elected or appointed in accordance with the requirements of these bylaws.
- (c) Voting by proxy at any meeting shall be allowed only if the proxy vote is in writing and signed by the absent member. No member shall be entitled to vote more than five proxy votes.
- (d) Membership in the Trust shall not be transferable.
- (e) Any individual who contributes annually to the support of the Trust the amount set by the Trust at its annual general meeting as the membership dues for that year, shall be admitted to membership in the Trust.
- (f) Each member of the Trust shall be presented annually with a membership card, or other proof of membership, upon payment of the membership dues set for that year by the Trust.
- (g) Membership of a member in the Trust shall cease:
  - (i) upon death of the member;
  - (ii) upon written notice to the Trust of the member's resignation;
  - (iii) upon the member ceasing to qualify for membership in accordance with the Bylaws of the Trust; or
  - (iv) upon a resolution of the majority of members present at a general meeting of the Trust.
- (h) The fiscal year of the Trust shall be from April 1 in any year to March 31 of the year next following. Membership dues are due and payable on April 1st of each year.

#### ARTICLE VIII

- (a) The annual general meeting of the Trust shall be held at such place in the Province and on a date selected by the Directors.
- (b) A special general meeting of the Trust may be called by the President, or by the Directors of the Trust, at any time. The Directors of the Trust must call a special meeting if requested in writing by at least 25% of the members of the Trust. Notice must be given to members of any annual or special general meeting.
- (c) In the case of a special general meeting or of special business to be conducted at a annual general meeting, all members shall be notified, at least 7 days prior to such meeting, of the nature of the business to be conducted and of the date, location and time of the meeting.
- (d) No business shall be conducted at any general Meeting of the Trust unless a quorum of the members in good standing of the Trust is present. A quorum must be present at the commencement of the general Meeting and shall consist of 25% of the members.
- (e) At each annual general meeting of the Trust, the following business shall be dealt with:
  - (i) minutes of preceding general meeting;
  - (ii) consideration of the President's or Board of Director's Report;
  - (iii) consideration of Treasurer's report, financial statements, auditors reports if available;
  - (iv) reports of committees;
  - (v) reports of nominating committee; and
  - (vi) nomination of Directors to replace those whose terms are expiring.

The items of business listed above shall be deemed the regular or ordinary business of the meeting. Other business dealt with at the general annual meeting shall be deemed to be new business or extraordinary business.

- (f) If within one half hour from the time set down as the time for the meeting to start, a quorum of members has not appeared, the meeting shall stand adjourned until such time at least 30 days thereafter as the majority of the members of the Trust then present shall decide. The location of the adjourned meeting shall also be specified by the majority of those present. If, at the adjourned meeting, a quorum of the members of the Trust is not present, and a notice of such meeting has been published at least once a week for three weeks in a newspaper published in Prince Edward Island, the meeting may proceed with only those members present forming a quorum.
- (g) In the absence of the President and the Vice-President, the members present shall choose from among their number a member who shall act as Chairman of the meeting until such time as he or she is replaced by the President or the Vice-President as Chairman of the meeting.
- (h) The President or Chairman, with the consent of the majority of members present at an annual or special general meeting, may adjourn the meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting except a further adjournment, unless notice of such new business is given to the members present.
- (i) At any annual or special general meeting, unless a poll is demanded by at least two members, a declaration by the President or Chairman that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the meeting shall be sufficient evidence of the fact, without other proof of the number or proportion of the members recorded in favour of or against such a resolution.
- (j) If a poll is demanded in the manner aforesaid, the same shall be taken in such a manner as the President or Chairman may prescribe and the result of such poll shall be deemed to be the resolution of the Trust at that general meeting, and the count taken shall become a part of the minutes of the proceedings.

#### ARTICLE IX

- (a) The initial nominating slate of directors of the Trust to be appointed by the Lieutenant Governor in Council shall be those persons set out immediately below or the person occupying the office set out below. Where no term is specified the director is appointed until replaced by Lieutenant Governor in Council under the provisions of clause (b)(i) hereof . Each is appointed for the term set out opposite his or her name.
  - (1) Kirsten Connor                      (Chair) four year term,
  - (2) Heidi Hyndman                      three year term,
  - (3) Cheryl Stead                        two year term,
  - (4) Douglas Sobey                        two year term,
  - (5) Parker Grimmer                      two year term,
  - (6) Barbara Trainor                      two year term,
  - (7) The Deputy Minister of Innovation and Advance Learning,
  - (8) The Deputy Minister of the Environment and Forestry,
  - (9) A representative from the City of Charlottetown.
- (b) Following the expiration of the initial term of those directors appointed under (a) hereof for fixed terms, replacement directors shall be appointed for two year terms. All subsequent directors shall be appointed as follows:
  - (i) two (2) persons employed by the Government of Prince Edward Island (the "Government Members") appointed by the Lieutenant Governor in Council of the Province of Prince Edward Island, each of whom shall be a Deputy Minister, Assistant Deputy Minister or Director employed in each of the areas of environment, forestry or land use planning;

- (ii) three (3) persons from the membership of the Trust appointed by the Lieutenant Governor in Council of the Province of Prince Edward Island from a list as created by the members of the Trust at the Trusts annual meeting;
  - (iii) up to three persons appointed by the Lieutenant Governor in Council of the Province of Prince Edward Island selected by the non-Government Members of the Board of Directors of the Trust, from names submitted by non-governmental, non-profit organizations dealing with environmental issues and having similar objectives to the Trust (such as the Island Nature Trust, Island Trails); and
  - (iv) one person(1) employed with and appointed by the City of Charlottetown.
- (c) Any member of the Trust shall be eligible to be nominated as a Director of the Trust.
  - (d) No director shall receive any salary for serving as a Director, but may be reimbursed for expenses paid on behalf of the Trust.
  - (e) If a Director resigns, or dies during his or her term of office, or for any other reason there occurs a vacancy on the Board of Directors, this vacancy shall be filled by the appointment to the Board of Directors of a replacement member who shall be appointed in the same manner as the member whose position is vacant.
  - (f) Meetings of the Board of Directors shall be held as often as is necessary to properly conduct the business of the Trust. Notice of other meetings of the Board shall be given to the Directors at least seven (7) days prior to the meeting.
  - (g) No business shall be conducted at any meeting of the Board of Directors unless a quorum of a simple majority of the Directors is present for the duration of the meeting. No quorum shall be deemed to be present for a meeting of the Board of Directors unless at least one Government Member is present.
  - (h) Any member of the Board of Directors (other than a Government Member) may be removed from the Board of Directors by a 75% vote of the remaining members of the Board.
  - (i) Any member of the Board of Directors shall be eligible for reappointment to the Board of Directors for up to three consecutive terms.

#### ARTICLE X

The management of the activities of the Trust shall be vested in the Directors who, in addition to the powers and authorities granted specifically by the Companies Act, these bylaws, or otherwise expressly conferred upon them, may exercise all such powers and do such acts and things as may be done by the Trust and are not hereby expressly directed or required to be exercised or done by the members of the Trust in a general meeting.

#### ARTICLE XI

- (a) The Officers of the Trust shall include a President, Vice-President, Secretary and Treasurer and the immediate Past-President. None of the last three persons appointed under Article IX (a), nor any person appointed under Article IX (b) (i) or Article IX (b) (iv) shall serve as President or Vice-President.
- (b) The Directors shall, from among the members of the Board of Directors, elect a President. The first President shall hold office for a period of four years. The President shall preside over all meetings of the Trust and the Executive, shall have general supervision of the affairs of the Trust, and shall perform such other duties as may be assigned him or her by the Executive.

- (c) The Directors shall, from among the members of the Board of Directors, elect a Vice-President, who shall hold office until the next annual meeting. The Vice-President shall preside over any meeting of the Trust or the Executive in the absence of the President and shall perform such other duties as may be assigned by the Executive.
- (d) The Directors shall, from among the members of the Board of Directors, elect a Secretary, who shall hold office until the next annual meeting. The Secretary shall have custody of the corporate seal, shall keep the minutes of all general meetings of the Trust and all meetings of the Executive, shall maintain all records required by the Companies Act, and shall perform such other duties as are assigned by the Executive.
- (e) The Directors shall, from among the members of the Board of Directors, elect a Treasurer, who shall hold office until the next annual meeting. The Treasurer shall maintain all books of account of the Trust, shall have custody of all funds, including trust funds, and shall perform such other duties as may be assigned by the Executive.
- (f) The offices of Secretary and Treasurer may be held by the same person.
- (g) The immediate Past-President shall be an ex-officio member of the Board of Directors and be entitled to attend all meetings of the Board.
- (h) Any Officer of the Trust may be removed as an Officer of the Trust by a 75% vote of the remaining members of the Board of Directors.

#### ARTICLE XII

- (a) An external accountant for the Trust may be appointed annually by the members of the Trust at the annual general meeting. Any accountant appointed for the Trust must be qualified to perform audits or reviews under the laws of Prince Edward Island.
- (b) The Trust shall provide a written report to the members as to the financial position of the Trust and the Report showing the receipts and expenditures of the Trust in the preceding fiscal year. Any auditors report shall be presented to the members at the annual general meeting.

#### ARTICLE XIII

- (a) Any member of the Trust, or the Auditor, or the Provincial Auditor, may inspect the books and records of the Trust at any time.
- (b) Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Trust by any two of the President, Vice-President, and Secretary or Treasurer, or such other officers, as determined by resolution of the Board of Directors.
- (c) The borrowing powers of the Trust may be exercised by special resolution of the Trust and a majority vote of the members at a general meeting of the Trust.

#### ARTICLE XIV

The Trust may be wound up, if a resolution to wind up is approved by the Board of Directors, at a meeting called to consider this business, and no other. Any resolution of the Board of Directors to wind up must be approved by the members at a special meeting called to consider this business and no other. Any resolution for the winding-up of the Trust must be approved by the Lieutenant Governor-in-Council before it is acted upon. In the event of the winding-up or other dissolution of the Trust, there shall be no distribution of any portion of the property of the Trust among the directors, or members, of the Trust.

No wind up or dissolution of the Trust shall occur until after expiration of a one year period of bona fide public consultation and agreement is reached on a suitable method for the perpetual preservation of the Trust's land as a green space. The funds of the Company, if any, shall be applied to a charitable organization with similar objects and purposes. In the event of any disagreement as to the charitable organization to which assets are transferred, or as to the manner of preservation of the Trust's land as a perpetual green space, this matter, or matters, shall be determined by a Judge of the Supreme Court of Prince Edward Island.