

Interpretation

1. In this by-law,

"Board" means the Board of Directors appointed pursuant to these bylaws;

"Director" means a member of the Board;

"Member" means a member of the Trust;

"Officer" means a Director appointed to an office of the Trust;

"Trust" means the Upton Farm Trust Inc.;

"Upton Farmlands" means those lands consisting of PID 1046242 and PID 1046259 and all other lands acquired by the Trust.

Jurisdiction

2. The Trust is the owner and governing body for the Upton Farmlands.

Objects and purposes

3. (1) The Objects and Purposes of the Trust are as set out in Schedule "A".

(2) The Objects and Purposes of the Trust may be amended by a 75% vote of the membership at either

(a) the annual general meeting of the Trust, or

(b) a special general meeting called to consider changes to the Objects and Purposes of the Trust.

(3) Where changes to the Objects and Purposes of the Trust are to be considered at a meeting, notice of the proposed changes shall be

(a) delivered to all Members, and

(b) published in a newspaper of general circulation in the province, at least 30 days before the meeting.

Composition

4. The Trust shall be composed of

(a) the Directors as elected and appointed under section 27, and

(b) those members of the public who have demonstrated a willingness to contribute to the objects and purposes of the Trust by becoming Members.

Amendment to the bylaws

5. The bylaws of the Trust may be amended by a 60% vote of the total membership of the Trust at either

- (a) the annual general meeting of the Trust, or
- (b) a special general meeting called to consider changes to the bylaws.

6. Where changes to the bylaws are to be considered at a meeting, notice of the proposed changes must be delivered to all Members at least 30 days before the meeting.

Membership

7. The number of Members is unlimited.

8. Any person who pays the membership dues as determined by the Board is a Member.

9. Membership in the Trust is not transferable.

10. Membership dues are

- (a) payable on the date of the Annual General Meeting each year, and
- (b) valid until the following Annual General Meeting.

11. Every Member is entitled to

- (a) attend and vote at the annual general meeting and any special general meetings of the Trust, and
- (b) hold any office in the Trust, if elected or appointed in accordance with these bylaws.

12. Membership in the trust ends when a Member

- (a) dies,
- (b) provides written notice of resignation to the Board,
- (c) ceases to qualify for membership in accordance with the bylaws, or
- (d) is removed by a vote of the majority of the remaining Members.

Fiscal year

13. This fiscal year of the Trust is from April 1st in any year to March 31st of the following year.

Annual General Meeting

14. The annual general meeting of the Trust shall be held at a place in the province and at a time chosen by the Board.

15. The Board shall provide notice of the time and place of an annual general meeting to every Member at least 30 days prior to the date of the annual general meeting

16. At every annual general meeting of the Trust the following business shall be dealt with:

- (a) minutes of the previous annual general meeting,
- (b) consideration of the President's or the Board of Director's report,
- (c) consideration of the Treasurer's report, financial statements, and auditor's report if available,
- (d) reports of committees,
- (e) report of the nominating committee, and
- (f) nomination of Directors to replace those whose terms are expiring.

17. Every Member is entitled to one vote on each item subject to a vote.

18. The majority of votes cast shall decide a question.

19. In the case of a tie vote, the President or Director presiding at the meeting shall cast one additional vote to break the tie.

20. (1) Voting shall be by a show of hands except when

- (a) more than one candidate is contesting an election to the Board, or
- (b) the vote is on the question of the removal of a Member.

(2) Where a vote described in clause (1)(a) or (b) is taken, it shall be by secret ballot or other physical, telephonic, electronic or other means that protects the voter's privacy and is approved by the Board.

Special General Meeting

21. (1) Where an urgent or unusual matter arises that cannot be addressed in a timely manner at the next annual general meeting, a special general meeting may be held.

(2) A special general meeting

(a) may be called by the President at any time, and

(b) shall be called by the President where 25% or more of the Members have requested the meeting.

22. The President shall provide notice of the time and place of a special general meeting to every Member at least 7 days prior to the date of the special general meeting.

Quorum, Chair, Voting

23. No business shall be conducted at an annual general meeting or a special general meeting unless

(a) a simple majority of the Directors, and

(b) at least 25% of the Members,

are present.

24. Where quorum is not obtained at an annual or special general meeting, the President shall adjourn the meeting to a time and place where, in the President's opinion, quorum will be obtained.

25. (1) The President is normally the Chair of all annual general meetings and special general meetings.

(2) Where the President cannot, for any reason, act as Chair, the Vice-President shall act as Chair.

(3) In the event that neither the President nor Vice-President can act as Chair, the Members shall elect a Director to act as Chair of the meeting.

26. (1) At all annual or special general meetings, a declaration by the Chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of the proceedings of the meeting is sufficient evidence of the fact.

(2) Notwithstanding subsection (1), where two or more Members present at a annual or special general meeting request a poll of the votes on a resolution, a poll shall be taken and the results shall become a part of the minutes of the proceedings.

Board of Directors

27. (1) The Lieutenant Governor in Council shall appoint Directors as follows:

- (a) two employees of the Government of Prince Edward Island who are Deputy Ministers, Assistant Deputy Ministers, or Directors;
- (b) four Members elected by the Members at an annual general meeting;
- (c) two members appointed by the Board of Directors who

- (i) have experience working with or in non-governmental, non-profit organizations, or

- (ii) have a professional, technical, or subject matter expertise, training, or experience in a field related to the objects and purposes of the Trust, and who

in the opinion of the Board, support the objects and purposes of the Board;

- (d) one person from the administration of the City of Charlottetown.

(2) The terms of office of Directors shall normally be for two years.

(3) The terms of office of Directors elected under clause (1)(b) and appointed under clause (1)(c) shall be staggered in order to ensure that at least one half of the Directors elected under clause (1)(b), and one half of the Directors appointed under clause 1(c) respectively, have their terms expire in any given year.

28. (1) No Director shall receive any salary or other remuneration for serving as a Director.

(2) Directors may be reimbursed for expenses paid on behalf of, and approved by, the Trust.

29. Where a Director leaves the Board permanently, a new Director shall be appointed from the same category as the departed Director to serve for the balance of that term.

30. Meetings of the Board shall be held as often as necessary to discharge the business of the Trust.

31. Notice of Board meetings shall be given to each Director at least 7 days prior to every Board meeting.

32. No business shall be conducted at any Board meeting unless a quorum is present for the duration of the meeting.

33. A quorum for a Board meeting is a simple majority of the Directors, one of whom must be appointed pursuant to clause 29(1)(a).

34. Any Director, except those Directors appointed pursuant to clause 29(1)(a) may be removed from the Board by a 75% vote of the remaining Directors.

Banking and Signing Authority

35. (1) The Trust may keep bank accounts with any chartered bank, credit union, or trust company operating in the province.

(2) Signing authority for banking purposes may be exercised exclusively by any two or more of the following Officers:

- (a) the President;
- (b) the Vice-President;
- (b) the Secretary;
- (c) the Treasurer.

Proxy Voting

36. (1) A Member entitled to vote at any meeting may vote by proxy.

(2) In order to vote by proxy, a Member must authorize a form of proxy.

(3) A form of proxy must include the following:

- (a) the name of the Member issuing the proxy;
- (b) the name of the Director or Member who will be the proxy holder;
- (c) the meeting at which the proxy is to be exercised;
- (d) the signature or other proof of authorization by the Member issuing the proxy.

(4) The form of proxy may be issued and communicated in any written, electronic, or telephonic form the Board deems acceptable.

(5) No member may vote more than two proxy votes in addition to the member's own vote at any meeting.

Electronic Participation in Board Meetings

37. (1) The Board may permit Directors to participate in any meeting of the Board by electronic or telephonic means.

- (2) A Director participating in a meeting by electronic or telephonic means
 - (a) is deemed to be present at the meeting, and
 - (b) may speak to and vote on any matter arising at the meeting.

Officers

38. (1) The Board shall appoint from among the Directors the following Officers:

- (a) a President, who shall
 - (i) preside over all meetings of the Trust and the Board,
 - (ii) have general supervision of the affairs of the Trust, and
 - (iii) perform any other duties as assigned by the Board.
- (b) a Vice-President, who shall
 - (i) preside over any meeting of the Trust or the Board in the absence of the President, and
 - (ii) perform any other duties as assigned by the Board.
- (c) a Secretary, who shall
 - (i) keep the minutes of all general and special general meetings of the Trust, and all meetings of the Board,
 - (ii) maintain all records required by *Companies Act* and any other relevant legislation, and
 - (iii) perform any other duties as assigned by the Board.
- (d) a Treasurer, who shall
 - (i) maintain all books of account of the Trust,
 - (ii) have custody of all funds of the Trust, including trust funds, and
 - (iii) perform any other duties as assigned by the Board.

(2) An Officer may be removed from office for any reason upon the vote of 75% of the Directors.

(3) No Director appointed under 27(1)(a) or (d) may serve as an Officer.

Winding-up

39. (1) The Directors may, by approval of 75% of the Directors at a meeting called to consider the matter, approve a resolution to wind up the Trust.

(2) A resolution of the Board approved under subsection (1) must be approved by 60% of the total Membership.

(3) A resolution to wind up of the Trust approved under subsections (1) and (2) must be approved by the Lieutenant Governor in Council.

(4) No portion of the property of the Trust shall be distributed among the Directors or Members of the Trust.

(5) No winding up of the Trust shall occur until the expiration of a one-year period of *bona fide* public consultation and agreement is reached between the Directors and the Lieutenant Governor in Council on a suitable method for the perpetual preservation of the Trust's land as a green space.

(6) Upon the dissolution of the Trust and after payment of all debts and liabilities, its remaining property will be distributed or disposed of to charities registered under the *Income Tax Act* (Canada).

(7) 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 former Trust's lands as a perpetual green space, the matter shall be determined by a judge of the Supreme Court of Prince Edward Island.

SCHEDULE A

Objects and Purposes of the Upton Farm Trust Inc.

1. To preserve, maintain, and protect any and all lands acquired, owned or possessed by the Trust, within the Province of Prince Edward Island, for the benefit of the public by conserving, maintaining and reintroducing the native flora and fauna of Prince Edward Island on a long term basis.
2. To undertake activities that are ancillary and incidental to the attainment of the above purposes.