

SIERRA CLUB CANADA FOUNDATION

BY-LAW NUMBER 6

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BY-LAW NUMBER 6

A by-law relating generally to the conduct of the affairs of

SIERRA CLUB CANADA FOUNDATION

BE IT ENACTED as a by-law of the Corporation as follows:

Section 1. General

1.1 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- (a) "*Act*" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) "articles" means any instrument that incorporates a corporation or modifies its incorporating instrument, including articles of incorporation, restated articles of incorporation, articles of amendment, articles of amalgamation, articles of arrangement, articles of continuance, articles of dissolution, articles of reorganization, articles of revival, letters patent, supplementary letters patent or a special Act;
- (c) "Board" means the board of directors of the Corporation, collectively;
- (d) "By-laws" means this by-law (including all schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect;
- (e) "Chair" means the chair of the Board;
- (f) "Corporation" means Sierra Club Canada Foundation;
- (g) "Director" means an individual occupying a director's position within the Corporation, whether the title "director" or another is used by the Corporation to refer to such individual's position;
- (h) "Member" means a member of the Corporation;
- (i) "Members" means the collective membership of the Corporation; and
- (j) "Officer" means an officer of the Corporation.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the *Act* shall have the meanings given to such terms in the *Act*. Words

importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of this by-law shall not affect the validity or enforceability of the remaining provisions of this by-law. If any of the provisions contained in the By-laws are inconsistent with those contained in the articles or the *Act*, the provisions contained in the articles or the *Act*, as the case may be, shall prevail.

1.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.

1.6 Rules of Procedure

Any question of procedure at or for any meeting of the Members, of the Board, or of any committee of the Board, which is not resolved by reference to the By-laws, the *Act*, and, if any, such rules of procedure as are approved by the Board from time to time, shall be determined by the chair of the meeting.

1.7 Relationship to Sierra Club (U.S.)

- (a) The Corporation recognizes and acknowledges that it is a licensee of the Sierra Club (U.S.), a nonprofit public benefit corporation incorporated in the State of California, in the United States of America, and operates with the objective of carrying out the purposes of the Corporation.
- (b) The purposes of the Sierra Club (U.S.) are as stated in the articles of incorporation and by-laws of the Sierra Club (U.S.).

Section 2. Directors

2.1 Mandate, Qualifications, Composition of the Board, Election and Term

(a) Mandate

The Board shall manage or supervise the management of the activities and affairs of the corporation.

(b) Qualifications

- (i) Only Members of the Corporation may be a Director.
- (ii) Where a Director shall represent a particular class of Members upon election solely by Members of such class, any Director so elected must be a Member of that class, provided that any Class G Member (also known as a Youth Member) may stand for election as a Director representing either the Class G Members, or the Members of the class corresponding to the place of permanent residence of such Youth Member.
- (iii) No Director may remain on the Board for more than three (3) consecutive two-year terms.
- (iv) An individual who is elected or appointed a Director is not a Director, and is deemed not to have been elected or appointed to a Director, unless the individual consents in writing to being a Director before or within 10 days after the election or appointment, or consents in writing after such time period, provided this qualification shall not apply to a Director who is re-elected or reappointed where there is no break in such incumbent Director's term of office.
- (v) The following persons are disqualified from being a Director:
 1. A person who is not an individual.
 2. A person who is under 18 years old.
 3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
 4. A person who has been found to be incapable by any court in Canada or elsewhere.
 5. A person who has the status of bankrupt.
 6. An ineligible individual, as defined by the *Income Tax Act (Canada)*.
 7. An employee of the Corporation or any of its affiliates.

(c) Composition of the Board

- (i) The Class A Members, also known as British Columbia and Yukon Members, shall elect one (1) Member of their class to represent such class as Director (the "**Class A Director**").

- (ii) The Class B Members, also known as Prairie Members, shall elect one (1) Member of their class to represent such class as Director (the “**Class B Director**”).
- (iii) The Class C Members, also known as Ontario Members, shall elect one (1) Member of their class to represent such class as Director (the “**Class C Director**”).
- (iv) The Class D Members, also known as Quebec Members, shall elect one (1) Member of their class to represent such class as Director (the “**Class D Director**”).
- (v) The Class E Members, also known as Atlantic Canada Members, shall elect one (1) Member of their class to represent such class as Director (the “**Class E Director**”).
- (vi) The Class G Members, also known as Youth Members, shall elect one (1) Member of their class to represent such class as Director (the “**Class G Director**”).
- (vii) The Members of Classes A through G, inclusive, shall elect six (6) Directors (each a “**Director-at-Large**”).
- (viii) The Directors may appoint one or more additional Directors for a term expiring not later than the close of the next annual meeting of the Members, but the total number of Directors so appointed may not exceed one-third of the number of Directors elected at the previous annual meeting of the Members.

(d) Election and Term

The Directors shall be elected and retire in rotation. The Members, at each annual meeting, shall elect that number of Directors required to replace those Directors whose terms have expired or shall immediately expire upon the election of their replacement, as the case may be. The term of service of each Director (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the second annual meeting following their election, provided (i) that if at such meeting no successor is elected or appointed, the Director’s terms shall extend to that day when their successor is elected or appointed; and (ii) the Board may prior to the election of any Director vary the length of such Director-elect’s term for the purpose of establishing or maintaining a rotation among the terms of the Directors.

2.2 Vacancies

The position of Director shall be vacated immediately:

- (a) if the Director resigns by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- (b) if the Director dies or becomes bankrupt;
- (c) if the Director is found to be incapable by a court or incapable of managing property under Ontario law;
- (d) if the Director ceases to satisfy all qualifications for a Director, including without limitation, those qualifications set out at section 2.1 (b), above; or
- (e) if, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term, provided that a Director elected by a class of Members that has an exclusive right to elect such Director may only be removed by an ordinary resolution of Members of that class.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds such position for the remainder of the unexpired term of the Director's predecessor:

- (a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution, subject to all provisions in the By-laws relating to the election of a Director to represent a particular Class;
- (b) if a Directors resigns or dies before the end of the Director's term, a quorum of Directors may, by appointment of a Director qualified to fill such seat, fill the vacancy for the remainder of the former Director's unexpired term;
- (c) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the articles, the Directors shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors, the meeting may be called by any Member; and
- (d) except as provided for in the foregoing clauses, a quorum of Directors may fill a vacancy among the Directors.

2.4 Committees

Committees may be established by the Board as follows:

- (a) The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors except those powers set out in the *Act* that are not permitted to be delegated; and

- (b) Subject to the limitations on delegation set out in the *Act*, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities.

The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director, subject to the following:

- (a) Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;
- (b) Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:
- (i) considered reasonable by the Board;
 - (ii) approved by the Board for payment by resolution passed before such payment is made; and
 - (iii) in compliance with all conflict of interest provisions of the *Act*; and
- (c) Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity of the Corporation so long as it is a charitable corporation, unless the provisions of the *Act* and the law applicable to charitable corporations are complied with, including Ontario Regulation 4/01 made under the *Charities Accounting Act*.

Section 3. Board Meetings

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any two Directors at any time and any place on notice as required by this by-law.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such regular meetings to each Director, and no other notice shall be required for any such meeting.

3.3 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this by-law to every Director not less than two(2) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present,

each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.4 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.5 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes cast. In case of an equality of votes, the Chair shall have a second or casting vote.

3.6 Participation by Telephonic or Electronic Means

If all Directors consent, generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by such means or device is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

3.7 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

3.8 Quorum

A majority of the Directors then comprising the Board shall form a quorum for the transaction of business at any meeting of the Board.

Section 4. Financial

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

4.2 Financial Year

The financial year of the Corporation ends on the 31st day of December in each year or on such other date as the Board may from time to time by resolution determine.

Section 5. Auditor**5.1 Annual Appointment**

- (a) Subject to the *Act*, the Members, at each annual meeting, shall appoint an auditor or a person to conduct a review engagement of the Corporation, who shall hold such position until the close of the next annual meeting, or the Members pass an extraordinary resolution to dispense with both an audit and review engagement, as applicable.
- (b) If an appointment is not made and the Members do not pass an extraordinary resolution to have a review engagement or dispense with an audit, then the incumbent auditor continues in such position until a successor is appointed.

5.2 Removal of Auditor

- (a) The Members may by ordinary resolution at a special meeting of Members, remove any auditor or a person appointed to conduct a review engagement before the expiration of their term in accordance with the *Act*, and may elect a replacement to fill such vacancy. Where the Members do not fill the vacancy, the Directors may do so in accordance with section 5.3.
- (b) The Corporation shall give the auditor at least two days to prepare a statement giving reasons opposing the auditor's removal. The auditor shall provide any such statement to the Board. Any such statement provided by the auditor shall be included in the notice of the special meeting of Members called to remove the auditor.

5.3 Vacancy in the Position of Auditor

Subject to the articles, the Board shall fill any vacancy in the position of auditor or a person appointed to conduct a review engagement.

5.4 Remuneration of Auditor

The remuneration of an auditor may be fixed by the Members by ordinary resolution, or if the Members do not do so, then the remuneration shall be fixed by the Directors.

Section 6. Borrowing by the Corporation**6.1 General Borrowing Authority**

The Directors may, without authorization of the Members:

- (a) borrow money on the credit of the Corporation;
- (b) issue, reissue, sell, pledge or hypothecate debt obligations of the Corporation;
- (c) give a guarantee on behalf of the Corporation to secure performance of an obligation of any person; and

- (d) mortgage, hypothecate, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

The Directors may delegate these powers to a Director, committee of Directors, or Officer.

Section 7. Officers

7.1 Officers

The Board shall appoint from among the Directors a Chair. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed,
- (b) the Officer's resignation, or
- (c) such Officer's death.

7.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

7.4 Duties of the Chair

The Chair shall perform the duties described in sections 3.4 and 11.6, and such other duties as may be required by law or as the Board may determine from time to time.

Section 8. Protection of Directors and Others

8.1 Protection of Directors and Officers

- (a) No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or

misfortune whatever which may happen in the execution of the duties of their respective position or trust provided that they have:

- (i) complied with the *Act* and the Corporation's articles and By-laws; and
 - (ii) exercised their powers and discharged their duties in accordance with the *Act*.
- (b) Subject to the *Act*, the Corporation shall indemnify a Director or Officer, or a former Director or Officer, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of their association with the Corporation.
- (c) Subject to the *Act*, the Corporation may purchase insurance for the benefit of those indemnified by this section 8.

Section 9. Conflict of Interest

9.1 Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the *Act*. Except as provided by the *Act*, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

9.2 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the *Act* and the law applicable to charitable corporations are complied with.

Section 10. Members

10.1 Members

- (a) Membership in each class described in the By-laws shall be available to individuals and organizations (non-profit organizations, associations, and institutions (incorporated or unincorporated)) interested in furthering the Corporation's purposes and who have applied for and been accepted into Membership in such manner as may be determined by the Board from time to time.

(b) Classes of Membership¹

There shall be eight (8) classes of Members:

- (i) **Class A Members**, also known as **British Columbia and Yukon Members**, consisting of Members ordinarily resident in British Columbia the Yukon. Subject to the *Act* and the By-laws, Class A Members shall be entitled to receive notice of, attend and vote at all meetings of the Members, and each Class A Member shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Only Class A Members have the right to nominate candidates for and vote in elections for Directors standing for election for their class.
- (ii) **Class B Members**, also known as **Prairie Members**, consisting of Members ordinarily resident in Alberta, Saskatchewan, Manitoba, the Northwest Territories, and Nunavut. Subject to the *Act* and the By-laws, Class B Members shall be entitled to receive notice of, attend and vote at all meetings of the Members, and each Class B Member shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Only Class B Members have the right to nominate candidates for and vote in elections for Directors standing for election for their class.
- (iii) **Class C Members**, also known as **Ontario Members**, consisting of Members ordinarily resident in Ontario. Subject to the *Act* and the By-laws, Class C Members shall be entitled to receive notice of, attend and vote at all meetings of the Members, and each Class C Member shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Only Class C Members have the right to nominate candidates for and vote in elections for Directors standing for election for their class.

¹ Whereas the Corporation adopted By-law No. 5 effective 01 May 2017; and, whereas section 3.2 of the said By-law No. 5 provides for two or more classes of Members; and, whereas the Corporation was at the time of adopting the said By-law No. 5 subject to and governed by Ontario's *Corporations Act*; and, whereas s. 120 of Ontario's *Corporations Act* allowed the by-laws of a corporation to "provide for more than one class of membership"; and, whereas the classes of Members validly established by the said By-law No. 5 persisted unaltered up and to 19 October 2021, the day Ontario's *Not-for-Profit Corporations Act, 2010* ("ONCA") was proclaimed into force; and, whereas s. 207 of ONCA allows for a "provision providing for two or more classes or groups of members", "contained in a corporation's by-laws ... that were valid immediately before the day this section comes into force and that are not, on or after the day this section comes into force, removed and added to its articles to bring them into conformity with this Act, continue to be valid and in effect until the day articles of amendment are endorsed, whether before, on or after the third anniversary of the day this section comes into force, to add the provision to the articles with any amendments necessary to bring it into conformity with this Act"; and, whereas the Corporation has not so amended its articles; therefore, the provisions of the said By-Law No. 5 are reproduced in this by-law and shall continue to be valid and in effect until the Corporation's articles are amended in the manner described by the said s. 207.

- (iv) **Class D Members**, also known as **Quebec Members**, consisting of members ordinarily resident in Quebec. Subject to the *Act* and the By-laws, Class D Members shall be entitled to receive notice of, attend and vote at all meetings of the Members, and each Class D Member shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Only Class D Members have the right to nominate candidates for and vote in elections for Directors standing for election for their class.
- (v) **Class E Members**, also known as **Atlantic Canada Members**, consisting of members ordinarily resident in New Brunswick, Nova Scotia, Prince Edward Island, or Newfoundland and Labrador. Subject to the *Act* and the By-laws, Class E Members shall be entitled to receive notice of, attend and vote at all meetings of the Members, and each Class E Member shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Only Class E Members have the right to nominate candidates for and vote in elections for Directors standing for election for their class.
- (vi) **Class F Members**, also known as **Members-at-Large**, consisting of Members ordinarily resident outside of Canada. Subject to the *Act* and the By-laws, Class F Members shall be entitled to receive notice of, attend and vote at all meetings of the Members, and each Class F Member shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Class F Members may only vote for Directors-at-Large.
- (vii) **Class G Members**, also known as **Youth Members**, or, **Sierra Youth**, consisting of those Members who reside anywhere in Canada and who are not yet 30 years of age. Subject to the *Act* and the By-laws, Class G Members shall be entitled to receive notice of, attend at all meetings of the Members, and shall have one vote on each matter that is the subject of a vote of the Members, whether at a meeting of Members, by mail-in ballot, or otherwise. Only Class G Members have the right to nominate candidates for and vote in elections for Directors standing for election for their class.

Subject to the *Act*, the articles, and the By-laws, Sierra Youth may undertake such activities as are consistent with the purposes of the Corporation and are not prohibited by the Board. Sierra Youth shall act on questions of public policy only in pursuance of policies of the Board or in a manner consistent with them.

The Board may appoint a committee of Sierra Youth to coordinate the aforesaid activities of the Sierra Youth, and such committee shall

at all times act in accordance with the *Act*, the articles, and the By-laws. Neither a committee of Sierra Youth, nor Sierra Youth, may borrow money or own real estate.

No dues shall be assessed or collected by Sierra Youth or any committee thereof. However, consistent with the policies of the Board, and subject to the *Act*, the articles, and the By-laws, Sierra Youth may conduct fundraising and other activities that require Members, as well as others, to pay a fee in order to participate, provided that nothing in this section shall prevent the Board from allotting additional funds to Sierra Youth for specific purposes.

- (viii) **Class H Members**, also known as **Organizational Members**. Subject to the Act and the By-laws, Class H Members shall be entitled to receive notice of, attend at all meetings of the members of the Corporation, but shall have no vote.

10.2 Membership

A membership in the Corporation is not transferable and automatically terminates if the Member resigns in writing or such membership is otherwise terminated in accordance with the *Act*, provided that:

- (a) A Member of Classes A through F, inclusive, when an individual Member assigned to a class of Membership on the basis of residence within one of the geographical regions described by section 10.1, above, shall, immediately upon notifying the Corporation of having permanently relocated to a place outside the region corresponding that Member's class, be automatically transferred to that class of Membership most accurately corresponding to such Member's new place of permanent residence;
- (b) Notwithstanding section 10.2(a), a Member who is at the time of delivering notice to the Corporation of relocation to a new place of permanent residence also a Director shall not be transferred to a new class of Membership until the expiry of such Member's current term as Director, at which time an immediate transfer will occur in accordance with section 10.2(a);
- (c) A Class G Member who attains the age of 30, or, whose application to transfer out of Class G is approved by the Board, shall be automatically transferred to the class of Membership that most accurately correlates to such Member's place of permanent residence, and no such Member shall hereby transfer from Class G to Class H;
- (d) Upon receipt of an application from a Member of Classes A through F, inclusive, the Board may, in an exercise of its absolute discretion, approve transferring such Member's Membership to another class of Membership, provided that (i) no Member who has then attained the age of 30 years shall

be hereby permitted to transfer to Class G; and, (ii) no Member of Classes A through F may hereby transfer to Class H.

10.3 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership (i) for violating any provision of the articles or By-laws; (ii) for acting in a manner as the Board determines to be detrimental to the Corporation; or (iii) for any other reason the Board considers reasonable having regard to the purpose of the Corporation.
- (b) The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

10.4 Membership Dues

The Directors may require Members to make an annual contribution or pay annual dues and may determine the manner in which the contribution is to be made or the dues are to be paid.

Section 11. Members' Meetings

11.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board, at such place outside Ontario as permitted by the articles,² or at such other place outside Ontario as consented to by all Members entitled to vote at such meeting. Any Member, upon request, shall be provided, not less than five business days, or such other number of days as may be prescribed in the regulations, before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the *Act*, the By-laws or the articles.

The business transacted at the annual meeting shall include:

- (a) receipt of the agenda;
- (b) receipt of the minutes of the previous annual and subsequent special meetings;
- (c) consideration of the financial statements;

² Pursuant to Supplementary Letters Patent issued 03 Jun3 2016, the Corporation be and is authorized to hold meetings in the following cities: Charlottetown, Prince Edward Island; Calgary Alberta; Edmonton, Alberta; Iqaluit, Nunavut; Gatineau, Quebec; Halifax, Nova Scotia; Montreal, Quebec; Regina, Saskatchewan; Saskatoon, Saskatchewan; St. John, New Brunswick; St. John's, Newfoundland; Vancouver, British Columbia; Victoria, British Columbia; Whitehorse, Yukon; Winnipeg, Manitoba; and, Yellowknife, North West Territories.

- (d) report of the auditor or person who has been appointed to conduct a review engagement, if any;
- (e) reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, else an extraordinary resolution dispensing with same;
- (f) election of Directors; and
- (g) such other or special business as may be set out in the notice of meeting.

No other item of business shall be on the agenda for the annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the *Act*, so that such special business can be included in the notice of annual meeting.

11.2 Special Meetings

The Chair or the Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the *Act* provides otherwise.

11.3 Meetings by Electronic Conference

- (a) A Member may participate in a meeting of Members by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.
- (b) The Directors or, as the case may be, the Members, may call a meeting of the Members and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

11.4 Notice

Subject to the *Act*, not less than 10 and not more than 50 days' written notice of any annual or special Members' meeting shall be given in the manner specified in the *Act* to each Member, each Director and to the auditor or person appointed to conduct a review engagement, if any. Every notice shall inform the Member of the right to vote by proxy, and the Corporation shall make best efforts to include in such notice a link to the form of proxy posted to the Corporation's website. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

11.5 Quorum

A quorum for the transaction of business at a Members' meeting is the lesser of fifty (50) Members and one half of one percent (0.5%) of the Members entitled to vote at the meeting. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

11.6 Chair of the Meeting

The Chair shall be the chair of the Members' meeting. In the Chair's absence, the Members present shall choose another Director as chair of the meeting, and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

11.7 Voting of Members

Business arising at any Members' meeting shall be decided by ordinary resolution unless otherwise required by the *Act* or the By-laws, provided that:

- (a) each Member, except for Class H Members, shall be entitled to one vote on each question raised at any meeting of the Members;
- (b) votes shall be taken by a show of hands among all Members present unless otherwise required by the By-Laws or the *Act*, or unless a ballot is required by the chair of the meeting or requested by any Member, and the chair of the meeting, if a Member, shall have a vote;
- (c) an abstention shall not be considered a vote cast;
- (d) before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- (e) if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If a vote by written ballot results in a tie, the motion is lost; and
- (f) whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

11.8 Proxies

- (a) Every Member entitled to vote at meetings of Members may, by means of a proxy, appoint a person to attend a meeting on the Member's behalf to act in the manner set out in the proxy, to the extent and with the power conferred by the proxy and the regulations under the *Act*. A proxy shall be in writing. The proxy holder need not be a Member.
- (b) A proxy shall be executed by:

- (i) the Member entitled to vote;
 - (ii) the attorney of the Member entitled to vote authorized in writing under a valid power of attorney; or
 - (iii) if the Member is a body corporate, by an Officer or attorney of the body corporate duly authorized, or by the authorized representative of such Member.
- (c) A proxy is valid only at the meeting for which it is given or at the continuation of that meeting after an adjournment.
- (d) Subject to the *Act*, a proxy may be in such form as the Board prescribes or in such other form as the chair of the meeting may accept as sufficient.
- (e) A proxy shall be deposited with the Secretary of the meeting before any vote is called under its authority, or at such earlier time and in such manner as the Board may prescribe, provided that any proxy deposited by a Member that is a corporation and which has been executed by other than the authorized representative of such Member shall be accepted and counted over a proxy form signed by the authorized representative. The Board may set a deadline to deposit proxies, such deadline shall not exceed 48 hours, excluding Saturdays, Sundays, and holidays before the meeting, and any period of time so fixed shall be specified in the notice calling the meeting.
- (f) Subject to the Act, and as amended from time to time by the Board, a proxy shall be in the following form:

*I, a voting Member of Sierra Club Canada Foundation appoint (name), or failing such person (insert another name) as my proxy, to attend and act on my behalf **at the meeting of the Members to be held on (date) at (place)** and at any postponement or adjournment thereof, in the same manner and to the same extent and with the same powers as if I was present at the meeting, including without limitation voting for or against each matter, or group of related matters, identified in the notice of meeting, each vote to be cast in accordance with my instructions, specifically:*

[tick one box below, and if no box is ticked, this proxy will be understood to create no restrictions upon the proxyholder]

- without restriction,*
- other than the appointment and remuneration of an auditor or person to conduct a review engagement of the corporation, and the election of a director,*
- subject to the following conditions:*

and I acknowledge that I may appoint a proxyholder, other than the person(s) designated above, to attend and act on the member's behalf at the meeting, but submitting a fresh form of proxy up until 48 hours before the start of the meeting in question.

(signature and date)

11.9 Mail Ballots

A Member entitled to vote at a meeting of Members may vote by mail-in ballot if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Subject to the foregoing, the conduct of voting by mail-in ballot will be in accordance with the policies and procedures determined from time to time by the Board.

11.10 Electronic Ballots

A Member entitled to vote at a meeting of Members may vote by telephonic or electronic means if the Corporation has a system that:

- (a) enables the votes to be gathered in a manner that permits their subsequent verification, and
- (b) permits the tallied votes to be presented to the Corporation without it being possible for the Corporation to identify how each Member voted.

Subject to the foregoing, the conduct of voting by telephonic or electronic means will be in accordance with the policies and procedures determined from time to time by the Board.

11.11 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

11.12 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, proxyholders, if any, and others who are entitled or required under any provision of the *Act*, the articles, or the By-laws to be present at the meeting. Any other person may be admitted only if invited by the chair of the meeting or with the majority consent of the Members present at the meeting.

Section 12. Notices

12.1 Service

Any notice required to be sent to any Member, Director, or to an auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or telephonic or electronic means:

- (a) to such Member at the Member's latest address as shown in the records of the Corporation;
- (b) to such Director at the latest address as shown in the records of the Corporation or in the most recent notice or return filed under the *Corporations Information Act*, whichever is the more current; and
- (c) to such auditor or person who has been appointed to conduct a review engagement at such person's business address;

provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

12.2 When Notice Considered Given

When notice is given under the By-Laws by the following means, that notice is deemed to have been given at the following time:

- (a) if given by telephone, notice is deemed given at the time of the telephone call;
- (b) if given in writing by prepaid letter post to the last address shown on the Corporation's records, notice is deemed given on the third day after mailing;
- (c) if given in writing by courier or personal delivery, notice is deemed given when delivered;
- (d) if given by e-mail, notice is deemed given when sent; and
- (e) if provided by other electronic means, notice is deemed given when transmitted.

12.3 Declaration of Notice

At any meeting, the declaration of the Secretary or chair of the meeting that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. No formal notice of a meeting is necessary if all those entitled to notice are present or if those absent have signified their consent to the meeting being held without notice and in their absence.

12.4 Computation of Time

In computing the date when notice must be given under any provision in the By-Laws requiring a specified number of days' notice of any meeting or other event, a period of days is deemed to commence on the day following the event that triggered the period and is deemed to terminate at midnight of the last day of the period,

except that if the last day of the period falls on a holiday, the period terminates at midnight of the next day that is not a holiday.

12.5 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board, or, auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

Any Director, Member, or, auditor or person conducting a review engagement, may at any time waive notice of, and ratify and approve, any proceeding taken at any meeting.

12.6 Waiver

Where a notice or document is required to be sent pursuant to the By-Laws or the *Act*, the person entitled to receive the notice or document may consent in writing to waive either the sending of the notice or document or the time within which the notice or document must be sent.

Section 13. Adoption and Amendment of By-laws

13.1 Amendments to By-laws

- (a) Subject to the *Act* or the articles, as applicable, the Board may from time to time in accordance with the *Act* make, amend or repeal and replace any By-laws. Any such by-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by ordinary resolution of the Members.
- (b) If a By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The said by-law, amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Section 14. Repeal of Prior By-laws

14.1 Repeal

Subject to the provisions of section 14.2 of this by-law, all prior by-laws, resolutions and other enactments of the Corporation inconsistent in either form or content with the provisions of this by-law are repealed.

14.2 Prior Acts

The repeal of prior by-laws, resolutions and other enactments shall not impair in any way the validity of any act or thing done pursuant to any such repealed by-laws, resolution or other enactment.

ENACTED by the Directors as a By-Law of **SIERRA CLUB CANADA FOUNDATION** this 27 day of May, 2024.


Juliet Rennick (May 29, 2024 11:02 EDT)

Director


Ole Hendrickson (May 31, 2024 16:44 EDT)

Director

CONFIRMED by the Members of **SIERRA CLUB CANADA FOUNDATION** in accordance with the *Not-for-Profit Corporations Act, 2010* on the _____ day of _____, 20__.

a.s.o.
Name:
Title:

a.s.o.
Name:
Title: