

**Couchiching Conservancy**  
**Special Meeting of the Membership to consider new articles and by-law**  
**April 7, 2014 – Swanmore Hall, Leacock Museum, Orillia**

- 1. Call to order** - David Homer welcomed 22 members, exceeding the quorum of 20, and explained the purpose of the meeting. He presented Doug Christie and Margaret Pomeroy, members of the Conservancy's Policy Committee, who updated the articles and by-law to be in compliance with the Canada Not-For-Profit Corporations Act.
  
- 2. Explanation of process** – Margaret Pomeroy went over the background of why the articles of continuance and by-law needed to be up-dated, a review of which was also given to the membership at the AGM in January. Both documents have been posted on the Conservancy website since the AGM. The board of directors of the Conservancy approved the updated articles and by-law at its meeting on March 24, 2014 and now the members have to vote. Doug Christie added that the new legislation gives more guidance as to how to give notice of meetings, etc. and that the updated by-law reflects such changes.

Questions were received from the floor. The following was clarified:

- The articles of continuance state that the board may be comprised of a minimum of 3 and a maximum of 12 directors. The by-law has fixed the number at 9. Any changes to that number, requires a change of the by-law, not of the articles
- The board is appointed by the members and in turn appoints the officers, all except the President who is appointed by the members
- There is only one class of membership. Every member has the right to vote and has to be an individual. Corporations are classified as supporters
- The by-law does not state that the minutes of the board meetings are available or are not available to the membership. This is something to be taken into consideration in the interest of transparency or any possible future challenges. David Homer will bring the matter before the board at a later date.

**3. Motion to approve Articles of Continuance**

MOTION: The membership of The Couchiching Conservancy approves the Articles of Continuance as presented and authorizes the President to sign the Articles of Continuance (Form 4031) and the Initial Registered Office Address and First Board of Directors (Form 4002) and submit them to Corporations Canada.

Moved by Doug Christie, seconded by Adam Thomson. Carried unanimously.

**4. Motion to approve By-law 1**

MOTION: The membership of The Couchiching Conservancy confirms By-law No. 1 as passed by the Board of Directors, March 24, 2014, pursuant to the Canada Not-For-Profit Corporations Act.

Moved by Ken Thomson, seconded by Jane Ball. Carried unanimously.

David Homer thanked Doug Christie, Margaret Pomeroy and Mark Bisset for their work.