

BY-LAW NUMBER 1

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

THE LAND BETWEEN

INTERPRETATION

1. In the By-laws of The Land Between,
 - a. **Act** means the *Canada Corporations Act*, R.S.C. 1970, chapter C-32, and regulations made under the *Act*, as the same may be amended or substituted from time to time;
 - b. **By-laws** includes By-law Number 1 and such other by-laws, duly passed in accordance with the By-laws and the requirements of the *Act*, of The Land Between;
 - c. **Circle** means the membership, from time to time, of The Land Between;
 - d. **Councillor** means an individual who is a member of the General Council
 - e. **General Council** means the assembly constituted by Section 21 under this By-law Number 1 for the purpose of exercising governance, stewardship and oversight of The Land Between in accordance with the by-laws of The Land Between;
 - f. **Member** means a individual who is a member of the Circle and **Members** means more than one Member; and
 - g. **officer** means Chairperson, Secretary, Treasurer of The Land Between, as well as any other person designated an officer of The Land Between in accordance with the By-laws.

THE CIRCLE

2. The Circle shall from time to time and at any time be composed of those individuals interested in furthering the objects of The Land Between and who have been admitted to the Circle in accordance with the policies established by the General Council that are in effect at any time and from time to time.
3. Despite section 2 of this By-law, upon the incorporation of The Land Between, the applicants for incorporation become Members.
4. There shall be no fees payable to be admitted as a member of the Circle unless the General Council decides that such fees are required. The General Council may exempt any member of the Circle from the requirement to pay fees.

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5. A Member who wants to resign his or her membership in the Circle may do so in writing, including by electronic mail, to the Secretary or the Chairperson. The resignation takes effect either on the date on which the Secretary or the Chairperson receives it or on the date that the Member specifies in the notice of resignation. A resignation from the Circle automatically constitutes a resignation from the General Council.
6. Any Member's membership in the Circle may be terminated by a decision of the General Council, in its discretion, provided that the Member is given reasonable notice of the proposed termination and the grounds for the proposed termination, and the opportunity to attend and make representations to a meeting of the General Council personally or by agent prior to such decision being made. The decision of the General Council is final.
7. The annual or any other general meeting of the Circle shall be held in the city where the head office of The Land Between is situated or at any place in Canada as the General Council may determine and on such day as the General Council shall appoint. The Members may decide that a particular meeting of Circle be held outside of Canada.
8. At every annual meeting of the Circle, in addition to any other business that may be transacted, the financial statements and the report of the auditors shall be presented and auditors appointed for the ensuing year.
9. The General Council shall have power to call, at any time, a general meeting of the Circle. The General Council shall call a special general meeting of the Circle for a purpose not inconsistent with the *Act*, on written requisition of at least 5% of the Members.
10. Seven Members present in person will constitute a quorum for a meeting of the Circle.
11. Twenty days written notice shall be sent by either regular mail or facsimile transmission or electronic mail transmission to each Member of any annual or special general meeting of the Circle.
12. Notice of a meeting of the Circle shall contain sufficient information to permit the Members to form a reasoned judgment on the decisions to be taken. A meeting of the Circle can deal only with business that has been specified in the notice.
13. Subject to section 14 of this By-law and except for matters where the By-laws specifically provide that they shall be the subject of a vote, decisions of a meeting of the Circle shall be adopted by consensus, which is defined as general acceptance by all Members present at the meeting and eligible to vote.
14. If a meeting of the Circle cannot reach a consensus on a proposed resolution, then a Member may make a special motion requiring that the proposed resolution be put to a vote. Such motion, which must have a seconder, may not be debated and the motion itself will be voted on and will pass with a majority of votes cast in favour of the motion. If the motion to put a proposed resolution to a vote is adopted, then the proposed resolution will be voted on by the Members, and in order for the proposed resolution to be adopted it must receive in its favour at least two-thirds of the votes cast

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15. Each Member who is present at a meeting of the Circle and who is otherwise entitled to vote shall have the right to exercise one vote.
16. Where a question is put to a vote at a meeting of the Circle in accordance with the procedure set out in section 14, a majority of the votes cast by the Members shall determine the questions in meeting except where the vote or consent of a greater number of Members is required by the *Act* or the By-laws.
17. Unless a ballot is requested by a Member, voting on, or the indication of agreement or disagreement about, any matter before a meeting of the Circle may be by show of hands. A declaration by the chairperson of the meeting of the Circle that a decision has been made and/or a decision of the matter recorded in the minutes of the meeting is admissible in evidence as proof, on its face, of the decision without requiring proof of the number or proportion of the votes recorded in favour of or against such a decision. If voting on a matter is to be by ballot, then the balloting shall be carried out in the manner that the chairperson of the meeting decides.
18. No error or omission in giving notice of any annual or general or special meeting or any adjourned meeting, whether annual or general or special, of the Circle shall invalidate such meeting or make void any proceedings taken thereat, and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had at that meeting. For the purpose of sending notice to any Member, Councillor or Officer for any meeting or otherwise, the address of the Member, Councillor or Officer shall be his/her last address recorded on the books of The Land Between.
19. Any meeting of the Circle may be adjourned and reconvened at any time and such matters may be considered at such reconvened meeting as might have been considered at the original meeting which was adjourned.
20. Minutes of the meetings of the Circle shall be kept and made available to Members.

GENERAL COUNCIL

21. The General Council is hereby constituted for the purpose of exercising governance, stewardship and oversight of The Land Between.
22. The number of members of the General Council shall be equal to, and shall always be considered equal to, the number of individuals who make up the General Council [**Note – Should be “General Council” here since some members of the Circle may not volunteer to be Councillors**] from time to time, but in no event shall the General Council be fewer than three individuals.
23. Councillors must be individuals, at least 18 years of age, with power under law to contract and Members.
24. The General Council shall have the responsibility for the government, well-being and preservation of The Land Between, and for ensuring in all of its activities and affairs that such activities and affairs are conducted with a view to further the purposes of The Land

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- Between. Councillors shall act with an attitude of respect, honestly, with a commitment to diversity, equality and with good faith in the best interests of The Land Between.
25. The General Council shall see that all necessary books and records of The Land Between required by the By-laws or by any applicable statute or law are regularly and properly kept.
 26. The General Council may prescribe such rules and regulations relating to the affairs and operation of The Land Between as it considers expedient, provided that such rules and regulations are not inconsistent with the By-laws.
 27. The applicants for incorporation of The Land Between shall be the first Councillors. Their term of office shall continue until the first meeting of the Circle following incorporation at which time the General Council will be constituted.
 28. At the first meeting of the Circle following the incorporation of The Land Between, and at every annual general meeting of the Circle after the first meeting of the Circle, the General Council shall be constituted upon satisfaction of the following steps:
 - a. The Members present at the meeting of the Circle shall indicate their willingness to serve as Councillors until the next annual general meeting, either by a show of hands or in such other manner acceptable to the meeting; and
 - b. The names of the Members who indicated their willingness to serve as Councillors until the next annual general meeting will have been ratified as Councillors, the process for ratification being as follows: the names of the Members who indicated their willingness to serve as Councillors until the next annual general meeting shall be submitted to the meeting of the Circle for ratification by a show of hands of the Members of the Circle present at the meeting or in such other manner acceptable to the meeting, and ratification is achieved if a majority of the Members who show their hands (or indicate their support in whatever other manner that is chosen) in support of the names submitted for ratification.
 29. Each Councillor shall continue in office until the next annual general meeting or until he or she ceases to be a Councillor in accordance with section 30 of this By-law Number 1.
 30. An individual who is a Councillor shall automatically cease to be a Councillor:
 - a. if he/she shall resign his/her office by delivering a written (including by electronic mail) resignation to the Secretary of The Land Between;
 - b. if he/she shall resign from the Council or from the Circle by delivering a written resignation to the Secretary of The Land Between or cease for any other reason to be a Member;
 - c. if he/she is found by a court to be of unsound mind;
 - d. if he/she becomes bankrupt or suspends payment or compounds with his/her creditors;

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- e. if at a special general meeting of the Circle a resolution is passed by an affirmative vote of at least two-thirds (2/3) of votes cast by the Members that he/she be removed from office;
 - f. on death; or
 - g. if he/she is absent from three consecutive General Council meetings without leave of the General Council.
31. Although each Councillor's term expires at the annual general meeting that immediately next follows the annual general meeting at which he or she becomes a Councillor, a Councillor may put his or her name forward to be a Councillor again if he or she continues to satisfy the qualifications to be a Councillor under the *Act* and the by-laws of The Land Between.
32. The Councillors shall serve as such without remuneration and no Councillor shall directly or indirectly receive any profit from his/her position as such; provided that a Councillor may be paid reasonable expenses incurred by him in the performance of his/her duties. This shall not preclude a Councillor from serving The Land Between as an Officer or in any other capacity.
33. A retiring Councillor shall remain in office until the dissolution or adjournment of the meeting at which his/her retirement is accepted. This paragraph shall not be construed to preclude a Councillor from serving The Land Between in any other capacity.

GENERAL COUNCIL MEETINGS

34. Meetings of the General Council may be held at any time and place to be determined by the General Council, provided that written notice of such meeting shall be given to each Councillor, if personally or transmitted by facsimile or by electronic mail, then 48 hours before the meeting, and if by regular pre-paid mail, then 14 days prior to the meeting. There shall be at least one meeting per year of the General Council. No error or omission in giving notice of any meeting of the General Council or any adjourned meeting of the General Council shall invalidate such meeting or make void any proceedings taken thereat, and any Councillor may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each Councillor is authorized to exercise one vote.
35. Subject to section 36 of this By-law and except for matters where the By-laws specifically provide that they shall be the subject of a vote, decisions of a meeting of the General Council shall be adopted by consensus, which is defined as general acceptance by all Councillors present at the meeting.
36. If a meeting of the General Council cannot reach a consensus on a proposed resolution, then a Councillor may make a special motion requiring that the proposed resolution be put to a vote. Such motion, which must have a seconder, may not be debated and the motion itself will be voted on and will pass with a majority of votes cast in favour of the motion. If the motion to put a proposed resolution to a vote is adopted, then the proposed resolution will be voted on by the Members, and in order for the proposed resolution to be adopted it must receive in its favour at a majority the votes cast.

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37. A majority of the Councillors who are in office from time to time shall constitute a quorum for meetings of the General Council.
38. Any meeting of the General Council at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the By-laws of The Land Between. For greater certainty, none of the authorities, powers or discretions of The Land Between may be administered by the General Council except in a meeting of the General Council at which a quorum is present.
39. If a majority of the Councillors consent to it generally or in respect of a particular meeting, one or more Councillors may participate in a meeting of the General Council by means of such conference telephone or other communications facilities to which each Councillor has equal access to permit all persons participating in the meeting to hear and communicate with each other. A Councillor participating in such a meeting by such means is deemed to be present at the meeting; provided that, at the outset of each such meeting and whenever votes are required, the chairperson of the meeting shall call roll to establish quorum. If the chairperson of the meeting is not satisfied that the proceedings of the meeting may proceed with adequate security and confidentiality, then, unless a majority of the Councillors participating in such meeting otherwise require, the chairperson may adjourn the meeting to a pre-determined date, time and place. In such meetings, the secretary of the meeting shall record the results of all votes and communicate the results in a manner so that all persons participating in the meeting shall know the results.

POWERS OF THE GENERAL COUNCIL

40. The General Council may administer the affairs of The Land Between in all things and make or cause to be made for The Land Between, in its name, any kind of contract which The Land Between may lawfully enter into and, except if provided otherwise in this By-law, generally, may exercise all such other powers and do all such other acts and things as The Land Between is by its charter or otherwise authorized to exercise and do.
41. Without limiting the foregoing, the General Council may:
 - a. authorize expenditures on behalf of The Land Between from time to time and may delegate by resolution to an Officer or Officers of The Land Between the right to employ and pay salaries to employees;
 - b. enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of The Land Between in accordance with such terms as the General Council may prescribe; and
 - c. appoint such agents and engage such employees as it shall deem necessary from time to time, and such persons shall have such authority and shall perform such duties as shall be prescribed by the General Council at the time of their appointment.
42. The General Council is authorized, from time to time:

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- a. to borrow money upon the credit of The Land Between, from any bank, corporation, firm or person, upon such terms, covenants and conditions at such times, in such sums, to such an extent and in such manner as the General Council in its discretion may deem expedient;
 - b. to limit or increase the amount to be borrowed;
 - c. to issue or cause to be issued bonds, debentures or other securities of The Land Between and to pledge or sell the same for such sums, upon such terms, covenants and conditions and at such prices as may be deemed expedient by the General Council;
 - d. to secure any such bond, debentures or other securities, or any other present or future borrowing or liability of The Land Between, by mortgage, hypothec, charge or pledge of all or any currently owned or subsequently acquired real and personal, movable and immovable, property of The Land Between, and the undertaking and rights of The Land Between.
43. The General Council shall take such steps as it may deem requisite to enable The Land Between to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of The Land Between.
44. Remuneration for all Officers, agents and employees and committee members shall be fixed by the General Council by resolution.

INDEMNITIES TO COUNCILLORS AND OTHERS

45. Every Councillor and Officer of The Land Between or other person who has undertaken or is about to undertake any liability on behalf of The Land Between or any company controlled by it and their heirs, executors and administrators, 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 Land Between, from and against:
- a. all costs, charges and expenses which such Councillor, Officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him/her, in or about the execution of the duties of his/her office or in respect of any such liability; and
 - b. all other costs, charges and expenses which he/she sustains or incurs in or about or in relation to the affairs thereof, except the costs, charges or expenses as are occasioned by his/her own wilful neglect or default.

OFFICERS

46. The Officers of The Land Between shall be those persons who, from time to time occupy the offices of chairperson (the **Chairperson**), secretary (the **Secretary**) and treasurer (the **Treasurer**), together with such other offices as the General Council may by resolution

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- establish. Any two offices may be held by the same person. Except for the Chairperson of the General Council, Officers need not be Councillors, but all Officers must be Members.
47. Officers shall receive no remuneration for serving as such, but are entitled to reasonable expenses incurred in the exercise of their duty.
48. Officers of The Land Between shall be elected as follows:
- a. in the case of Chairperson:
 - i. at each meeting of the General Council, one Councillor shall be elected by a resolution adopted by a majority of the votes cast at the meeting to act as the chairperson of the meeting of the General Council that immediately next follows; and
 - ii. at each meeting of the Circle, one Member shall be elected by a resolution adopted by a majority of the votes cast at the meeting to act as the chairperson of the meeting of the Circle that immediately next follows; and
 - b. in the case of the Secretary and Treasurer, each such Officer shall be elected by a resolution of the General Council adopted by a majority of the votes cast at the first meeting of the General Council following an annual meeting of the Members.
49. The Chairperson shall hold office until the close of, in the case of the General Council, the meeting of the General Council for which he or she was elected to act as chairperson, and in case of a meeting the Circle, the meeting of the Circle for which he or she was elected to act as chairperson.
50. The Secretary and the Treasurer shall hold office for one year from the date of their respective elections or until their successors are elected in their stead. The Secretary and the Treasurer shall be subject to removal by resolution of the General Council at any time.
51. If the General Council establishes any other offices, in accordance with the By-laws, then such offices shall be filled for such periods of time as the General Council shall determine.

DUTIES OF OFFICERS

52. Unless another person is authorized by the relevant meeting, the Chairperson, when present, chairs the meeting for which he or she was elected to chair, and he/she shall also perform such other duties as may from time to time be directed by the General Council, and all of the duties of the Chairperson shall be subject to such limitations as the General Council may establish from time to time by resolution determine.
53. The Treasurer shall have the stewardship of the funds and securities of The Land Between and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of The Land Between in the books belonging to The Land Between and shall deposit all monies, securities and other valuable effects in the name and to the credit of The Land

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Between 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 General Council from time to time. He/she shall disburse the funds of The Land Between as may be directed by the General Council from time to time taking proper vouchers for such disbursements, and shall render to the General Council at the regular meeting of the General Council, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of The Land Between. He/she shall also perform such other duties as may from time to time be directed by the General Council, and all of the duties of the Treasurer shall be subject to such limitations as the General Council may establish from time to time by resolution determine.

54. The Secretary shall attend all meetings and act as clerk and record all votes and minutes of all proceedings in the books to be kept for that purpose. He/she shall give or cause to be given notice of all meetings of the Members and of the General Council, and will be the custodian of the seal. He/she shall perform such other duties as may from time to time be directed by the General Council, all of the duties of the Secretary shall be subject to such limitations as the General Council may establish from time to time by resolution determine.
55. The duties of all other Officers of The Land Between shall be such as the terms of their engagement call for or the General Council requires of them.

COMMITTEES

56. The General Council may appoint committees whose members will hold office at the will of the General Council, and the General Council may specify the duties of committees.
57. The committees may hold their meetings at the head office or such place or places the committee may from time to time determine.

AUDITORS

58. If the *Act* requires that an auditor be appointed for The Land Between, then at each annual meeting of the Circle the Members shall make the appointment of an auditor to audit the accounts of The Land Between for report to the Circle at the next annual meeting. The auditor shall hold office until the next annual meeting provided that the General Council may fill any casual vacancy in the office of auditor. The remuneration of the auditor shall be fixed by the General Council.
59. No person who is a Councillor, Officer or employee of The Land Between may be appointed the auditor of The Land Between without the consent of all of the Members of The Land Between. **[Note to draft – Must be Members, since the auditor is appointed by the Members]**

GENERAL

60. Unless otherwise ordered by the General Council, the financial year-end of The Land Between shall be the last day of July in each year.

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61. The By-laws of The Land Between not embodied in the letters patent may be repealed or amended by by-law enacted by a majority of the votes cast by the Councillors at a duly constituted a meeting of the General Council and sanctioned by an affirmative vote of at least two-thirds (2/3) of votes cast by the Members otherwise entitled to vote at a Members' meeting duly called for the purpose of considering the said by-law, provided that the repeal or amendment of such By-laws shall not be enforced or acted upon until the approval of the Minister of Industry has been obtained.
62. The seal, an impression of which is stamped in the margin, shall be the seal of The Land Between.
63. The head office of The Land Between shall be situated in the place or municipality and the province specified in the Letters Patent, at such address as the General Council may, by resolution, determine. Subject to the *Act*, The Land Between may, by a by-law, change the place or municipality and the province in which the registered office of The Land Between shall be situated. A copy of the by-law approved by 2/3 of the votes cast in favour of the by-law shall be filed with the Minister
64. Contracts, documents or any instruments in writing requiring the signature of The Land Between, shall be signed by any two Councillors and all contracts, documents and instruments in writing so signed shall be binding upon The Land Between without any further authorization or formality. The General Council shall have power from time to time by resolution to appoint aCouncillors or Councillors or any other person on behalf of The Land Between to sign specific contracts, documents and instruments in writing. The General Council may, by a resolution properly adopted by the General Council, give The Land Between's power of attorney to any registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of The Land Between.

DISSOLUTION

65. In the event of the dissolution or the winding-up of The Land Between all of its remaining assets, after payment of and /or the provision for the payment of its liabilities and the satisfaction of its obligations, shall be distributed to one or more organizations in Canada with objects similar to those of The Land Between and which organizations are registered as charities under the *Income Tax Act* (Canada)

OPERATIONS WITHOUT PECUNIARY GAIN

66. The Land Between is to carry on its operations without pecuniary gain to its Members and any profits or other accretions to The Land Between are to be used in promoting its objects.