

# Canadian Chestnut Council / Conseil Canadien du Châtaignier

## Constitution

### Article I – Name

The name of this association shall be the **Canadian Chestnut Council** in English or **Conseil Canadien du Châtaignier** in French.

### Article II – Effective Date

The period of duration of this Council shall be perpetual.

### Article III – Object

The Council is organized exclusively to promote charitable, educational and scientific goals and objectives relating to the preservation and restoration of the native sweet American Chestnut (*Castanea dentata*) and/or its derivatives, and to do all things as may be necessary and proper to carry out any of the foregoing purposes for which the Council is organized.

### Article IV – Organization

This Council shall have no capital stock and no corporate seal. No part of the net earnings of the Council shall inure to the benefit of or be distributable to its directors, officers or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article III hereof.

### Article V – Board of Directors

The affairs of the Council shall be managed by a Board of Directors consisting of not fewer than five (5) persons. Each Board of Directors shall ensure that its successor Board is elected at such time and in such manner and for such terms, and is of such composition as prescribed in the By-Laws.

### Article VI – Restrictions

Restrictions on the activities that the corporation may carry on, if any: None.

### Article VII – Membership

The classes, or regional or other groups, of members that the corporation is authorized to establish:

A) Class of Members

There shall be the following kinds of members:

1. **Regular Members.** Regular members shall be voting members.
2. **Honorary Members.** Honorary members shall have the same right as a Regular member. Honorary members shall not have to pay membership fees. Any person who has rendered eminent service to the Council and its purposes or to an equivalent organization with broad scientific interests shall be eligible as an Honorary Member. An Honorary Member

shall be recommended by any member of the Council in good standing and ratified by a simple majority of the Board.

3. To vote on Council matters a member must have paid membership fees for the current period (October 1st to September 30th) or be an honorary member.

B) Class of Advisors

There shall be the following kinds of advisors:

1. **Advisor** is an individual selected by a majority of the members of the Board to provide scientific and/or technical skills, knowledge, advice and facilities to the Board and/or its committees as needed. Advisors are encouraged to attend and to participate in all Board meetings. Advisors have no voting rights.
2. **Honorary Advisor** is any person who has rendered eminent service to the Council and its purposes or to an equivalent organization with broad scientific interests shall be eligible as an Honorary Advisor. Honorary Advisors shall be recommended by any member in good standing of the Council and ratified by a simple majority of the Board. Honorary Advisors shall not have the right to vote.

C) Resolution of matters shall be as prescribed in the By-Laws.

## Article VIII – Dissolution

Statement regarding the distribution of property remaining on liquidation:

Upon dissolution of the Council, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Council, dispose of all the assets of the Council exclusively for the purposes of the Council in such manner, or to such organization or organizations, organized and operated exclusively for charitable, education and scientific purposes as shall at that time qualify as a qualified donor organization or organizations under the Charities Division of Revenue Canada, Taxation, as the Board of Directors shall determine.

## Article IX – Special Provisions

Additional Provisions:

No part of the net earnings of the Council shall inure to the benefit of, or be distributable to its directors, officers or other private persons, except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and make payments and distributions in furtherance of the purposes of the Council. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement of reasonable expenses incurred by a Director or member, or the reasonable compensation to a Director or member when he/she renders administrative, professional or other bona fide services to the Council in a way other than as a Director or member of the Council.

## Article X – Amendments to the Constitution

The Articles and/or By-laws of the Council may be amended by a simple majority vote of the Board of Directors and a two thirds (2/3) majority vote on the resultant resolution by the membership at a general meeting. Due notice of proposed amendments must be given as prescribed in the By-laws.

## Article XI – Foreign Corporate Name

Foreign Corporate Name: None.

## Article XII – Borrowing

Borrowing power shall be as prescribed in the By-Laws.

### Signatures of Four (4) Currently Directing Officers

Ron Casier  
Ron Casier (Jan 29, 2025 13:32 GMT+1) Chair

[Signature]  
Vice Chair

G Douglas Fagan  
G Douglas Fagan (Jan 29, 2025 18:45 EST) Treasurer

Nathan Munn  
Nathan Munn (Jan 30, 2025 12:32 EST) Secretary

Revised and approved on the 22<sup>nd</sup> day of the 10<sup>th</sup> month in the year: 2024.

Ratified by the membership at the Annual General Meeting held on the 27<sup>th</sup> day of the 10<sup>th</sup> month in the year: 2024