

**Beaver Hills Biosphere Reserve Limited**  
**Articles of Association**  
**Summary**

The Articles of Association are the operating rules for Beaver Hills Biosphere Reserve Limited (BHBRL). Below are some notable provisions included in the Articles of Association.

**MEMBERS**

- **Membership (Part III)**
  - Membership is restricted to Municipalities with land in the geographic land area of the Beaver Hills Biosphere Region (section 4)
  - Original subscribing Municipalities are Members until they withdraw or are expelled, and the Members can admit new Members (section 5)
  - At the Annual General Meeting, Members establish the amount of the Membership Fee and the deadline for payment (section 6)
- **Roles and Responsibilities of Members (Part IV)**
  - Pay Membership Fee, attend Annual General Meeting and any General Meetings, and actively participate in and support BHBRL (section 12)
  - Appoint a Representative and Alternate(s), and deliver to BHBRL a certified copy of the Council resolution appointing those elected officials to those positions (sections 13 and 14)
  - Ensure Representative or Alternate is informed and has obtained any necessary Council direction prior to attending to BHBRL matters (section 17)
  - At the Annual General Meeting, among other things:
    - elect individuals to the Board (section 19(b))
    - appoint from the Directors, a Chair and Vice Chair of the Board (section 19(c)) for two year terms (section 35)
    - receive from the Chair BHBRL's business plan and major initiatives (section 19(f))
    - receive the annual reports of the Standing Committee Chairs (section 19(h))
    - approve the annual operating and capital budgets (section 19(j))
- **Member's Powers (Part V)**
  - Process for making inquiries to the Chair about BHBRL matters, and directing the Chair to call a General Meeting to discuss any matter of BHBRL business (section 20)
  - Reserve power to approve certain business by special resolution including amending the Memorandum and Articles of Association, asset management, financing debt, branding, financial assistance, establishing other entities, strategic plans (including mission and value statements), and conflict of interest and conduct policies for Directors and Officers (section 22)
- **Annual General Meetings and General Meetings (Part XIV)**
  - Open to the public unless all or part closed per FOIP (section 53)
  - Meeting procedures set out in Part XV (starting at section 59)
- **Selection Committee (Part XI)**
  - One appointee for each Member (does not have to be elected official) (section 42)
  - Selection Committee conducts recruitment for Directors for the Board, and gives advice and direction to the Members so that the Members can make the decision (section 42)

## **BOARD OF DIRECTORS**

- **Board of Directors (Part VI)**
  - Members select 5 to 9 Directors for varying and staggered terms (section 23)
  - Director can serve a max of 6 years unless unanimous approval of all Members for longer period of time (section 26)
  - Selected by way of the Selection Committee which is comprised of one appointee for each member (section 42)
- **Powers and Responsibilities of the Board (Part VII)**
  - Board manages the business and affairs of BHBRL, except for those powers expressly reserved to the Members. Among other things this includes: recruit and determine terms and conditions of employment of the Executive Director, and prepare budgets, strategic plans, business plans and other documents for the Members (section 30)
- **Board Meetings (Part XIII)**
  - Board approves regular meeting schedule and can also meet at call of Chair (section 49)
  - Closed to the public unless Chair directs that an individual can attend, or that part or all of a meeting is open to the public (section 52)
  - Meeting procedures set out in Part XV (starting at section 59)
- **Board Advisors (Part VIII)**
  - Federal government and provincial government each appoint one non-voting representative and alternate to attend and participate in Board meetings and give advice to the Board on governmental perspectives relating to various matters (section 31)
  - Standing Committee Chairs (or other member) can appear at Board Meeting to provide Standing Committee's perspective and information on matters within that Standing Committees' mandate (section 32)
  - Other persons with specialized knowledge or expertise appointed by Board (section 33)
- **Other Committees (Part X)**
  - Board can establish committees necessary or beneficial to provide governance, financial or advice on other matters pertaining to the work and operations of BHBRL (section 41)

## **OFFICERS and EXECUTIVE DIRECTOR**

- **Company Officers and the Executive Director (Part IX)**
  - Chair (appointed by Members) acts as BHBRL's Chief Executive Officer and chairs meetings
  - Other Officers as determined by the Board and appointed from among the persons who are Directors including: Treasurer, Secretary, Director of Governance, and Director of External Affairs and Communications (section 37)
  - Executive Director (selected by Board) reports to the Board and is responsible for the day to day operations of BHBRL (section 40)

## **STANDING COMMITTEES**

- **Standing Committees (Part XII and Appendix 1)**
  - Permanent committees (unless Articles amended by Members) (section 43)
  - Standing Committees develop their own mandates, terms of reference, membership criteria, meeting schedules, and procedures (section 44)

- List from Appendix 1:
  - Beaver Hills Initiative - consists of historic stakeholder representatives without municipal representatives
  - Planners - stakeholder representatives responsible for planning policies and implementation
  - Conservation - stakeholder representatives responsible for conservation planning and activities
  - Research and Monitoring - stakeholder representatives responsible for supporting or conducting research planning and activities
  - Tourism - stakeholder representatives responsible for tourism planning and activities
  - Beaver Hills Dark Sky Preserve - stakeholder representatives responsible for organizing and implementing that annual Star Party
  - Indigenous - stakeholder representatives responsible for identifying opportunities and challenges specific to planning, conservation, research and tourism
- **Notes with respect to existing Working Groups of current BHI:**
  - Existing Communications and Outreach Working Group responsibilities will be designated to the Director of External Affairs and Communications (see section 37(d))
  - Existing Elected Officials Working Group no longer needed since elected officials will meet at the Annual General Meeting and any General Meetings to, among other things, give direction to the Board

