



# MISSISSIPPI MADAWASKA LAND TRUST CONSERVANCY

Official Newsletter

April 2014

## KEDDY NATURE SANCTUARY

For some time now, we've been just bursting to tell you our latest news and finally the time has come to make our exciting announcement. In late January, MMLTC finalized its newest conservation easement agreement with Paul and Cathy Keddy on their beautiful 530-acre property located in the northeastern corner of Drummond-North Elmsley Township. The Keddys, both professional ecologists, first discovered this spectacular property back in the '70s, long before the area was designated a Provincially Significant Wetland Complex. Here follows Cathy's account about their decision to legally protect their property forever.

"One of the first decisions we made when preparing for marriage back in 1976, when we were still students at Dalhousie University in Halifax, was to buy our first 100 acres of forest in Lanark County. Many thought we were foolish. But we had walked that property and seen 30 pairs of Great Blue Herons nesting in a wetland. How better to celebrate a marriage than to protect these magnificent creatures. Over the years we camped and eventually built a small cabin where we spent many happy weekends. As we got to know the property better, we found a stream that flowed to the east, and a patch of wild orchids in a seepage area. We owned neither. But over time, these properties came on the market, and we added them to our debt load. Twice we could buy a property only after it had been logged. This was painful, but we knew that whatever the short term damage, the trees would eventually regrow and wildlife habitat would recover. The last property was the toughest, and we were able to buy it only after the landowner had quite deliberately increased the price and sold the logging rights, just to be spiteful. The skidders were already felling huge beech trees as we signed the mortgage papers. Paul's parents very generously contributed \$20,000 dollars so we could buy out the logging company before it felled the thirty acres having the oldest trees. At this point we were the proud owners of a square mile.

Now there is a commitment. Not only were we responsible for protecting the forest, and for making our monthly payments, but at home we had two growing children, while on the land we had populations of salamanders and frogs and warblers and turkey vultures. What a family! When Paul became ill in the early '90s, finances were stretched to the limit.



Eventually, our family moved to Louisiana for eight years where Paul earned enough money to pay off the accumulated debts. Now it was all ours! But there would be little point in protecting 120-year-old-oaks or populations of wild orchids if the next owner would simply log them or create estate lots. We were determined to pass it on intact. The Nature Conservancy of Canada was interested, but by the time we returned from Louisiana there was a new local land conservancy on the scene, the Mississippi Madawaska Land Trust. We were delighted that they agreed to become partners, and take over from us in the long run. And 999 years, renewable, is indeed a long term arrangement!

Each of us will die. We know that when that happens to us, all the wild creatures we have known over the past 50 years will be safe from developers and loggers. They will carry on their lives without us. The 120-year-old-oaks and hemlocks will live several more centuries, and then, when they die, become homes for owls and hawks and

tree frogs. Yes, we could have sold the land, and burned through the money on expensive cars and luxury cruises. But, we would have been no happier. And, as they say, you can't take it with you. What about our sons and the issue of inheritance? The boys are thrilled that a property with so many happy memories will stay just the way they remember it. Moreover, the easement agreement we signed leaves each of them the option to someday live on the edge of the property and enjoy it with their own families. And the salamanders and frogs and warblers and turtles and all the rest of the innumerable inhabitants, while they may not speak our language or understand land trusts, will be left alone to carry on their lives in relative peace. We cannot think of a more satisfying conclusion to our lifetime project."

The MMLTC is delighted with the choice the Keddys made and we know it will have untold benefits for generations to come. Paul and Cathy have already compiled an initial inventory of species on their property, including several species at risk. To add to this list, the Lanark County Stewardship Council will be hosting a Bioblitz at the Nature Sanctuary on Friday, June 6<sup>th</sup>. We will be looking for expertise from our local naturalist clubs to assist with this event. Stay tuned for more details!

## WHY WE NEED A NEW BY-LAW

Several years ago, the Government of Canada updated the law that governs charities and not-for-profit corporations, like the land trust, to bring it in line with the law that applies to for-profit corporations. This new law makes several major changes to make it easier for not-for-profit corporations to

operate. It also puts more power in the hands of members to influence corporations and improves their financial accountability.

Like other not-for-profits, the land trust is obliged to update its own governing documents to reflect the new law by October 2014. The land trust took the first step at the 2013 AGM by asking members to approve new letters patent (called "articles of continuance"). These were approved and filed with Industry Canada. The next step involves updating the land trust's operating bylaw.

The land trust board struck a committee of members last summer to review the existing operating by-law against the new law to see where changes were needed to comply with the new law and where improvements could be made based on experience to date and the recommendations of experts.

The committee took as its reference point the model by-law that was developed by Industry Canada. After several iterations, the new by-law was presented to the board and after several more changes, was passed by the board on March 19, 2014. The by-law must now be approved by the members. Members' approval will be sought at this year's annual general meeting scheduled for May 22, 2014 at 6:30 p.m. at the Almonte Civitan Club. A copy of the new bylaw will be sent to the members with the notice of the meeting.

The proposed new by-law will considerably expand the rights and powers of members to influence the land trust, make it easier for the board of directors to manage the land trust, as it is required by law to do, without the need to comply with antiquated rules, and establish rules to promote the land trust's financial transparency and accountability.

**Members' rights and powers:** Under the old by-law, only board members were entitled to vote for new directors. The new by-law gives members the right to vote for nominated directors at the annual general meeting. Additionally, members are now entitled to vote by proxy. The new by-law like the old by-law permits the directors to remove members for specified reasons. The new by-law requires that before removal the member be given an opportunity to be heard.

**Ease of operation:** The old by-law – reflecting the old legislation – required that the powers of directors to manage the land trust be set out in the by-law. The new law gives the corporation all the legal powers of a natural person eliminating the need for the powers to be set out in the by-law. The old law specified the duties of the officers. The new by-law gives the board the flexibility to specify those directors to manage the land trust as it sees fit and as it is legally required to do. The new by-law also eliminates obsolete procedural requirements such as the special majority of directors required to make decisions involving values in excess of \$50,000.

**Financial accountability:** The new by-law provides that members may request copies of the land trust's financial statements. Not required to be reflected in the new by-law but applicable to the land trust nonetheless is the requirement to have those financial statements audited on an annual basis by a public accountant.

The most important of these changes from the perspective of most members is the new right to elect members of the board of the land trust. The by-law creates a nominating committee which will prepare a slate of nominees which will be provided to members with the notice of the annual general meeting. Members are encouraged to come to the AGM to exercise their right to determine the future of the land trust by voting for directors.

If you have questions or would like to be added to our mailing list, please contact Susan at [ssentesy@mmltc.ca](mailto:ssentesy@mmltc.ca) or 613-253-2722.

Office Hours: 8:30 – 4:30  
Monday to Friday