

## BY-LAWS OF THE BRUCE TRAIL CONSERVANCY

These by-laws relate generally to the transactions of the business and affairs of The Bruce Trail Conservancy (the "BTC").

### ~~HEAD~~REGISTERED OFFICE

- ~~1.~~ 1.—The registered office, commonly known as the 'head office' of the BTC shall be at such a place in the Province of Ontario as the ~~directors~~Board of Directors ("Board") may from time to time by resolution determine.

### ~~SEAL~~

- ~~2.~~—The seal, an impression of which is stamped in the margin hereof, shall be the corporate seal of the BTC.—

### MEMBERSHIP

- ~~3.~~—There shall be three classes of members of the BTC: regular members, life members, and honorary members. A person may become a member of the BTC by applying to and being accepted by the BTC as a regular member or a life member in accordance with by-laws 6 through 7, or by being nominated and approved as an honorary member in accordance with by-law 8.—
- ~~4.~~—A member of the BTC may be an individual, a family, or an organization. An individual is any natural person. A family is any two or more natural persons who reside together as a family at the same address. An organization is any group, association, corporation, partnership, or other entity recognized as an organization by the Board of Directors (the "Board").—
- ~~5.~~—All members of the BTC are entitled (but not required) to join one or more BTC clubs (as defined in by-law 12). Where a member chooses to join a BTC club, that member shall be designated a "club supporter." Where a member chooses not to join a BTC club, that member shall be designated a "member at large." Although membership in a BTC club is not required to be a member of the BTC, membership in the BTC is required to be a member of a BTC club.—
- ~~6.~~—An individual, family, or organization may become a regular member of the BTC by applying to and being approved by the Board as a regular member and paying the annual dues prescribed from time to time in accordance with by-laws 13, 14, and 15. An application for membership may be rejected by the Board, in accordance with by-law 11.—

~~7. An individual or family may become a life member of the BTC by applying to and being approved by the Board as a life member and paying the one-time dues prescribed by the BTC in accordance with by-laws 13, 14 and 15. An application for life membership may be rejected by the Board in accordance with by-law 11.~~

~~8. An individual member, a family~~

2. There shall be one class of membership, and an individual(s) in a family membership may become an honorary member of the BTC. An honorary member is created by being nominated to and approved by the Board as an honorary member. of the BTC.

3. 9. Each member of the BTC ("Member") shall be entitled to one vote per individual, family, at every Annual or Special Meeting of the Members, provided said Member has been a member of the BTC for fifty (50) days. For greater certainty, if a Member is a family or organization, such Member shall have only one vote and only one individual from the family or organization, as the case may be, at every annual or special general meeting of the members. shall be recognized as the representative of the Member with the right to act on behalf of the Member.

~~10. The membership of any member of the BTC will be terminated as follows:~~

- ~~(a) An individual life membership terminates on the death of the individual member.~~
- ~~(b) A family life membership terminates on the death of the individual in whose name the membership is held unless that person is survived by a spouse/partner, in which case the membership terminates on the death of the spouse/partner.~~
- ~~(c) An individual honorary membership terminates on the death of the individual; a family honorary membership terminates on the death of the individual and the spouse/partner.~~
- ~~(d) A regular membership terminates automatically when the member's term of membership expires. The term of membership expires on the 'expiry date' recorded on the books of the BTC and printed on the Membership Card.~~
- ~~(e) When the Board terminates a membership, in accordance with bylaw 11.~~

~~11. The Board shall,~~

~~▪ upon receipt of a written complaint against another member of the BTC; or,~~

4. ▪ The Board shall, upon receipt of a written complaint against another member of the BTC; or, upon receipt by the Board of a complaint against another member or prospective member, that such member or prospective member has taken some action or made some allegation that is, or will be,

seriously detrimental to the BTC, review the complaint or allegations as follows:

- (a) The ~~governance committee~~Governance Committee will evaluate the request or information received;
- (b) If the ~~governance committee~~Governance Committee decides not to pursue the case, it will so advise the member who submitted the request; or
- (c) The ~~governance committee~~Governance Committee may seek further information about the claims made in the request, by reviewing records and/or by interviewing others who may have knowledge about the case.
- (d) The ~~governance committee~~Governance Committee will give the named person formal notice of a disciplinary hearing at least fifteen days prior to the hearing.
- (e) The ~~governance committee~~Governance Committee will conduct the disciplinary hearing. The named person will have the opportunity to make an oral presentation at the hearing, or to submit written arguments against the termination, rejection or non-renewal of their membership, or both.
- (f) Following the hearing, the ~~governance committee~~Governance Committee will make a recommendation to the Board, whether or not to terminate the membership or to reject the membership application or renewal of the membership application.
- (g) After reviewing the complaint or allegation, and if satisfied that termination, rejection or non-renewal of membership is appropriate in the circumstances, the Board may, by a duly passed resolution:
  - terminate the membership of any member of the BTC, or
  - reject an application for membership, or
  - reject an application for renewal of a membership, orif just cause is not established to the satisfaction of the Board, such complaint or allegation shall be dismissed.

A letter signed by the BTC Board Chair shall be mailed by regular prepaid post or hand delivered to the named person notifying them of the decision of the Board.

The person who submitted the request shall be advised of the decision of the Board by regular pre-paid post.

If the named person is a ~~director~~Director, the termination of the membership must be approved by the members at the annual or special ~~general~~ meeting. In all other cases, a membership will be terminated five days after the Board decision.

The termination or rejection of membership will remain in effect until revoked by the Board.

## CLUBS

5. ~~12.~~—The Board may from time to time establish or terminate BTC ~~clubs~~Clubs. BTC ~~clubs~~Clubs shall have such powers and shall be subject to such conditions as are set out in these by-laws or as the Board may determine from time to time.

6. Members are entitled, but not required, to join one or more BTC Clubs.

## DUES

~~13.~~—~~Dues shall be payable annually by regular members on the anniversary date of the member's acceptance as a regular member or on such other date each year as shall be determined by the Board. Dues shall be payable on a one-time basis by life members at the time that the member is accepted as a life member. Honorary members shall be exempt from the payment of dues.~~

~~14.~~—~~The dues payable by regular and life members, and the allocation of revenue therefrom between the BTC and the BTC clubs, shall be determined from time to time by resolution of the Board, provided that no such resolution is effective unless and until confirmed by the membership at a general meeting of the members.~~

7. ~~15.~~—It shall be a condition of the affiliation of each BTC ~~club~~Club with the BTC that the annual dues levied upon ~~its~~any given Club's members shall be as determined by the Board in accordance with these by-laws. Where dues are levied and collected by the BTC from ~~members~~Members who ~~are club supporters~~join a Club, the BTC shall remit to ~~each BTC club~~such Club, within ~~thirty~~sixty days of receipt, the ~~club~~Club's share of such revenue. Where dues are levied and collected by the BTC from ~~members at large~~Members who do not join a Club, the BTC shall retain all of the dues so collected. Where dues may occasionally be received directly by a ~~BTC club, the club~~Club, such Club shall remit to the BTC within thirty days of receipt the total amount of such dues, to be distributed in accordance with this by-law.

The process for recording which ~~members are club supporters~~Members join Club(s) and for changing such record will be as determined from time to time by the Board, and such records shall be determinative for all purposes, absent manifest error.

## BOARD

8. ~~16.~~—The affairs of the BTC shall be managed by a Board which may exercise all such powers and do all such acts and things as may be exercised or done by the BTC and are not, by the by-laws of the BTC or by law, expressly directed or required to be done by the BTC at ~~annual or special general meetings of members~~Annual or Special Meetings of Members.
9. ~~17.~~—There shall be nineteen ~~directors~~Directors of the BTC.

## ~~APPOINTMENT/NOMINATION &~~ ELECTION OF DIRECTORS

- ~~18.~~—Each BTC club shall appoint one director to the Board, who shall hold the position of club appointee. Each club appointee shall be a member (or belong to a family or organization that is a member) in good standing of the BTC club making the appointment.
- ~~19.~~—The remaining directors (i.e., nineteen minus the club appointees) shall be elected at a general meeting of the BTC and shall hold the position of director at large. The general meeting for the election of directors at large shall be held together with the annual meeting of the BTC and shall be designated the “annual and general meeting” (“AGM”).
10. Directors shall be elected at an Annual Meeting of the BTC.
- ~~20.~~—All directors will be elected for a three-year term for a maximum of three terms (i.e. nine years), ~~with a one-year extension term possible for unusual circumstances~~ for a maximum of ten years.
11. (a) The Chair of the Board, the chairs of the governance committee, the finance and audit committee and the risk committee will be elected by the Board A Director shall be elected for a ~~three-year term for a maximum of two terms (i.e. six years)~~term of three years and may stand for reelection for up to two additional terms being three years each, to a maximum term limit of nine years, with a one-year extension term possible for unusual circumstances ~~for, to~~ a maximum of ~~seventen~~ten years). Term limits are lifetime maximum limits and no Director may serve on the Board in excess of the term limit set out in these by-laws.
12. The Board shall elect Directors to serve as Chair and as Vice Chair of the

Board for a term of three years, and the Chair and Vice Chair may be reelected for one additional term of three years, to a maximum term limit of six years, with a one-year extension possible for unusual circumstances to a maximum of seven years.

13. ~~21.~~—To be eligible and qualify to serve as a ~~director~~Director, a person:
- (a) shall be a ~~member (or belong to a family or organization that is a member)~~Member in good standing of the BTC, ~~but in the case of a family or organization only one member of the family or organization may run for or be appointed to the Board;~~
  - (b) shall be at least 18 years of age; ~~and~~
  - (c) shall not be an undischarged bankrupt. ~~;~~
  - ~~(d) No one who has been through a bankruptcy (undischarged or not) may chair the Finance and Audit Committee.~~
- ~~22.~~—~~The candidates for election as directors at large shall be determined as follows:~~
- ~~(a) A nominating committee consisting of at least three and no more than five current members of the BTC shall be established by the governance committee on an annual basis at the earliest opportunity. The nominating committee shall not include members seeking election or being proposed as director. The nominating committee will report to the Board through the governance committee. The appointment of the nominating committee shall be at the sole discretion of the governance committee.~~
  - ~~(b) The nominating committee shall cause to be published in the Bruce Trail Magazine (or any successor thereto) and the BTC website, a call for nominations to the Board. The nominating committee shall ensure that the publication of the call for nominations provides a reasonable amount of time for members to submit nominations to the nominating committee prior to the deadline for receipt of nominations. Such deadline shall be established from time to time by the Board and published in the Bruce Trail Magazine (or any successor thereto) and the BTC website. Until changed in accordance with this by-law, the deadline shall be May 31 in each calendar year.~~
  - ~~(c) Nominations to the Board shall be in writing, and shall be signed by three members of the BTC who are in good standing. The nominee shall certify that he or she meets the qualifications set out in by-law 21, and shall consent to the nomination in writing. The nominee shall also provide such information as the nominating committee may require to prepare a profile of the nominee for distribution to the members. All nominations must be received by the BTC's head office, in the original or by fax or electronic mail, by the deadline established under this~~

~~by-law.~~

- ~~(d) The nominating committee shall publish a nominating committee report in the issue of the Bruce Trail Magazine (or any successor thereto) and the BTC website immediately prior to the AGM setting out:
  - ~~(i) the names and profiles of individuals recommended by the nominating committee to fill the position of director at large, but the nominating committee shall not recommend a greater number of individuals than there are positions for director at large; and~~
  - ~~(ii) the names and profiles of any individuals nominated by the membership for the position of director at large but not included in the list of individuals recommended by the nominating committee.~~~~

~~23. Each BTC club shall advise the nominating committee at least five days prior to the AGM of the person appointed to the Board by the club in accordance with by-law 18. Each club appointee shall certify that he or she meets the qualifications set out in by-law 21, and shall consent to the appointment in writing. Each club appointee shall also provide such information as the nominating committee may require to prepare a profile of the club appointee for distribution to the members. The nominating committee shall then prepare a report containing the names and profiles of all club appointees for distribution at the AGM.~~

- ~~24. The process for election of directors at large at the AGM shall be as follows:~~
- ~~(a) The election shall be supervised by an election officer appointed by the Board, subject to the general authority of the chair of the meeting as provided in by-law 55.~~
  - ~~(b) Copies of the nominating committee report and the report containing the names and profiles of all club appointees shall be distributed during registration of the members attending the AGM.~~
  - ~~(c) Prior to the election, each candidate standing for election as a director at large shall have the opportunity to address the AGM.~~
  - ~~(d) If there are more candidates for director at large than there are positions, the election shall be by ballot. If at least ten members entitled to vote at the annual meeting call for a ballot, then the election shall be conducted by ballot. shall not be found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;~~
  - ~~(e) In the case of an election where a ballot is cast, the election officer referred to in by-law 24(a) shall be responsible for the balloting process and shall act as scrutineer. shall not be found to be incapable by any court in Canada or elsewhere; and~~

- (f) ~~The election shall follow conventional rules of order. shall not be an “ineligible individual” under the *Income Tax Act*.~~
- (g) ~~The results of the election shall be posted immediately upon the conclusion of the election.~~

14. The nomination and election of Directors shall take place in accordance with these by-laws and the nomination and election policies which shall be established by the Board from time to time and made publicly accessible on the BTC website.

15. ~~25.~~—If for any reason an ~~AGM~~Annual Meeting is not held at the proper time, the ~~directors~~Directors shall continue in office until their successors are elected or appointed, as the case may be.

16. In the event of Director vacancies between Annual Meetings, the Board shall be permitted to appoint Directors to fill vacancies on an interim basis, in accordance with applicable laws.

## SUSPENSION OR REMOVAL OF DIRECTORS

17. A Director ceases to hold office when the Director dies, resigns, is removed in accordance with these by-laws or applicable laws, or becomes disqualified and no longer meets the qualifications of by-law 13.

18. The Members may, by resolution passed by a majority of Members present at a Special Meeting, remove from office any Director or Directors. Such removal shall result in a vacancy or vacancies, as the case may be, which may be filled in accordance with by-law 22.

19. The Board may, by resolution passed by a majority of Directors at a meeting held in-camera temporarily suspend, pending removal by the Members at a Special Meeting, from office any Director or Directors who materially breaches the BTC’s letters patent, by-laws, policies or applicable laws, including their fiduciary duties. Such removal shall result in a vacancy or vacancies, as the case may be, which may be filled in accordance with by-law 22.

## **MEETINGS OF DIRECTORS**

20. ~~26.~~—A majority of ~~directors~~Directors shall form a quorum for the transaction of business. Except as otherwise required by law, the Board may hold its meetings in such place or places as it may from time to time

determine. Notice of such meetings shall be sent to each ~~director~~Director at least ten days before the meeting is to take place. Directors' meetings may also be held without notice immediately following the ~~AGM~~Annual Meeting. The need for notice of any meeting or any irregularity in any meeting may be waived by any ~~director~~Director.

21. ~~27.—(a)~~ A meeting of the Board or of a committee of ~~directors~~Directors may be held by such telephone, electronic, or other communication facilities as permit all persons participating in the meeting to communicate with each other simultaneously and instantaneously, and a ~~director~~Director participating in the meeting by those means shall be deemed to be present at the meeting. ~~For time-sensitive single motions, the chair of the Board may authorize a vote by email where there is a quorum, then a motion will be moved, then seconded discussed and voted upon using normal rules of quorum. At the next in-person meeting of the Board, the vote will be re-affirmed by a vote of the Board.—~~

~~28.—~~ Notwithstanding any other by-law, the Board may declare vacant the directorship of any director who has refused or neglected to attend two consecutive meetings of the Board. No such declaration shall be made unless such director has been given at least ten days' notice in writing that his or her seat may be declared vacant at the next meeting of the Board. If the vacancy so created is that of a director appointed by a BTC club, the Board shall request the club concerned to appoint a new director. Otherwise, or if the club fails to appoint a new director within 45 days after the Board makes its request, the provisions of bylaw 30 shall apply.—

~~29.—~~ If a director ceases to be a member of the BTC, or becomes a bankrupt, he or she thereupon ceases to be a director, and the provisions of by-law 30 shall apply.—

(b) For time-sensitive single motions, the Chair of the Board may authorize a vote by electronic mail, provided a written resolution is circulated and signed by all Directors.

22. ~~30.—~~ As long as there is a quorum of ~~directors~~Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the ~~directors~~Directors then in office from among the ~~members~~Members of the BTC who meet the qualifications set out in by-law ~~24.13~~. Otherwise, such vacancies shall be filled at the next ~~AGM~~Annual Meeting. Whenever there is not a quorum of ~~directors~~Directors in office, the ~~director~~Director or ~~directors~~Directors then in office shall forthwith call a ~~general meeting~~Special Meeting of the ~~members~~Members to fill the vacancies, and, in default or if there are no ~~directors~~Directors then in office, the meeting may be called by any ~~BTC member~~Member.

23. ~~31.—~~ Questions arising at any meeting of the Board shall be decided by a

majority of votes cast. In case of ~~a tie, the chair, in addition to his or her original vote, shall have a second or casting vote.~~ an equality of votes, the matter in question shall be defeated.

24. ~~32.~~—The ~~directors~~Directors of the BTC shall receive no remuneration for acting as such. However, they may from time to time by resolution provide for payment from the revenues of the BTC of their reasonable expenses in attending ~~directors~~Directors' meetings, or other expenses incurred in carrying out their duties as ~~directors~~Directors.

## OFFICERS

25. ~~33.~~—The ~~chair~~Chair of the Board shall have the direction of the affairs of the BTC and, subject to these by-laws, shall preside at all meetings of ~~members~~Members and, if no other chair is appointed, at meetings of the Board.

26. ~~34.~~—The ~~vice-chair~~Vice Chair of the Board shall be responsible to the ~~chair~~Chair of the Board to exercise the powers and duties of the ~~chair~~Chair of the Board in her or his absence and to carry out such other duties as the Board may determine from time to time. .

~~35.—The chair of the finance and audit committee shall be responsible directly to the Board for the custody of the funds of the BTC for the presentation at each AGM of a statement showing the receipts and disbursements of the BTC for the preceding year and its assets and liabilities; and for such other duties in connection with the finances of the BTC as the Board may determine from time to time.—~~

~~36.—The chair of the governance committee shall be responsible directly to the Board for the committee's duties of nomination, human resource policies, for the review of bylaws and policies, for Board and staff evaluation, and for governance advice and direction to the Board.—~~

~~37.—The chair of the risk committee shall be directly responsible to the Board for all risk-related issues concerning the BTC.—~~

27. ~~38.~~—An officer (~~for the purposes of by-law 38, this means the chair~~The Chair of the Board, the ~~vice chair~~Vice Chair of the Board, and the chairs of the ~~finance and audit committee, the governance committee and the risk committee~~)strategic committees may be removed from ~~his or her~~their office by a two-thirds majority vote of those ~~directors~~Directors present and voting at a meeting of the Board ~~for which notice of intention to remove the officer has been given to all directors at least ten days in advance of the meeting date.~~

28. ~~39.~~—The Board may employ a Chief Executive Officer who is an officer of the BTC and shall be responsible for the day-to-day operation of the BTC, the coordination of the BTC’s activities, and such other functions and duties as the Board may from time to time determine.
29. ~~40.~~—The ~~secretary~~Secretary of the Board serves at the pleasure of the Chair of the Board and shall be a staff or a volunteer role ~~and~~ responsible to the Chair of the Board for the recording of minutes at Board meetings, supporting the Chair of the Board in the administrative functioning of membership meetings and Board meetings as required.

### **COMMITTEES ~~AND WORKING GROUPS~~**

- ~~41.~~—~~The Board is authorized to form three strategic committees of the Board. These committees will be the finance and audit committee, the governance committee and the risk committee. The finance and audit committee and the governance committee will be composed of Board members and chaired by a Board member. The risk committee will be chaired by a Board member and will have a majority of Board members as committee members. The Board will elect the chair and a vice Chair of the Board and the chairs of the governance committee, the finance and audit committee and the risk committee. The Chair of the Board working with the governance committee will nominate Board members to serve on the strategic committees for the Board’s approval.~~
30. ~~42.~~—~~In addition to the three strategic committees specifically mentioned in by-law 41, the~~The Board may from time to time establish such additional committees and working groups, and delegate necessary powers of the Board to said committees, to carry out such mandates as the Board may determine from time to time. ~~The Board may by resolution provide for non-directors to be appointed to these additional committees. The Board, at its sole discretion, may dissolve any committee or work group.~~ The Board may designate any committee as a strategic committee where the Board deems that the committee serves a strategic purpose for the BTC.

### **EXECUTION OF DOCUMENTS**

- ~~43.~~—
31. ~~(a)~~ (a) Deeds, transfers, assignments, contracts, instruments and obligations may be signed jointly by any two ~~directors~~Directors of the BTC, one of whom must be an officer, or any two officers. Notwithstanding this, the Board may at any time and from time to time direct the manner in which and the person or persons by whom any particular deed, transfer, contract,

instrument or obligation or any class of deeds, transfers, contracts, instruments or obligations may be signed.

(b) For the purposes of by-law ~~43~~31 ~~only~~, the term “officer” shall include:

- (i) the Chief Executive Officer, and
- (ii) any person who is an employee of the BTC designated, in writing, by the Board, on recommendation of the Chief Executive Officer ~~or the Board~~, to act on behalf of the BTC who shall be deemed to be an officer of the corporation for the purposes of by-law ~~43~~31(a) in respect of the act undertaken on the BTC’s behalf pursuant to the designation of the ~~Chief Executive Officer or the~~ Board. Such authorities granted shall be recorded in a standing document.

~~44.—Any person authorized under these by-laws to execute documents may affix the seal of the BTC to such documents.—~~

32. ~~45.—~~Any two of the following officers, namely, the Chair of the Board, ~~vice-Vice~~ Chair of the Board, or, ~~chair~~Chair of the finance and audit committee signing jointly, or any two persons from time to time designated by the Board, may transfer any and all shares of stock, bonds, or other securities from time to time standing in the name of the BTC in its individual or any other capacity or as trustee or otherwise, and may accept in the name and on behalf of the BTC transfers or shares of stock, bonds, or other securities from time to time transferred to the BTC and may affix the corporate seal to any such transfers or acceptances of transfers, and may make, execute, and deliver under the corporate seal any and all instruments in writing necessary or proper for such purposes, including the appointment of any attorney or attorneys to make or accept transfers of shares of stock, bonds, or other securities on the books of any company or corporation.

33. ~~46.—~~Notwithstanding any provisions to the contrary contained in the by-laws of the BTC, the Board may, at any time by resolution, direct the manner in which, and the person or persons by whom, any particular instrument, contract, or obligation of the BTC or any particular class of instruments, contracts, or obligations of the BTC may or shall be executed.

## ANNUAL AND ~~GENERAL~~SPECIAL MEETINGS OF MEMBERS

34. ~~47.—~~The ~~annual~~Annual or any ~~general meeting~~Special Meeting of the ~~members~~Members shall be held at the ~~head~~registered office of the BTC or elsewhere in Ontario as the Board may determine and on such days as the Board shall appoint.

35. ~~48.~~—At every ~~AGM~~Annual Meeting, in addition to any other business that may be transacted, the report of the ~~directors~~Directors, the financial statements, and the report of the ~~auditors~~public accountants shall be presented and ~~a Board~~Directors elected ~~and auditors~~in the event of vacancies, and public accountants appointed for the ensuing year and the remuneration of the ~~auditors~~public accountants shall be fixed.
36. ~~49.~~—The Board may at any time call a ~~general meeting~~Special Meeting of the ~~members~~Members of the BTC for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
37. ~~50.~~—The ~~members~~Members of the BTC may request the ~~directors~~Directors to call a ~~general meeting~~Special Meeting for any proper purpose by depositing at the ~~head~~registered office of the BTC a requisition signed by not less than ~~one-tenth~~5% of the ~~members~~Members of the BTC entitled to vote at the meeting proposed to be held stating the general nature of the business to be presented at the meeting. Upon deposit of the requisition, the ~~directors~~Directors shall call forthwith a ~~general meeting~~Special Meeting of the ~~members~~Members of the BTC for the transaction of the business stated in the requisition. If the ~~directors~~Directors do not within twenty-one days from the date of deposit of the requisition call and hold such meeting, any of the requisitionists may call such meeting which shall be held within sixty days from the date of deposit of the requisition.
38. ~~51.~~—No public notice or advertisement of ~~members~~Members' meetings, ~~annual~~Annual or ~~general~~Special, shall be required. The notice of the time and place of every such meeting and the general business to be presented at the meeting shall be sufficiently given to each of the ~~members~~Members if:
- (a) ~~(i)~~ sent by electronic means in accordance with the *Electronic Commerce Act, 2000*2000, or
  - (b) ~~(ii)~~ delivered personally to the person to whom it is to be given, or delivered to his or her recorded address, or
  - (c) ~~(iii)~~ sent by facsimile to his or her last recorded facsimile number, or
  - (d) ~~(iv)~~ mailed to him or her, to his or her recorded address; such mailing may include publishing and mailing the notice in The Bruce Trail Magazine or any successor thereto. A notice so mailed shall be deemed to have been received on the fifth day after mailing.

Provided that such notice is given at least ten days and no more than 50 days prior to the time for such meeting.

Meetings of ~~members~~Members may be held at any time or place without notice if all the ~~members~~Members of the BTC are present thereat or represented by proxy duly appointed and at such meeting any business may be transacted which the BTC, at ~~annual or general meetings~~Annual or Special Meetings may transact.

39. ~~52.~~—No error or omission in giving notice of any ~~annual or general meeting~~Annual or Special Meeting or any adjourned meeting, whether ~~annual~~Annual or ~~general~~Special, of the ~~members~~Members of the BTC shall invalidate such meeting or make void any proceedings taken thereat and any ~~member~~Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any ~~member, director~~Member, Director or officer for any meeting or otherwise, the address of any ~~member, director~~Member, Director or officer shall be his last address recorded on the books of the ~~Corporation~~BTC.
40. ~~53.~~—A quorum for the transaction of business at any meeting of ~~members~~Members shall consist of fifty ~~members~~Members of the BTC.
41. ~~54.~~—Each ~~member~~Member of the BTC shall, at all meetings of ~~members~~Members, be entitled to one vote ~~per individual, family, or organization, as the case may be,~~ and may vote by proxy. Such proxy vote need not be made by a ~~member~~Member, but before voting the voter must produce and deposit with the secretary, not later than ~~48 hours~~one week prior to the start of the meeting, notice of appointment in writing from his or her constituent or constituents. No ~~member~~Member shall be entitled, either in person or by proxy, to vote at meetings of the BTC unless all dues, if any then payable, have been paid. Anyone voting on behalf of a ~~BTC member~~Member by proxy at any meeting of ~~members~~Members shall be restricted to one such vote.
42. ~~55.~~—At all meetings of ~~members~~Members every question shall be decided by a majority of the votes of the ~~members~~Members present in person or represented by proxy unless otherwise required by these by-laws or by-law. Every question shall be decided in the first instance by a show of hands (which may include the use of voting cards) unless a poll is demanded by any ~~member~~Member. Upon a show of hands, every ~~member~~Member having voting rights shall have one vote and, unless a poll is demanded, a declaration by the chair that a motion has been carried or not carried and an entry to that effect in the minutes of the BTC shall be sufficient evidence of the fact without proof of the number or proportion of the votes accorded in favour or against such motion. The demand for a poll

may be withdrawn, but, if a poll is demanded and is not withdrawn, the question shall be decided by a majority of votes given by the ~~members~~Members present in person or by proxy, and such poll shall be taken in such manner as the ~~chair~~Chair shall direct and the result of such poll shall be deemed the decision of the BTC in ~~general meeting~~an Annual or Special Meeting upon the matter in question. In case of an equality of votes at any ~~general meeting~~Annual or Special Meeting, whether upon a show of hands or at a poll, the ~~chair~~matter in question shall be ~~entitled to a second or casting vote~~defeated.

## FISCAL YEAR AND INVESTMENT POLICY

43. ~~56.~~—The fiscal year of the BTC shall end on the 30th day of June in each year.
44. ~~57.~~—All funds received or held by the BTC from time to time shall be invested in accordance with an investment policy approved by the Board from time to time.

## PROTECTION OF ~~OFFICERS AND~~ DIRECTORS AND OFFICERS

45. ~~58.~~—~~No director or officer of the BTC~~Every Director and Officer in exercising his or her powers and discharging his or her duties shall act honestly and in good faith with a view to the best interests of the BTC and shall exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. Subject thereto, no Director or Officer shall be liable for the acts, receipts, neglects, or defaults of any other ~~director or officer~~Director or Officer or other individual acting in a similar capacity, or for joining in any ~~receipts~~receipt or other act for conformity, or for any loss, damage or expense ~~happening~~ to the BTC ~~through~~arising from the insufficiency or deficiency of title to any property acquired by ~~order of the Board for~~ or on behalf of the BTC, or for the insufficiency or deficiency of any security in or upon which any of the monies of the BTC ~~shall be~~are invested, or for any loss ~~or~~ damage or expense arising from the bankruptcy, insolvency ~~or tortious~~ act or omission of any person, firm or corporation with whom or which any ~~of the~~ monies, securities, or ~~effects~~other property of the BTC ~~shall be~~are lodged or deposited, or for any loss, damage, ~~or misfortune whatever, which shall happen in the execution of the duties of the officer~~ or expense occasioned by any error of judgment or oversight on such Director's, Officer's or other individual's part, or for any other loss, damage or expense related to the performance or non-performance of the duties of his or her respective office or in relation thereto unless the same shall happen by or through his or her own ~~dishonesty~~, wrongful and wilful act, or through his or her own wrongful

~~and~~or wilful neglect or default.

~~59.— Every director and officer of the BTC, and his or her heirs, executors and administrators, and estate and effects, respectively,~~

46. Subject to any limitations imposed by law, the BTC shall, from time to time and at all times, be indemnified and saved harmless out of the funds of the BTC, from and against:—

~~(a) all costs, charges, and expenses whatsoever that such director or officer sustains or incurs in or about any action, suit, or proceeding that is brought, commenced, or prosecuted against him or her, for or in respect of any act, deed, matter, or thing whatsoever made, done, or permitted by him or her, in or about the execution of the duties of his or her office; and~~ indemnify each Director, Officer, former Director, former Officer and/or another individual who acts or acted at the BTC's request as a director and/or an officer or in a similar capacity of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the BTC or other entity provided that the individual to be indemnified:

~~(a) (b) all other costs, charges, and expenses that he or she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges, or expenses as are occasioned by his or her wilful neglect or default, provided that he or she acted honestly and in good faith with a view to the best interests of the BTC and had no reason to believe his or her conduct, if unlawful, was unlawful. or, as the case may be, to the best interests of the other entity for which the individual acted as director and/or officer or in a similar capacity at the BTC's request; and~~

(b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, had reasonable grounds for believing that the individual's conduct was lawful.

The BTC may advance money to a Director, an Officer and/or other individuals referred to in this by-law 46 for costs, charges and expenses of a proceeding referred to in by-law 46. The individual shall repay the money if the individual does not fulfill the conditions set out in by-law 46 (a) and (b).

47. Subject to any limitations imposed by law, the BTC may purchase and maintain insurance for the benefit of an individual referred to in by-law 46 against any liability incurred by the individual in the individual's capacity as Director and/or Officer, or in the individual's capacity as director and/or officer, or in a similar capacity, of another entity, if the individual acts or acted in that capacity at the BTC's request

48. The provisions of these by-laws shall be in addition to and not in substitution for or limitation of any rights, immunities and protections to which an individual is otherwise entitled.

## CHANGES IN BY-LAWS

49. ~~60.—The governance committee will~~The Governance Committee shall review the by-laws to recommend any changes that the ~~governance committee~~Governance Committee considers necessary or advisable, and to draft any recommended changes for consideration of the Board.

50. ~~61.—~~Changes in by-laws shall be passed by the Board and shall be circulated to the membership in the Bruce Trail Magazine (or any successor thereto) and through the BTC website. Should errors or omissions be noted in the by-laws or other policy materials after their publication in the Bruce Trail Magazine (or any successor thereto) then, at the discretion of the Board, provision ~~will~~shall be made to address any necessary additions and corrections through email and/or mail to the membership. Unless in the meantime confirmed at a ~~general meeting~~Special Meeting of the ~~members~~Members duly called for that purpose, such changes in by-laws are effective only until the next ~~annual meeting~~Annual Meeting of the ~~members~~Members unless confirmed thereat, and, in default of confirmation thereat, cease to have effect at and from that time, and in that case no new by-law of the same or like substance has any effect until confirmed at a ~~general meeting~~Special Meeting of the ~~members~~Members.

51. ~~62.—~~Any changes in by-laws passed by the Board shall be presented at the ~~AGM~~Annual Meeting and must be confirmed by a majority of those present at the meeting voting in accordance with by-law ~~61-50.~~

52. ~~63.—~~Changes in cross-reference and numbering engendered by other changes in the bylaws shall be accepted without a vote as amendments, allowing them to be made automatically.

## INTERPRETATION

53. ~~64.—~~In these by-laws and in all other by-laws of the BTC hereafter passed, unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice-versa, and references to persons shall include firms and corporations.

ENACTED this 7<sup>th</sup> day of June, 2003 and amended by majority vote of ~~members~~Members attending the ~~annual general meeting~~Annual Meeting on the 17<sup>th</sup> day of September, 2005, the 16<sup>th</sup> day of September, 2006, the 15<sup>th</sup> day of

September, 2007, the 19th day of September, 2009, the 21<sup>st</sup> day of September, ~~2013 and~~2013, the 17<sup>th</sup> day of September, ~~2016.~~ 2016 and the \_\_\_\_\_ day of September, 2017.

WITNESS the corporate seal of the Conservancy.

“Warren Bell “  
Chair of the Board

“Rob Graham “  
Chair of the Governance Committee