

## 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”).

### REGISTERED OFFICE

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 Board of Directors (“**Board**”) may from time to time by resolution determine.

### MEMBERSHIP

2. There shall be one class of membership of the BTC.
3. Each member of the BTC (“**Member**”) shall be entitled to one vote 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, shall be recognized as the representative of the Member with the right to act on behalf of the Member.
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 will evaluate the request or information received;
  - (b) If the Governance Committee decides not to pursue the case, it will so advise the member who submitted the request; or
  - (c) The 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 will give the named person formal notice of a disciplinary hearing at least fifteen days prior to the hearing.
  - (e) The 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 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, the termination of the membership must be approved by the members at the annual or special 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. The Board may from time to time establish or terminate BTC Clubs. BTC 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**

- 7. It shall be a condition of the affiliation of each BTC Club with the BTC that the annual dues levied upon 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 who join a Club, the BTC shall remit to such Club, within sixty days of receipt, the Club's share of such revenue. Where dues are levied and collected by the BTC from 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 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 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. 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 Meetings of Members.
9. There shall be nineteen Directors of the BTC including one Director from each Club.

## **NOMINATION & ELECTION OF DIRECTORS**

10. Directors shall be elected at an Annual Meeting of the BTC.
11. A Director shall be elected for a 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, to a maximum of 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 oneyear extension possible for unusual circumstances to a maximum of seven years.
13. To be eligible and qualify to serve as a Director, a person:
  - (a) shall be a Member in good standing of the BTC;
  - (b) shall be at least 18 years of age;
  - (c) shall not be an undischarged bankrupt;
  - (d) shall not be found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
  - (e) shall not be found to be incapable by any court in Canada or elsewhere; and
  - (f) shall not be an "ineligible individual" under the *Income Tax Act*.
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. If for any reason an Annual Meeting is not held at the proper time, the 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. A majority of 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 at least ten days before the meeting is to take place. Directors' meetings may also be held without notice immediately following the Annual Meeting. The need for notice of any meeting or any irregularity in any meeting may be waived by any Director.
21. (a) A meeting of the Board or of a committee of 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 participating in the meeting by those means shall be deemed to be present at the meeting.  
  
(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. As long as there is a quorum of Directors in office, any vacancy occurring in the Board may be filled for the remainder of the term by the Directors then in office from among the Members of the BTC who meet the qualifications set out in by-law 13. Otherwise, such vacancies shall be filled at the next Annual Meeting. Whenever there is not a quorum of Directors in office, the Director or Directors then in office shall forthwith call a Special Meeting of the Members to fill the vacancies, and, in default or if there are no Directors then in office, the meeting may be called by any Member.
23. Questions arising at any meeting of the Board shall be decided by a majority of votes cast. In case of an equality of votes, the matter in question shall be defeated.
24. The 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' meetings, or other expenses incurred in carrying out their duties as Directors.

## **OFFICERS**

25. The 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 and, if no other chair is appointed, at meetings of the Board.
26. The Vice Chair of the Board shall be responsible to the Chair of the Board to exercise the powers and duties of the 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..
27. The Chair of the Board, the Vice Chair of the Board, and the chairs of the strategic committees may be removed from their office by a two-thirds majority vote of those Directors present and voting at a meeting of the Board.
28. 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. The Secretary of the Board serves at the pleasure of the Chair of the Board and shall be a staff or a volunteer role 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

30. The Board may from time to time establish committees, 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 designate any committee as a strategic committee where the Board deems that the committee serves a strategic purpose for the BTC.

## EXECUTION OF DOCUMENTS

31. (a) Deeds, transfers, assignments, contracts, instruments and obligations may be signed jointly by any two 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 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, to act on behalf of the BTC who shall be deemed to be an officer of the corporation for the purposes of by-law 31(a) in respect of the act undertaken on the BTC’s behalf pursuant to the designation of the Board. Such authorities granted shall be recorded in a standing document.
32. Any two of the following officers, namely, the Chair of the Board, Vice Chair of the Board, or, 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. 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 SPECIAL MEETINGS OF MEMBERS

34. The Annual or any Special Meeting of the Members shall be held at the registered office of the BTC or elsewhere in Ontario as the Board may determine and on such days as the Board shall appoint.
35. At every Annual Meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statements, and the report of the public accountants shall be presented and Directors elected in the event of vacancies, and public accountants appointed for the ensuing year and the remuneration of the public accountants shall be fixed.
36. The Board may at any time call a Special Meeting of the Members of the BTC for the transaction of any business, the general nature of which is specified in the notice calling the meeting.
37. The Members of the BTC may request the Directors to call a Special Meeting for any proper purpose by depositing at the registered office of the BTC a requisition signed by not less than 5% of the 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 shall call forthwith a Special Meeting of the Members of the BTC for the transaction of the business stated in the requisition. If the 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. No public notice or advertisement of Members' meetings, Annual or 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 if:
  - (a) sent by electronic means in accordance with the *Electronic Commerce Act, 2000*, or
  - (b) delivered personally to the person to whom it is to be given, or delivered to his or her recorded address, or
  - (c) sent by facsimile to his or her last recorded facsimile number, or
  - (d) 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 may be held at any time or place without notice if all the 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 Special Meetings may transact.

39. No error or omission in giving notice of any Annual or Special Meeting or any adjourned meeting, whether Annual or Special, of the Members of the BTC 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 thereat. For the purpose of sending notice to any Member, Director or officer for any meeting or otherwise, the address of any Member, Director or officer shall be his last address recorded on the books of the BTC.
40. A quorum for the transaction of business at any meeting of Members shall consist of fifty Members of the BTC.
41. Each Member of the BTC shall, at all meetings of Members, be entitled to one vote and may vote by proxy. Such proxy vote need not be made by a Member, but before voting the voter must produce and deposit with the secretary, not later than one week prior to the start of the meeting, notice of appointment in writing from his or her constituent or constituents. No 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 Member by proxy at any meeting of Members shall be restricted to one such vote.
42. At all meetings of Members every question shall be decided by a majority of the votes of the 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. Upon a show of hands, every 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 present in person or by proxy, and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed the decision of the BTC in an Annual or Special Meeting upon the matter in question. In case of an equality of votes at any Annual or Special Meeting, whether upon a show of hands or at a poll, the matter in question shall be defeated.

## **FISCAL YEAR AND INVESTMENT POLICY**

43. The fiscal year of the BTC shall end on the 30th day of June in each year.
44. 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 DIRECTORS AND OFFICERS**

45. 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 or other individual acting in a similar capacity, or for joining in any receipt or other act for conformity, or for any loss, damage or expense to the BTC arising from the insufficiency or deficiency of title to any property acquired by 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 are invested, or for any loss, damage or expense arising from the bankruptcy, insolvency, act or omission of any person, firm or corporation with whom or which any monies, securities or other property of the BTC are lodged or deposited, or for any loss, damage 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 wrongful and wilful act or through his or her own wrongful or wilful neglect or default.
46. Subject to any limitations imposed by law, the BTC shall, from time to time and at all times, 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) acted honestly and in good faith with a view to the best interests of the BTC 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. The Governance Committee shall review the by-laws to recommend any changes that the Governance Committee considers necessary or advisable, and to draft any recommended changes for consideration of the Board.
50. 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 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 Special Meeting of the Members duly called for that purpose, such changes in by-laws are effective only until the next Annual Meeting of the 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 Special Meeting of the Members.
51. Any changes in by-laws passed by the Board shall be presented at the Annual Meeting and must be confirmed by a majority of those present at the meeting voting in accordance with by-law 50.
52. 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. 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 attending the 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 19<sup>th</sup> day of September, 2009, the 21<sup>st</sup> day of September, 2013, the 17<sup>th</sup> day of September, 2016 and the 23<sup>rd</sup> day of September, 2017.

WITNESS the corporate seal of the Conservancy.

“Warren Bell “  
Chair of the Board

“Rob Graham “  
Chair of the Governance Committee