

**THE BRUCE TRAIL CONSERVANCY
BY-LAWS**

DRAFT FEBRUARY 2023

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ARTICLE 1 – GENERAL

1.1 Definitions

In these By-laws, unless the context otherwise requires:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- (b) “**AGM**” means the annual meeting of the Members;
- (c) “**Articles**” means any instrument that incorporated the BTC or modifies its incorporating instrument, including, without limitation, letters patent, supplementary letters patent and articles of amendment;
- (d) “**Board**” means the board of directors of the BTC;
- (e) “**BTC**” means *The Bruce Trail Conservancy*, a body corporate governed by the Act;
- (f) “**By-laws**” means these by-laws (including the schedules to these by-laws) and all other by-laws of the BTC as amended and which are, from time to time, in force;
- (g) “**Chair**” means the chair of the Board;
- (h) “**Club**” and “**Clubs**” have the meanings assigned to such terms in subsection 7.4(a);
- (i) “**Director**” means an individual who is a member of the Board;
- (j) “**Member**” means a member of the BTC;
- (k) “**Member in good standing**” means a Member who has paid all amounts owing to the BTC;
- (l) “**Officer**” means an officer of the BTC, including, without limitation, the Chair, the Vice-Chair, if any, and the Chief Executive Officer; and
- (m) “**Special Resolution**” means a resolution that is submitted to a special meeting of the Members duly called for the purpose of considering the resolution and passed at the special meeting, with or without amendment, by at least two-thirds of the votes cast, or a resolution consented to by each Member entitled to vote at a meeting of the Members.

1.2 Interpretation

Other than as specified in section 1.1, all terms contained in these By-laws that are defined in the Act shall have the meanings given to such terms in the Act. Any references to the Act or sections

of the Act include any changes to the Act or to such sections. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws. If any of the provisions contained in these By-laws are inconsistent with those contained in the Act or the Articles, the provisions contained in the Act or the Articles, as the case may be, shall prevail.

1.4 Execution of Contracts

Contracts, documents and other instruments in writing requiring execution by the BTC may be signed by any two Directors, one of whom must be an Officer. Notwithstanding the foregoing, the Directors may from time to time direct the manner in which and the individual or individuals by whom a particular document or type of document shall be executed.

1.5 Registered Office

The registered office of the BTC shall be in Hamilton. The municipality or geographic township in which the BTC's registered office is located may be changed to another place in Ontario by Special Resolution. The address of the BTC's registered office within a municipality or geographic township may be changed by resolution of the Directors from time to time.

ARTICLE 2- DIRECTORS

2.1 Duties

The Directors shall manage or supervise the management of the activities and affairs of the Corporation.

2.2 Number

- (a) There shall be 19 Directors.
- (b) The Members may, by Special Resolution, change the number of Directors from time to time, within the minimum and maximum numbers of Directors set out in the Articles, or, if a Special Resolution of the Members empowers the Directors to determine the number of Directors, the number may be changed by resolution of the Directors.
- (c) A decrease in the number of Directors will not shorten the term of an incumbent Director.

2.3 Qualifications

A Director:

- (a) must be an individual;
- (b) must be a Member in good standing;
- (c) must be at least eighteen years old;
- (d) must not have been declared incapable by any court in Canada or elsewhere;
- (e) must not have the status of a bankrupt;
- (f) must not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property; and
- (g) must not be an “ineligible individual” under the *Income Tax Act* (Canada).

2.4 Election and Term

- (a) A Director’s term of office commences at the conclusion of the meeting at which the Director is elected or appointed and terminates on the later of the conclusion of the third AGM following the election and the date that a successor is elected or appointed.
- (b) Directors who are first elected prior to the 2024 AGM shall be eligible for re-election for up to two additional three year terms, to a maximum consecutive term limit of nine years. Directors who are first elected at the 2024 AGM and thereafter shall be eligible for re-election for one additional three year term, to a maximum consecutive term limit of six years. A Director shall be eligible for re-election or re-appointment after an absence of three years from the Board but may not serve for more than a cumulative total of 12 years on the Board. No Director may serve on the Board in excess of the term limit set out in these By-laws except that a Director who holds the position of Chair may be re-elected or re-appointed as a Director beyond such term limit to enable the Director to continue to hold the position of Chair for the maximum term limit set out in section 4.1.
- (c) Each Club shall be entitled to nominate one Director to hold office on the Board at any one time.
- (d) The nomination and election of Directors shall take place in accordance with these By-laws and any BTC nomination and election policy as established by the Directors from time to time and made publicly accessible on the BTC’s website.

2.5 Vacancies

The office of a Director shall be vacated immediately:

- (a) if the Director resigns office by written notice to the Chair (or if the Director is the Chair, then by written notice to another Officer), which resignation shall be

effective at the time it is received by the Chair (or other Officer, as applicable) or at the time specified in the notice, whichever is later;

- (b) if the Director dies;
- (c) if the Director ceases to meet the qualifications for being a Director set out in section 2.3; or
- (d) if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of the Director's term of office.

2.6 Filling Vacancies

- (a) A vacancy on the Board shall be filled as follows:
 - (i) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote but if they fail to do so, then the vacancy may otherwise be filled in accordance with this section 2.6;
 - (ii) if there is not a quorum of Directors in office or there has been a failure to elect the minimum number of Directors set out in the Articles, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member in good standing;
 - (iii) any other vacancy may be filled by a quorum of Directors then in office.
- (b) A Director elected or appointed to fill a vacancy among the Directors pursuant to this section 2.6 shall hold office for the remainder of the predecessor's term or until a successor is elected or appointed, whichever is sooner.

2.7 Committees

The Directors may establish any committees they determine necessary and delegate powers of the Directors to any such committees, subject to the limitations on delegation set out in subsection 36(2) the Act. The Directors shall determine the composition and terms of reference for any such committees. The Directors may disband any committee and may remove any member of a committee, at any time as they see fit.

2.8 Remuneration of Directors

The Directors shall serve as such without remuneration and, subject to section 6.1, no Director shall directly or indirectly receive any profit from occupying the position of Director; however, a Director may be reimbursed for reasonable expenses incurred by the Director in the performance of the Director's duties.

ARTICLE 3 – DIRECTORS’ MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair or any three Directors at any time and at any place on such notice as is required by these By-laws.

3.2 Notice

- (a) The Chair may fix the time and place of regular Directors’ meetings and shall notify each Director in the manner provided in Article 10 of these By-laws of such regular meetings. No other notice shall be required for any such meetings.
- (b) Notice of the time and place for the holding of other meetings of the Directors shall be given in the manner provided in Article 10 of these By-laws to every Director not less than five days before the date that the meeting is to be held (or on 24 hours’ notice if determined necessary by the Chair).
- (c) Directors’ meetings held immediately following an AGM and a meeting of the Directors at which a Director is appointed to fill a vacancy on the Board may be held without notice to the newly elected or appointed Directors or Director, provided that a quorum of the Directors is present and that all individuals who were nominated, elected or appointed were notified prior to the meeting that such a meeting may be held.

3.3 Quorum

A quorum for the transaction of business at any meeting of the Directors shall be a majority of the number of Directors. Notwithstanding any vacancy among the Directors, a quorum of Directors may exercise all the powers of the Directors. No formal business shall be transacted at any meeting of the Directors if at that time a quorum is not present.

3.4 Chair

The Chair shall preside at Directors’ meetings. In the absence of the Chair, the Directors present at a meeting shall choose one of their number to act as the chair of the meeting. If the Chair knows in advance of a Directors’ meeting that they will not be in attendance at the meeting, the Chair shall appoint another Director to act as the chair of the meeting.

3.5 Voting

Each Director has one vote. No person shall act for an absent Director at a meeting of Directors. Questions arising at any Directors’ meeting shall be decided by a majority of votes. In case of an equality of votes, the matter in question shall be defeated.

3.6 Participation by Telephone or Other Communications Facilities

If all of the Directors consent, a Director may participate in a meeting of the Directors or of a committee of Directors by telephonic or electronic means that permit all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

ARTICLE 4 – OFFICERS

4.1 Officers

At the Directors' first meeting following an AGM, the Directors shall appoint a Director as the Chair and may appoint a Director as the Vice-Chair. The Directors may employ a Chief Executive Officer who may not be a Director but who shall be an Officer. The Directors may appoint other Officers, who need not be Directors, as they deem necessary and who shall have such authority and shall perform such duties as the Directors may prescribe from time to time. A Director may be re-appointed as an Officer, provided that a Director may only hold the position of Chair for a maximum of four consecutive years.

4.2 Removal

The Chair and the Vice Chair (if any) may be removed from their office by a two-thirds majority vote of those Directors present and voting at a meeting of the Directors. The Directors may remove any other Officers by majority vote of those Directors present and voting at a meeting of the Directors.

4.3 Duties

Officers shall have such authority and shall perform such duties as the Directors may prescribe from time to time subject to the limitations on delegation set out in subsection 36(2) of the Act and they may not delegate to others the performance of any or all of such duties.

ARTICLE 5 – PROTECTION OF DIRECTORS AND OFFICERS

5.1 Indemnification

The BTC shall indemnify the Directors and Officers, and such other persons, as permitted by the Act and in such other circumstances as the law permits or requires. The BTC shall also purchase and maintain insurance for the benefit of the Directors and Officers, and such other persons, as permitted by the Act and the law applicable to charities.

ARTICLE 6 – CONFLICT OF INTEREST

6.1 Conflict of Interest

The Directors and Officers shall comply with the conflict of interest requirements of the Act and any conflict of interest policies approved by the Directors from time to time. In particular, and without limitation, no Director shall, directly or indirectly, receive a financial benefit, through a

contract or otherwise, from the BTC unless the provisions of the Act (including, without limitation, section 41) and the law applicable to charities are complied with.

ARTICLE 7 – MEMBERS

7.1 Entitlement

There shall be one class of Members of the BTC comprised of those individuals, households, community organizations and corporations that are interested in furthering the BTC's purposes and that are admitted in accordance with the BTC's Membership Policy.

7.2 Termination

The interest of a Member in the BTC is not transferable and automatically terminates if the Member resigns, fails to pay any membership dues by the applicable deadline or if the Members' membership is terminated in accordance with these By-laws and the Act.

7.3 Disciplinary Act or Termination of Membership for Cause

- (a) Upon 15 days' written notice to a Member, the Directors may pass a resolution authorizing disciplinary action with respect to a Member or the termination of the membership of a Member:
 - (i) if the Member has breached any provision of the Articles or By-laws or any written policies of the BTC;
 - (ii) if the Member has engaged in any conduct which the Directors determine is detrimental to the BTC; or
 - (iii) for any other reason that the Directors, in their sole discretion, determine is reasonable having regard to the purposes of the BTC.
- (b) The notice shall set out the reasons for the disciplinary action or termination of the Members' membership. The Member receiving the notice shall be entitled to give the Directors a written submission opposing the disciplinary action or termination not less than five days before the end of the 15-day notice period. The Directors shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of the Members' membership.
- (c) If the Member who is subject to termination is a Director, the termination of the Member's membership must be approved by the Members at a Members' meeting.

7.4 Clubs and Dues

- (a) The Directors may from time to time establish or terminate clubs of the BTC (individually a "**Club**" and collectively, the "**Clubs**"). The Clubs of the BTC shall have such powers and shall be subject to such conditions as are set out in these By-laws or as the Directors may determine from time to time.

- (b) The annual dues levied upon the Members shall be as determined by the Directors. Any dues paid by Members who are members of a Club shall be shared with the Club in such proportion as is determined by the Directors from time to time.

ARTICLE 8 – MEMBERS’ MEETINGS

8.1 Annual Meetings

- (a) An AGM shall be held not later than 15 months after the holding of the preceding AGM and not later than six months after the end of the BTC’s financial year end.
- (b) At every AGM, the following business shall be conducted:
 - (i) the financial statements approved by the Directors as well as the report of the Auditor shall be presented to the Members;
 - (ii) the Members shall appoint the auditor for the ensuing year; and
 - (iii) the Members shall elect Directors if an election of Directors is required.
- (c) The Members may consider and transact special business at an AGM subject to section 8.4.

8.2 Special Meetings

- (a) Special meetings of the Members may be convened by the Chair or by any three Directors at any date and time, including in conjunction with an AGM, to consider any special business.
- (b) The Directors are required to call a Special Meeting within 21 days of receipt by the Corporation of a written requisition of Members carrying at least five percent (5%) of the votes that may be cast at a meeting of Members, except as otherwise provided in the Act.
- (c) If the Directors fail to call a Special Meeting as required by subsection 8.2(b), any Member who has signed such requisition may call the Special Meeting.

8.3 Place and Time of Meetings

Meetings of the Members shall be held on such day and at such time and place in Ontario as the Directors may determine.

8.4 Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any Members’ meeting shall be given in the manner specified in the Act to each Member, to each Director and to the auditor. Notice of any meeting where special business will be transacted must state the nature of the business in sufficient detail to permit a Member entitled to vote on such business to form a

reasoned judgment on the business and state the text of any Special Resolution(s) to be submitted to the meeting.

8.5 Quorum

A quorum for the transaction of business at a meeting of the Members is 50 of the Members entitled to vote at the meeting, whether present in person or by proxy. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

8.6 Chair of Meetings

The Chair shall be the chair of all meetings of the Members. If the Chair or Vice-Chair (if any) is absent, the Members who are present and entitled to vote at the meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members shall choose one of their number to chair the meeting.

8.7 Authorized Representative

Each Member that is not an individual shall appoint a representative to attend and vote at meetings of Members on its behalf in accordance with the BTC's Membership Policy.

8.8 Voting

- (a) Each Member in good standing who has been a Member for at least 50 days shall be entitled to one vote on each question put to the Members at Members' meetings.
- (b) Resolutions proposed at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws.
- (c) In case of an equality of votes, the chair of the meeting shall not have a second or casting vote and the resolution shall be deemed to be decided in the negative.

8.9 Fundamental Changes

A Special Resolution is required to make any amendment to the Articles to:

- (a) change the BTC's name;
- (b) add, remove or change any restriction upon the activity or activities that the BTC may carry on or upon the powers that the BTC may exercise;
- (c) create a new class of Members;
- (d) change a condition required for being a Member;
- (e) change the designation of any class of Members or add, change or remove any rights or conditions of any such class;

- (f) divide any class of Members into two or more classes and fix the rights and conditions of each class;
- (g) add, change or remove a provision respecting the transfer of a membership;
- (h) subject to section 30 of the Act, increase or decrease the number of, or the minimum or maximum number of, Directors fixed by the Articles;
- (i) change the purposes of the BTC;
- (j) change to whom the property remaining on liquidation after the discharge of any liabilities of the BTC is to be distributed;
- (k) change the manner of giving notice to the Members;
- (l) change the method of voting by the Members not in attendance at a Members' meeting; or
- (m) add, change or remove any other provision that is permitted by the Act to be set out in the Articles.

8.10 Proxies

Members may vote by appointing in writing a proxyholder, or one or more alternate proxyholders, to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the requirements of the Act.

8.11 Voting by Mail or Electronic Means

If the Directors so determine, a vote of the Members may be conducted by mail or by telephonic or electronic means if:

- (a) the votes can be verified as having been made by Members entitled to vote; and
- (b) the BTC is not able to identify how each Member voted.

8.12 Electronic Participation and Meetings

If the Directors so determine, a meeting of the Members may be held in whole or in part by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting. A person participating in such a meeting by such means is deemed to be present at the meeting.

ARTICLE 9– FINANCIAL

9.1 Borrowing Power

- (a) The Directors may from time to time:

- (i) borrow money on the credit of the BTC;
 - (ii) issue, reissue, sell or pledge debt obligations of the BTC;
 - (iii) give a guarantee on behalf of the BTC to secure performance of an obligation of any person;
 - (iv) mortgage, pledge or otherwise create a security interest in all or any property of the BTC, owned or subsequently acquired, to secure any debt obligation; and
 - (v) delegate the powers conferred on the Directors under this subsection to a Director, a committee of Directors or one or more Officers and to such extent and in such manner as the Directors shall determine.
- (b) The powers conferred by this section 9.1 shall be deemed to be in supplement of and not in substitution for any powers to borrow money for the purposes of the BTC possessed by the Directors or Officers independently of these By-laws, including, without limitation, under the ONCA.

9.2 Financial Year

The financial year of the BTC shall end on June 30th in each year or on such other date as the Directors may from time to time by resolution determine, subject to approval by the Canada Revenue Agency.

9.3 Auditor

- (a) The Members shall at each AGM appoint an auditor who meets the qualifications set out in the Act to hold office until the close of the next AGM.
- (b) The remuneration of the auditor shall be fixed by the Members but, if not so fixed, by the Directors.
- (c) The Members in good standing may, by resolution passed by at least two-thirds of the votes cast at a special meeting of the Members of which notice of intention to pass the resolution has been given, remove any auditor before the expiration of the auditor's term of office and shall by a majority of the votes cast at that meeting appoint another auditor in such auditor's stead for the remainder of the term.
- (d) Any vacancy in the office of the auditor, including a vacancy that is not filled pursuant to subsection (c) of this section 9.3, shall be filled immediately by the Directors.

9.4 Financial Statements

- (a) The BTC shall place before the Members at every AGM a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act.

- (b) The BTC shall, at least 21 days before each AGM, send a copy of the annual financial statements and other documents referred to in subsection 84(1) of the Act to all Members who have informed the BTC that they wish to receive a copy.

ARTICLE 10 – NOTICES

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor shall be given by prepaid mail, by personal delivery or by electronic means in accordance with the *Electronic Commerce Act, 2000* to any such Member or Director at their latest address as shown in the records of the BTC, and to the auditor at its business address.

10.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice

All actions taken at a meeting in respect of which a notice has been sent shall be valid even if:

- (a) by accident, notice was not sent to any person;
- (b) notice was not received by any person; or
- (c) there was an error in a notice that did not affect the substance of that notice.

10.4 Waiver of Notice

Any person may waive any notice, or waive or abridge the time for the notice, in whole or in part, required to be given under any provision of these By-laws or otherwise and such waiver, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. In particular, meetings of the Members or Directors may be held at any time without notice if all the persons entitled to notice of the meeting are present and waive notice or if all of the absent persons waive notice before or after the date of such meeting.

ARTICLE 11 – ADOPTION AND AMENDMENT OF BY-LAWS

11.1 Amendments to By-laws

- (a) The Directors may by resolution make, amend or repeal any By-law that regulates the activities or affairs of the BTC, except in respect of a matter referred to in subsection 11.1(b). The Directors shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by resolution passed by at least a majority of the votes cast. The By-law, amendment or repeal is effective from the

date of the resolution of the Directors. If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed.

- (b) A By-law, amendment to a By-law or repeal of a By-law in respect of a matter referred to in subsection 8.9(g), (k) or (l) of these By-laws requires a special resolution of the Members in order to be effective.

11.2 Repeal of By-laws

All previous By-laws are hereby repealed. The repeal of any By-law shall not affect the previous operation of, or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to such By-law prior to its repeal. All Directors, Officers and other persons acting under any By-law repealed in whole or in part shall continue to act as if elected or appointed under the provisions of these By-laws.

Enacted on the ● day of ●, 20●.

Chair

Chief Executive Officer