

Guelph Hiking Trail Club

ARTICLES OF INCORPORATION

ARTICLE 1 NAME

The name of this organization shall be the GUELPH TRAIL CLUB, operating as the GUELPH HIKING TRAIL CLUB.

ARTICLE 2 OBJECTIVES

The objectives of the Club shall be:

- 1) to stimulate interest in hiking,
- 2) to establish and maintain trails for hiking, as a single use or as one of the permitted uses on a multi-use trail,
- 3) to encourage awareness of the natural environment, and
- 4) to promote the conservation of the natural environment.

BY-LAW 1

Section 1 GOVERNANCE

1.01 The affairs of the Club shall be governed by a Board of Directors, consisting of four members of the Club who shall be elected by the members, together with the immediate Past-President of the Club, who shall serve in an ex-officio and non-voting capacity.

1.02 The elected Directors shall be:

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer

1.03 The Board of Directors shall establish an Executive Committee and may delegate its responsibilities to the Executive Committee.

1.04 The Executive Committee shall consist of the five members of the Board, plus Officers who shall be Members of the Club and have responsibilities for designated Officer Positions required to carry out Club programs and activities.

1.05 The Board of Directors shall appoint, or confirm the continuing appointment of, members of the Club to fill the Officer Positions.

1.06 The list of Officer Positions is contained in Schedule A of these By-Laws.

1.07 The Board of Directors may, from time to time, add to, or revise, the list of Officer Positions set out in Schedule A attached to this By-Law.

1.08 Nothing in this By-Law shall prevent a member of the Board of Directors from being appointed to an Officer Position, or from one Member holding more than one Officer Position.

1.09 The Board of Directors, meeting together with the Officers as the Executive Committee, shall hold not less than six meetings in each fiscal year.

1.10 The quorum for meetings of the Directors with the Officers shall be six, of which not less than two shall be Directors.

1.11 Business arising at any meeting of the Executive Committee shall be decided by a majority of the votes cast at that meeting. Each Director and each Officer who is not a Director present, shall have one vote.

1.12 If any Director misses three consecutive meetings of the Executive Committee without prior notice, he/she may be replaced at the discretion of the remaining Directors.

1.13 The Board of Directors may appoint a member of the Club to fill a vacancy on the Board that was left vacant at the election of Directors at an Annual Meeting, or arising from the resignation or incapacity of a Director, including the Immediate Past-President. Such appointments shall be for a term ending at the next Annual Meeting.

1.14 The Board of Directors may establish other committees and appoint their Chairs, as deemed necessary for the execution of the Club's responsibilities.

Section 2 MEMBERSHIP

2.01 Membership of the Club shall be open to all persons, families and organizations that subscribe to the Objectives of the Club and have applied for membership and have paid their membership fee, unless waived.

2.02 Membership fees shall be recommended by the Executive Committee for approval by a majority of the members at the Annual Meeting, for the next fiscal year. Fees may include arrangements for pre-paid multi-year membership payments.

2.03 Honorary memberships, which may be granted by the Club to a person who, through his/her volunteer activities, has contributed significantly to the Club, are exempt from paying membership fees.

2.04 Annual membership fees become due on September 1 of each year.

2.05 A member may resign at any time, by writing to the Membership Secretary. Nonpayment of dues shall be considered as equivalent to a resignation.

Section 3 FINANCES

3.01 The Club shall be carried on without the purpose of gain for its members, and any profits and accretions of the Club shall be used in furthering its objectives.

3.02 In the event of the dissolution of the Club, after payments of all debts and liabilities, its remaining property shall be distributed, at the discretion of the Board of Directors, to one or more charitable organizations whose objectives are similar to those of the Club, and which carry on their work in the province of Ontario.

3.03 The fiscal year of the Club shall be from September 1 to August 31.

3.04 The accrual basis of accounting shall be used for membership revenues.

3.05 At its first meeting after the Annual Meeting, the Executive Committee shall establish budget guidelines for revenues and expenditures for the current fiscal year.

Section 4 ELECTION OF DIRECTORS

4.01 Each year, the Board of Directors shall appoint a member of the Club to be Chair of the Nominating Committee at least 60 days prior to the Annual Meeting.

4.02 Other Club members may be appointed to the Nominating Committee at the discretion of the Chair.

4.03 The Chair shall present to the members at the Annual Meeting, a proposed slate of Club members as candidates for election as the Directors of the Club.

4.04 Additional nominations may be made by any Club member at the Annual Meeting.

4.05 All nominations shall be with the prior consent of the nominee.

4.06 The Club members present at the Annual Meeting, or present through their proxy, shall elect, by majority vote, a Director for each of the four positions as set out in Section 1.02 of this By-Law. In the event there is no nominee for one of the positions, the position shall be left vacant until it can be filled in accordance with Section 1.13 of this By-Law.

4.07 The Directors shall be elected by a majority vote of the Members present, or present through their proxy, at the Annual Meeting. The term of office of a Director commences on the date of the meeting at which they were elected or appointed and ends at the subsequent Annual Meeting.

4.08 The maximum continuous length of time a Club member may serve in the position of President or Vice-President or Secretary, shall be three years. The maximum continuous length of time a Club member may serve as Director is nine years. A Club member may serve again as a Director after not less than one year has elapsed since his/her most recent term of office as a Director.

Section 5 GENERAL MEETINGS OF CLUB MEMBERS

5.01 There shall be an Annual Meeting of the Club members, which shall be held in the City of Guelph within four months of the commencement of the fiscal year.

5.02 The business to be transacted at the Annual Meeting shall be:

- i) to receive and approve the minutes of the last Annual Meeting and later special meetings,
- ii) to consider and approve the financial statements for the past fiscal year,
- iii) to receive the report of the person who was appointed to conduct a review engagement,
- iv) to appoint or reappoint the person to conduct a review engagement at the coming year end,
- v) to set membership fees for the next fiscal year,
- vi) to receive reports from Directors and Officers,
- vii) the election of Directors, and
- viii) such other or special business as may be set out in the notice of the meeting.

No other item of business shall be transacted at the Annual Meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the Annual Meeting in accordance with this By-Law, so that such item of new business can be included in the notice of the Annual Meeting.

5.03 The Directors may call a Special Meeting of the members. A date and location shall be set by the Directors for a Special Meeting on written requisition of not less than five Club members for any purpose connected with the affairs of the Club, within 21 days of the receipt of such requisition by the Secretary.

5.04 Notice of any annual or special meetings of the membership shall be given to each Member, and to the person appointed to conduct a review engagement, where applicable, not less than 21 and not more than 50 days before such meeting. Such notice must contain sufficient information to permit the Members to form a reasonable judgement on the decision to be taken, and shall remind the Members of the right to vote by proxy.

5.05 Such notice may be given by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means at their latest address as shown in the records of the Club and to the person appointed to conduct a review engagement, where applicable. The notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person or persons requesting the Special Meeting.

5.06 A quorum for the transaction of business at annual or special meetings of the Members, shall be the number of Members present in person or present through their proxy.

5.07 Business arising at any Members' meeting shall be decided by a majority of votes of the Members present or present through their proxy. In the event of a tied vote, the President, or other chairperson of the meeting, if a Member of the Club, shall cast the deciding vote.

5.08 Each paid and Honorary membership shall be entitled to one vote at any meeting.

5.09 The only persons entitled to attend special or annual meetings of members are the Members, Directors, proxy holders, if any, and the person appointed to conduct a review engagement. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

Section 6 AMENDMENTS

6.01 Notwithstanding Section 5.07 of this By-Law, resolutions to change the Articles of Incorporation and to enact new By-Laws, and the repeal, amendment or re-enactment thereof, shall be approved by at least two-thirds of the votes cast by Members present, or present through their proxy, at an Annual Meeting or at a meeting of Members duly called for the purpose of considering such resolutions. The notice of such meeting shall include the wording of the proposed additions, deletions and amendments.

Section 7 DUTIES OF THE DIRECTORS AND OFFICERS

7.01 Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

7.02 The President shall be the chair of all meetings of the Directors, the Executive Committee, and Members. In the absence of the President, the Vice-President shall chair such meetings. In the absence of both the President and the Vice-President, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

7.03 The President shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board of Directors may determine from time to time.

7.04 The Vice-President shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board of Directors may determine from time to time.

7.05 The Secretary shall perform the duties described in Schedule D and such other duties as may be required by law or as the Board of Directors may determine from time to time.

7.06 The Treasurer shall perform the duties described in Schedule E and such other duties as may be required by law or as the Board of Directors may determine from time to time.

7.07 The Immediate Past-President shall act in an advisory capacity to the Directors and the Executive Committee.

7.08 The members of the Executive Committee shall serve as such without remuneration and shall not, directly or indirectly, receive any profit from occupying their position.

Section 8 PROTECTION OF DIRECTORS AND OFFICERS

8.01 No Director or Officer of the Club is liable for the acts, neglects or defaults of any other Director or Officer, or for any receipt, loss, damage or expense happening to the Club through the insufficiency or deficiency of any property, security, or investment acquired for the Club, or the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom any moneys, securities or effects are deposited, or for any other loss, damage or misfortune which may happen in the execution of their Club duties or trust, provided that they have complied with applicable legislation and the Club's articles and By-Laws and discharged their duties in a diligent and legal manner.

8.02 The Club shall at all times purchase and have in effect Directors' and Officers' Liability Insurance.

Section 9 BANKING

9.01 The Directors are authorized and required to open and maintain an account with a recognized chartered bank, trust company or credit union authorized to accept funds for deposit.

9.02 The signing officers for negotiable instruments and contracts are the President, Vice-President, Secretary and Treasurer. Any two of these are authorized to sign on behalf of the Club.

9.03 Cheques issued by the Club for payment of goods and services required in the ongoing functions of the Club, may be issued with the single signature of the Treasurer, or by more than one signing officer as may be determined by the Directors from time to time.

9.04 All proposed contracts must be approved by a majority vote of the Executive Committee, prior to the signing officers binding the Club by their signatures.

Section 10 REPEAL OF PRIOR BY-LAWS

10.01 This By-Law 1 repeals all prior by-laws of the Club.

Enacted November 21, 2013

President

Secretary

For the Schedules A through E, attached to, and forming part of this By-Law, see the following pages.

SCHEDULES

SCHEDULE A List of Officer Positions

- | | |
|--|-----------------------------------|
| i) Radial Line Trail Coordinator | vi) Publicity Coordinator |
| ii) Speed River Trail Coordinator | vii) Newsletter Editor |
| iii) Kissing Bridge Trailway Coordinator | viii) Hike Ontario Representative |
| iv) Membership Secretary | ix) Website Manager |
| v) Hiking Program Coordinator | x) Social Convenor |

SCHEDULE B Position Description of the President

ROLE STATEMENT:

The President provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The President co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and the Officers. The President ensures the Board discusses all matters relating to the Board's mandate.

RESPONSIBILITIES:

Fiduciary Responsibilities: Leads the Directors in ensuring the fulfillment of the fiduciary responsibilities of the Board and of the individual Directors, acting as the trustees and stewards elected by the Members to ensure the continuing well-being of the Club.

Agendas: Establishes agendas aligned with annual Board goals and presides over Board meetings if also holding the office of Chair. Ensures meetings are effective and efficient for the performance of governance work. Ensures that a schedule of Board meetings is prepared annually.

Direction: Serves as the Board's central point of communication with the Executive Committee, provides guidance to the Executive Committee regarding the Board's expectations and concerns. In collaboration with the Executive Committee, develops standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

Performance Appraisal: Leads the Board in monitoring and evaluating the performance of Officers through an annual process.

Work Plan: Ensures that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

Representation: Serves as the Board's primary contact with the public.

Reporting: Reports regularly to the Board on issues relevant to its governance responsibilities.

Board Conduct: Sets a high standard for Board conduct and enforces policies and By-Laws concerning Directors' conduct.

Mentorship: Serves as a mentor to other Directors. Ensures that all Directors contribute fully. Addresses issues associated with underperformance of individual Directors.

Succession Planning: Ensures succession planning occurs for the Executive Committee and the Board.

Committee Membership: Serves as a member on all Board committees.

SCHEDULE C Position Description of the Vice-President

ROLE STATEMENT:

The Vice-President works collaboratively with the President to support the Board of Directors in achieving its fiduciary responsibilities.

RESPONSIBILITIES:

Performs the duties of the President, including acting as Chair at meetings of the Executive Committee and of Members, in the absence of the President.

SCHEDULE D Position Description of the Secretary

ROLE STATEMENT:

The Secretary works collaboratively with the President to support the Board in fulfilling its fiduciary responsibilities.

RESPONSIBILITIES:

Board Conduct: Supports the President in maintaining a high standard for Board conduct and upholds policies and the By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management: Ensures that a roll is maintained and regularly up-dated of the names and addresses of the Members. Ensures the proper recording and maintenance of minutes of all meetings of the Club, the Board and Board committees. Attends to correspondence on behalf of the Board. Has custody of all minute books, documents, registers and the seal, if any, of the Club and ensures that they are maintained as required by law. Ensures that all reports are prepared and filed as required by law or requested by the Board.

Meetings: Gives such notice as required by the By-Laws of all meetings of the Club, the Board and Board

committees. Attends all meetings of the Club, the Board and Board committees.

SCHEDULE E Position Description of the Treasurer

ROLE STATEMENT:

The Treasurer works collaboratively with the President and the Executive Committee, to support the Board in achieving its fiduciary responsibilities.

RESPONSIBILITIES:

Board Conduct: Maintains a high standard for Board conduct and upholds policies and By-Laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Custody of Funds: Maintains custody of the funds and securities of the Club and keeps full and accurate accounts of all assets, liabilities, receipts and disbursements of the Club in the books belonging to the Club and deposits all monies, securities and other valuable effects in the name and to the credit of the Club in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. Disburses the funds of the Club as may be directed by proper authority taking proper vouchers for such disbursements, and renders to the President, Directors and Officers at the regular meeting of the Executive Committee, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Club.

Mentorship: Serves as a mentor to other Directors in fiduciary responsibilities.

Financial Statement: Presents to the Members at the Annual Meeting as part of the annual report, the financial statement of the Club approved by the Board together with the report of the person who has conducted the review engagement.

End of By-Law 1 and Schedules thereof.