



Annual General Meeting - Sunday April 12, 2026 - 2:00 pm to 4:00 pm

Victoria Park Seniors Centre

150 Albert Street West, Fergus, ON

Agenda:

- 1. Welcome and motion to accept the agenda. — Ian MacRae**
(Moved: Marty Papernick, Seconder: Mike Celetti)

- 2. Motion to accept the minutes from the 2025 AGM as published. — Ian MacRae**
(Moved: Sean Carson, Seconder: Renée Hadenko)

- 3. Reports**
 - a. Finance Report — Don Speers**
(Moved: Pat Jeppesen, Seconder: Mike Celetti)

 - b. Motion to consent to waive the requirement for an audit – Ian MacRae**
(Moved: Don Speers, Seconder: Marty Papernick)

 - c. Events Report — Bridgett Pellar, Pat Jeppesen, Renée Hadenko**
(Moved: Ian MacRae, Seconder: Sean Carson)

 - d. Membership Report — Bridgett Pellar, Pat Jeppesen, Renée Hadenko**
(Moved: Sean Carson, Seconder: Mike Celetti)

- 4. Chair's Comments— Ian MacRae**
(Moved: Pat Jeppesen, Seconder: Don Speers)

- 5. Nomination Report — David Strang**
Motion to accept the directors nominated for 2026-2027
(Moved: Mike Celetti, Seconder: Renée Hadenko)

- 6. Motion to adjourn the business portion of the meeting — Ian MacRae**
(Moved: Pat Jeppesen, Seconder: Mike Celetti)

- Short Break -

7. **Guest Speaker** – Natalie Faught, Senior Coordinator, Credit Valley Trail and Indigenous Engagement, Credit Valley Conservation accompanied by Dayana Gomez, Executive Director Credit Valley Conservation Foundation.

Introduce Speakers: Ian MacRae

Thank Speakers: Ian MacRae

8. **Final Remarks and Conclusion of AGM—** Ian MacRae



ELORA CATARACT TRAILWAY ASSOCIATION

General Meeting 2025 - Minutes

Sunday, April 6, 2025 – 2 p.m.

Victoria Park Seniors Centre

150 Albert Street West, Fergus, ON

Call to order, Chair recognized quorum.

1. Motion to accept the agenda.

(Moved: Don Speers, Seconder: Mike Celetti) Carried

2. Motion to accept the minutes from the 2024 AGM as published.

(Moved: Marty Papernick, Seconder: Andrew Kobus) Carried

3. Recognition:

The late **James (Jim) Richard Gibbons** former Reeve and mayor of Fergus was remembered for his support of the Trailway.

Tom Skimson, retiring Board member, and former Chair, was recognized for his long service to the Association.

Andrew Kobus, retiring Board member, was recognized for his long service to the Association.

4. Reports:

a. Finance Report — Don Speers (attached as appendix A)

Motion to accept the financial report. (Moved: David Strang, Seconder: Rick Goodfellow) **Carried**

b. Motion to waive the requirement for an audit (Moved: Mike Celetti, Seconder: Rick Goodfellow) **Carried.**

c. Governance Report — Ian MacRae

Noted the Not-for-Profit Corporations Act requirement for amendment of the Articles and advice to revise the bylaws in light of the Act. The proposed amendments to the articles and By-law #2 were made available to members with the meeting notice. Ian noted the key changes, 3 to 11 directors and reduction in quorum to the lesser of 20% or 20 members. **Motion** to accept the Report. (Moved: Tom Skimson, Seconder: Don Speers) **Carried**

d. Motion to approve Articles of Amendment (attached as appendix B)

(Moved: Andrew Kobus, Seconder: Rick Goodfellow) **Carried**

e. Motion to approve By-law #2 (attached as appendix C, Board Resolution attached as appendix D) (Moved: David Strang, Seconder: Marty Papernick) **Carried**

5. **Chairs Comments** — Ian MacRae

Reported: the change in ECTA's email provider to ZOHO and arrangements for fee payment by e-transfer, the results of the trail user survey, ECTA's participation in the Bikes and Blues Festival, the upgrading of our trail counters and adding a counter on the Trestle Bridge trail, the widening of 5.3K of trail in urgent need of repair funded by a donation from Nexans, the planned new trail route through Fergus, the need for donations to fund further trail maintenance, plans to revise the Kiosk and brochure trail maps and replace the online map with an active map detailing amenities and closures. In response to questions the Chair detailed the ECTA's role in funding maintenance, the need for donations and identified a consensus in favour of ads on the website. Members also expressed concern over lack of courtesy on the trail and e-bikes on the trail.

6. **Nomination Report** — David Strang

Noted that pursuant to bylaw 2, 6 members of the board, Ian MacRae, Don Speers, Marty Papernick, Rick Goodfellow, Mike Celetti and David Strang, will be completing there 2-year term in 2025. Nominated, Pat Jeppesen, Bridgett Pellar, Renee Hadenko, and Sean Carson for election to the Board for a 2-year (2025 & 2026) term.

Motion to accept the directors nominated for 2025 & 2026 (Moved: Tom Skimson, Seconder: Andrew Kobus) **Carried**.

7. **Motion** to adjourn the business portion of the meeting. (Moved: Pat Jeppesen, Seconder: Bridgett Pellar) **Carried**.

Break

Introduction of Guest Speaker Nicola Ross, Author Loops & Lattes Hiking Guides by Rick Goodfellow. Nicola gave an interesting and informative presentation on walking the Bruce Trail.

8. **Final remarks and concluded the 2025 GM** - Ian MacRae

**ELORA CATARACT TRAILWAY ASSOCIATION
STATEMENT OF REVENUE AND EXPENDITURES
FOR THE YEAR ENDED DECEMBER 31, 2024**

	2024	2023
	\$	\$
REVENUE		
Membership Fees	2,625	3,035
Grants and Donations	5,300	5,000
	<u>7,925</u>	<u>8,035</u>
EXPENDITURES		
Trail Maintenance	5,000	16,000
Insurance	2,078	2,187
Bike Bells		508
Kiosk Project		5,181
Office, newsletter and promotion	1,170	1,192
Association Memberships	275	275
	<u>8,523</u>	<u>25,343</u>
EXCESS OF REVENUE OVER EXPENDITURES FOR THE YEAR	- 598	- 17,308
EQUITY at beginning of year	8,856	26,164
EQUITY at end of year	<u>8,258</u>	<u>8,856</u>

**ELORA CATARACT TRAILWAY ASSOCIATION
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED DECEMBER 31, 2024**

The Elora Cataract Trailway Association is a volunteer organization incorporated without share capital in the Province of Ontario to manage and improve the trailway on the abandoned rail line from Elora to Cataract, Ontario

**ELORA CATARACT TRAILWAY ASSOCIATION
BALANCE SHEET
AS AT DECEMBER 31, 2024**

ASSETS

	2024	2023
	\$	\$
CURRENT		
Cash	12,759	13,356
	<u>12,759</u>	<u>13,356</u>

LIABILITIES

Accounts Payable	0	0
RESERVE - FIVE YEAR MEMBERSHIPS	4,500	4,500
MEMBERS' EQUITY	8,258	8,856
	<u>12,758</u>	<u>13,356</u>



For questions or more information to complete this form, please refer to the instruction page.

Fields marked with an asterisk (*) are mandatory.

1. Corporation Information

Corporation Name *

Elora Cataract Trailway Association

Ontario Corporation Number (OCN) *

1151541

Company Key *

[REDACTED]

Official Email Address *

info@trailway.org

2. Contact Information

Please provide the following information for the person we should contact regarding this filing. This person will receive official documents or notices and correspondence related to this filing. By proceeding with this filing, you are confirming that you have been duly authorized to do so.

First Name *

Ian

Middle Name

Last Name *

MacRae

Telephone Country Code

1

Telephone Number *

519-897-7005

Extension

Email Address *

ianmacrae@ianmacrae.org

3. Corporation Name

Complete this section only if you are changing the corporation name

The corporation will have:

- an English name (example: "Green Institute Inc.")
- a French name (example: "Institut Green Inc.")
- a combination of English and French name (example: "Institut Green Institute Inc.")
- an English and French name that are equivalent but used separately (example: "Green Institute Inc./Institut Green Inc.")

4. Number of Directors (if applicable)

Complete this section only if you are changing the number of directors

A minimum of three directors are required. Please specify the number of directors for your Corporation

Fixed Number Minimum/Maximum

Minimum Number of Directors *

3

Maximum Number of Directors *

11

5. Purposes and Provisions (if applicable) (Maximum is 900,000 characters per text box. To activate the toolbar press "Ctrl + E")

Complete this section only if you are amending the Purposes and Provisions

Is the corporation a charity or does it intend to operate as a charity? **I**

Yes No

Description of Changes to Purposes

Please describe any amendments to the corporation's purposes in the area below (please be specific):

Enter the Text

The purposes shall be amended to add:

(e) To undertake, sponsor and promote measures to assist in the preservation, conservation and enhancement of the natural environment within the Grand River and Credit Valley watershed areas.

Description of Changes to Special Provisions

Please describe any amendments to the corporation's special provisions in the area below (please be specific):

Enter the Text

The special provisions shall be amended by deleting all the original provisions and adding the following:

- a. Commercial purposes, if any, included in the articles are intended only to advance or support one or more of the non-profit purposes of the corporation. No part of the corporation's profits or of its property or accretions to the value of the property may be distributed, directly or indirectly, to a member, a director or an officer of the corporation except in furtherance of its activities or as otherwise permitted by the *Not-for-Profit Corporations Act*.
- b. Each member of the corporation has the right to vote at any meeting of the members and is entitled to one vote on each resolution put before them.
- c. The directors shall serve without remuneration, and no director shall directly or indirectly receive any profit from their position; provided that a director may be paid reasonable expenses incurred by them in the performance of their duties.
- d. Upon the dissolution of the corporation after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable corporations with similar purposes which carry on their work solely in Ontario.

6. Members Authorization and Effective Date

The resolution authorizing the amendment was approved by the members of the corporation on *

Requested Date for Amendment *

Authorization

* I, Ian MacRae

confirm that:

- This amendment has been duly authorized as required by section 103 of the *Not-For-Profit Corporations Act, 2010*.
- This form has been signed by all the required persons.

Caution:

The Act sets out penalties, including fines, for submitting false or misleading information.

Required Signatures

Name	Position	Signature
Ian MacRae	Chair	
David Strang	Secretary	

[Save Form](#)

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[Clear Form](#)

ELORA CATARACT TRAILWAY ORGANIZATION

BY-LAW NO. 2

A By-law to repeal and replace By-law #1 dated January 8, 1996.

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ELORA CATARACT TRAILWAY ORGANIZATION

BY-LAW NO. 2

1. GENERAL

1.01 Definitions

In this By-Law and all other By-Laws and resolutions of the Corporation, unless otherwise defined:

- (a) “**Act**” means the *Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15 (Ontario)*, and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
- (b) “**Annual Meeting**” means an annual meeting of Members, as provided in section 12.01;
- (c) “**Board**” means the board of directors of the Corporation from time to time;
- (d) “**By-Law**” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- (e) “**Chair**” means the chair of the Board;
- (f) “**Corporation**” means the Elora Cataract Trailway Association that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- (g) “**Director**” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- (h) “**Documents**” means deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation.
- (i) “**Household**” consists of two or more persons who live at the same residence.
- (j) “**Member**” means an individual, household, business, partnership, or other legal entity admitted as a member of the Corporation by the Board of Directors; and “**Members**” means the collective membership of the Corporation;
- (k) “**Officer**” means an Officer of the Corporation;
- (l) “**Past Chair**” has the meaning given to it in sections 3.04 and 7.07;
- (m) “**Secretary**” has the meaning given to it in section 7.09 and Schedule C;
- (n) “**Special Meeting**” means a meeting of Members that is not an Annual Meeting;
- (o) “**Treasurer**” has the meaning given to it in section 7.08 and Schedule B; and”
- (p) “**Vice-Chair**” has the meaning given to it in section 7.06.

1.02 Interpretation

Other than as specified in Section 1.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.03 Severability and Precedence

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. If any of the provisions contained in the by-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the

Articles or the Act, as the case may be, shall prevail.

1.04 Seal

The Seal, an impression of which is stamped in the margin hereof, shall be the seal of the Corporation. The secretary of the Corporation shall oversee the corporate seal and its use.

1.05 Execution of Documents

Documents requiring execution by the Corporation may be signed by any two (2) of the Chair, Vice- Chair, Secretary, Treasurer, or any one (1) of the foregoing together with any one (1) Director. The Board may appoint any Officer or any person on behalf of the Corporation, either to sign documents generally or to sign specific documents. Any person authorized to sign any document may affix the corporate seal, if any, to the document. **Any Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.**

Signing authority related to the signing of cheques and bank documents shall be limited to three of the Corporation's directors, specifically the Chair, Vice Chair and Treasurer as shall from time to time be determined by resolution of the Board of Directors.

The Directors shall see that all necessary books and records of the Corporation required by the by-laws of the Corporation or by an applicable statute or law are regularly and properly kept and filed.

2. BOARD OF DIRECTORS

2.01 Board

Immediately following confirmation of this By-Law by the Members, the number of Directors shall be fixed at a minimum of three (3) Directors and a maximum of eleven (11) Directors. The Directors may determine the number of Directors of the Corporation from time to time, provided that such determination shall be within the foregoing predetermined range.

2.02 Qualifications

Each Director shall:

- (i) be an individual who is at least eighteen (18) years of age;
- (ii) not have the status of a bankrupt;
- (iii) not be a person who has been found under the *Substitute Decisions Act 1992* or under the *Mental Health Act* to be incapable of managing property;
- (iv) not be a person who's been declared incapable by any court in Canada or elsewhere;
- (v) consent in writing to hold office as a Director within ten (10) days after such person's election or appointment, provided that where a Director consents in writing more than ten (10) days after election or appointment, it shall not invalidate such person's election or appointment as a Director; and
- (vi) not be an Ineligible Individual who has made disclosure to the Board as required by section 2.03, unless that person has received approval of the Board to remain a Director within thirty (30) days after such disclosure is made.

- (vii) be at the time of their election or within ten (10) days thereafter and throughout their term of office a Member of the Corporation.

If a person ceases to be qualified as provided in this section 2.02 the person thereupon ceases to be a Director and the vacancy so created may be filled in the manner prescribed by section 2.06.

2.03 Duty to Disclose

Every Director or Officer who is or becomes an Ineligible Individual shall disclose such fact to the Board immediately upon learning that he or she has become an Ineligible Individual. Upon such disclosure being made, the Board may approve of the Ineligible Individual remaining as a Director or Officer. If the Director or Officer is not approved, the Director or Officer will be deemed to be no longer qualified pursuant to section 2.02 and will immediately cease to be a Director or Officer, as applicable. The resulting vacancy may be filled in the manner prescribed in section 2.06.

2.04 Removal of Directors

- a. The Members entitled to vote may, by Special Resolution, remove a Director from office at a Special Meeting called for that purpose before expiration of such person's term of office and may elect a person to replace such person for the remainder of the term of office. A Director is entitled to give the Corporation a statement opposing such person's removal if a Special Meeting is called for that purpose. Where the Members do not fill the vacancy created by the removal of a Director, the vacancy may be filled in accordance with section 2.06.
- b. The Directors may, by resolution passed by at least two-thirds (2/3) of the votes cast at a regularly held meeting of Directors of which notice specifying the intention to pass the resolution has been given, remove any Director prior to the expiration of such person's term of office, and may, by a majority of the votes cast at that meeting, elect any person in such person's stead for the remainder of such person's term. A Director is entitled to give the Board a statement opposing such person's removal if a meeting of the Board is called for that purpose.
- c. In addition to the foregoing, the office of Director shall be terminated upon:
 - (i) receipt of notice of resignation in writing to the Secretary;
 - (ii) if such person becomes bankrupt, or suspends payment, or compounds with such person's creditors, or makes unauthorized assignment, or is declared insolvent;
 - (iii) if such person becomes mentally incompetent, as defined under the *Mental Health Act* (Ontario);
 - (iv) if such person fails to attend fifty (50%) percent of the meetings of the Board in any consecutive twelve (12) month period, unless the Board by resolution exempts the Director from this requirement; or,
 - (v) if such person fails to attend three (3) consecutive meetings of the Board, unless the Board by resolution exempts the Director from this requirement.

2.05 Vacancies

The office of a Director shall be vacated immediately:

- a. If the Director resigns office by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b. If the Director dies or becomes bankrupt;
- c. If the Director is found to be incapable by a court or incapable of managing property under Ontario law; or
- d. If, at a meeting of the Members, the Members by ordinary resolution remove the Director before the expiration of the Director's term of office.

2.06 Filling Vacancies

- a. Except as provided in the Act, so long as a quorum of the Directors remains in office, a vacancy on the Board may be filled by resolution of the Directors of the Corporation. If no quorum of Directors exists, the remaining Directors shall call a Special Meeting of Members to fill a vacancy on the Board. A Director who is elected or appointed to fill a vacancy shall hold office for the unexpired term of the Director's predecessor.
- b. The Directors are not required to fill a vacancy resulting from an increase in the number or the minimum or maximum number of Directors provided for in the Articles or a failure to elect the number or minimum number of Directors provided for in the By-Laws or Articles.

2.07 Renumeration of Directors

The Directors shall serve as such without renumeration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.

3. ELECTION OF THE BOARD

3.01 Election of Directors

Subject to the provisions of the Act and the Articles, Directors shall be elected by the Members entitled to vote.

The office of any Director whose term of office has expired shall then be filled by election for the term set out in section 3.02.

3.02 Term of Office

The term of office of each Director shall be two (2) years, to expire at the second (2nd) Annual Meeting following election, or if no successor is elected at the Annual Meeting, to expire when a successor is elected.

3.03 Re-Election

Each Director is eligible for election for three (3) consecutive full terms, and afterwards is not eligible for re-election until a period of eleven (11) months has elapsed from the date such person ceases to be a Director.

For clarification purposes, all present directors / officers shall be deemed to have been elected / held office for the first time effective the date of the immediately preceding annual General

Meeting, namely the April 7, 2024 meeting.

3.04 Past Chair

The Past Chair may commence such person's term as *ex officio* Director after having completed a term of up to six (6) years and may remain in the position of Past Chair for up to three (3) years.

3.05 Elections

At each Annual Meeting, a number of Directors equal to the number of Directors retiring plus any vacancies then outstanding shall be elected.

3.06 Nominations

Candidates for the office of Director shall be comprised of:

- (a) the slate of candidates for office proposed by the Nominating Committee, or if there is no Nominating Committee, by the Board; and,
- (b) the persons whose names are put in nomination on form as prescribed by the Nominating Committee by any Member entitled to vote, no less than fourteen (14) days prior to the date set for the respective meeting of Members at which the election of Directors is to be held.

There shall be no nominations from the floor of the meeting at which Directors are elected.

3.07 Forms

The Board may prescribe the form of nomination paper and the form of a ballot.

3.08 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and
- b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

4. BOARD MEETINGS

4.01 Calling of Meetings

Meetings of the Directors may be called by the Chair, or any two Directors at any time and any place on notice as required by this bylaw.

4.02 Meeting following Annual Meeting

The Board shall hold a meeting as soon as reasonably possible following each Annual Meeting for the purpose of organization, the election and appointment of Officers and the transaction of any other business, and no notice shall be required for this meeting.

4.03 Regular Meetings

There shall be at least six (6) meetings of the Board in each year. The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

4.04 Notice

Notice of the time in place for the holding of a meeting of the Board shall be given in the manner provided in Section 12 of this by-law to every Director of the Corporation not less than seven days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

4.05 Content of Notice

Any notice of a Board meeting may specify the nature of the business to be conducted if the meeting is intended to:

- (a) submit to the Members any question or matter requiring approval of the Members;
- (b) fill a vacancy among the Directors, in the office of Auditor or of a person appointed to conduct a review engagement of the Corporation;
- (c) appoint additional Directors;
- (d) issue debt obligations except as authorized by the Board;
- (e) approve any financial statements;
- (f) adopt, amend or repeal any By-Law; or,
- (g) establish contributions to be made, or dues to be paid, by Members.

4.06 Errors in Notice

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve any or all proceedings taken or had thereat.

4.07 Meetings by Telephonic or Electronic Means

If all Directors consent generally, or in respect of a particular meeting, any person entitled to attend a meeting of Directors may participate in a meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting.

Any person participating by telephonic or electronic means is deemed to be present at that meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Board from time to time.

Provided that at the outset of each such meeting, and whenever votes are required, the chair of the meeting shall confirm that a quorum is present.

4.08 Chair

The chair shall preside at Board meetings. In the absence of the Chair, the Vice-Chair shall preside at Board meetings. In the absence of both the Chair and Vice-Chair, the Directors present shall choose one of their number to act as the Chair.

4.09 Quorum

A quorum for the transaction of business at meetings of the Board shall be at least a majority of the Directors in office at the time, but in no case shall a quorum be less than two-fifths (2/5) of the number of Directors identified in section 2.01, excluding ex officio Directors.

4.10 Voting

Each Director has one vote on each question raised at any meeting of the Board. Questions arising at any Board meeting shall be decided by a majority of votes in the usual way of assent or dissent unless a request by ballot is demanded. In case of an equality of votes, the Chair shall not have a second or casting vote and the vote shall be deemed lost.

A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact, without proof of the number or proportion of the votes recorded in favor of or against such resolution.

4.11 Written Resolutions

A Written Resolution, signed by all the Directors entitled to vote on that resolution at a meeting of Directors, is valid.

4.12 Adjournments

Any meeting of Directors may be adjourned to any time. Any business that might have been transacted at the original meeting from which the adjournment took place may be transacted upon the resumption of the adjourned meeting. No notice is required for the resumption of any adjourned meeting if the time and place of the adjourned meeting is announced at the original meeting.

5. BOARD POLICIES

5.01 Board Policies

The Board may make any policies with regard to any matter not inconsistent with the Act or the By- Laws.

6. FINANCIAL

6.01 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

6.02 Financial Year

The financial year of the Corporation ends on December 31st in each year or in such other date as a Board may from time to time by resolution determine.

6.03 Powers

The Directors of the Corporation may administer the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract within which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do. Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

7. OFFICERS

7.01 Officers

The Board shall appoint a Chair from among the Directors and may appoint any other person from among the Directors to be Vice-Chair, Treasurer and Secretary at the Board's first meeting following the annual meeting of the Corporation. The same person may hold two or more offices of the Corporation. The Board may appoint other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

7.02 Term of Office

The term of office shall be the same as the term of Director who is elected to such office, as applicable.

7.03 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board at a meeting of which notice of intention to present such resolution has been given to all Directors. Unless so removed, an Officer shall hold office until the earlier of:

- the Officer's successor being appointed,
- the Officer's resignation, or
- such Officer's death.

7.04 Duties

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, provided that the delegating Officer remains responsible for ensuring that such duties are carried out, except when otherwise required by law.

7.05 Duties of the Chair

The Chair shall perform the duties described in sections 4.08, 12.06 and Schedule A and such other duties as may be required by law or as the Board may determine from time to time. The Chair is a member of the Executive.

7.06 Duties of the Vice-Chair

The duties and powers of the Chair of the Board may be exercised by the Vice-Chair when the Chair is absent or unable to act. If the Vice-Chair exercises any of those duties or powers, the Chair's absence or inability to act shall be referenced in the minutes. The Vice-Chair shall also perform the other duties prescribed by the Board or incident to the office. The Vice-Chair is a member of the Executive.

7.07 Duties of Past Chair

The immediate Past Chair is *ex-officio* chair of the Nominating Committee and is available to undertake any special duties assigned by the Chair or requested by the Board or the membership.

The Past Chair shall, should they choose to accept the position, act on behalf of the Chair, or of the Vice-Chair, when neither can be present, including acting as a Chair of meetings of the Board of Directors. The Past Chair shall serve until resignation or until the new Chair is chosen, thereby creating a new Past Chair. Should the Past Chair not accept the position, or should he/she/they resign, the position shall remain vacant until the next election of a Chair. The Past Chair is a member of the Executive.

7.08 Duties of the Treasurer

The Treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time. The Treasurer is a member of the Executive.

7.09 Duties of the Secretary

The Secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time. The Secretary is a member of the Executive.

8. EXECUTIVE COMMITTEE

8.01 Composition

The Executive Committee shall be composed of the Chair, Vice Chair, Secretary, Treasurer, the immediate Past Chair, one member at large chosen by the Board, and such other Directors that the Board may determine. Meetings of the Executive Committee may be called

by the Chair as required. The Executive Committee shall also meet at the written request of two (2) members of the Executive Committee. A quorum of the Executive Committee shall be a majority of its members. The Board may fill vacancies in the Executive Committee by election from among its number. If and whenever a vacancy exists in the Executive Committee, the remaining members may exercise all their powers so long as the quorum remains in office.

8.02 Powers

Subject to the By-Laws or any other policies of the Corporation, during the intervals between the meetings of the Board, the Executive Committee shall possess and may exercise all the powers of the Board in the management and direction of the affairs and business of the Corporation in such manners as the Executive Committee deems to be in the best interests of the Corporation.

8.03 Meetings of the Executive Committee

Meetings of the Executive Committee shall be held at any time in place determined by the Executive Committee provided that written notice to the meeting be given in the same manner and within the same time frame as meetings of the Board, as required by section 4.04. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate the meeting. Any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings made during the meeting.

8.04 Procedures

The Executive Committee shall have power to fix its quorum at not less than a majority of its members and may fix its own rules of procedure, subject to sections 8.05, 8.06 and 8.08 or any Board policies. The Executive Committee shall keep minutes of its meetings recording all action taken by it, and a summary of the meeting shall be submitted to the Board as determined by the Board.

8.05 Quorum

Quorum of any meeting of the Executive Committee shall be determined in accordance with section 8.04. No business may be transacted by the Executive Committee except at a meeting of its members at which a quorum of the Executive Committee is present

8.06 Place of Business

Meetings of the Executive Committee may be held at the registered office of the Corporation or at any other place within or outside the geographical location of the registered office as specified in the notice calling the meeting.

8.07 Meetings by Electronic Conference

Each member of the Executive Committee may participate in a meeting by means of an electronic or other communication device that permits all participants to communicate adequately with each other during the meeting. Any person participating by electronic conference is deemed to be present at the meeting. Any security, confidentiality or other considerations with respect to the conduct of such a meeting shall be as determined by the Executive Committee from time to time.

The chair of the Executive Committee may call a meeting of the Executive Committee and provide that the meeting be held entirely by telephone or electronic means that permits all participants to communicate adequately with each other during the meeting.

8.08 Other Directors Present

Each Director shall be entitled to speak, but not to vote, at any meeting of the Executive Committee at which the Director is present. However, only a Director elected to the Executive Committee shall be entitled to notice of any meeting of the Executive Committee and the presence of such director shall not be included for the purpose of calculating a quorum.

9. PROTECTION OF DIRECTORS AND OTHERS

9.01 Protection of Directors and Officers

No Director, Officer, or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a. complied with the Articles and By-laws of the Corporation; and
- b. exercised their powers and discharged their duties in accordance with the Act.

10. CONFLICT OF INTEREST

10.01 Conflict of Interest

A Director who is party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, or is a party to a material contract or transaction or proposed material contract or transaction with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction.

11. MEMBERS

11.01 Members

Membership in the Corporation shall consist of persons interested in furthering the Corporation's purposes and who have applied for and been accepted into Membership in the Corporation by resolution of the Board.

11.02 Membership

A Membership in the Corporation is not transferable and automatically terminates if the Member resigns or such Membership is otherwise terminated in accordance with the Act.

11.03 Dues

There shall be no dues or fees payable by members except such, if any, as shall from time to time be fixed by majority vote of the Board of Directors, subject to confirmation by a vote of the members at an annual or other general meeting.

The Secretary or Treasurer shall notify the members of the dues or fees at any time payable by them and, if any are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Corporation, but any such members may on payment of all unpaid dues or fees be reinstated at the discretion of the Chair.

11.03 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of Membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of Membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of Membership.

12. **MEMBERS' MEETINGS**

12.01 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than five business days or other numbers of days that may be further prescribed in regulations before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- c. receipt of the minutes of the previous annual and subsequent special meetings;
- d. consideration of the financial statements;
- e. report of the auditor or person who has been appointed to conduct a review engagement;
- f. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

g. election of Directors; and

h. such other or special businesses may be set out in the notice of meeting.

No other item of business shall be included on the agenda for 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 the Act, so that such item of new business can be included in the notice of annual meeting.

12.02 Special Meetings

The Directors may call a special meeting of the Members. The Board shall call a special meeting on written requisition of the Members who hold at least 10 per cent of votes that may be cast at the meeting sought to be held within 21 days after receiving the requisition unless the Act provides otherwise.

12.03 Notice

Subject to the Act, not less than 10 and not more than 50 days' written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken and state the text of any special resolution to be submitted to the meeting.

12.04 Error or Omission in Notice

No error or omission in giving such notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation 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 add 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 their last address recorded on the books of the Corporation.

12.05 Quorum

A quorum for the transaction of business at a Members' meeting shall be the lesser of twenty (20%) percent of, or twenty (20) in number of, the Members at the meeting, entitled to vote whether present in person or represented by proxy.

A quorum must be present throughout the meeting for the Members to proceed with the business of the meeting.

12.06 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' 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 present shall choose one of their number to chair the meeting.

12.07 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless

otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote per resolution put before them at any meeting. Voting cards will be issued to individual Members and individual representatives of a household, business, partnership, or other legal entity at the start of the meeting. Only one vote will be allowed per Member, indicated by a raised voting card. Whoever holds the card votes for the member on the resolution.
- b. if a Member wishes to send a proxy in their place, they may do so if the proxy submits a signed letter from the Member confirming their purpose before the start of the meeting.
- c. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- d. an abstention shall not be considered a vote cast;
- e. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as a chair of the meeting shall direct;
- f. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- g. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favor of or against the motion.

12.08 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

12.09 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. However, a member or representative of a member may be accompanied by one guest from their household, partnership, corporation or other legal entity. 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.

13. **NOTICES**

13.01 Services

Any notice required to be sent to any Member or Director or to the auditor or person who

has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, e-mail or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the most more current; and to the auditor or the person who has been appointed to conduct a review engagement and its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.

13.02 Error or Omission in Giving Notice

The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

14. AMENDMENTS TO BY-LAWS AND EFFECTIVE DATE

14.01 Effective Date of this By-law

This By-law shall come into force when enacted by the Board in accordance with the Act.

14.02 Amendments requiring Special Resolution

If the Members entitled to vote amend the Articles by Special Resolution, this By-law shall be deemed to be amended as necessary to conform to the Articles.

14.03 Amendments to By-laws

a) Subject to the Act and the Articles, the Board may make, amend or repeal any By-law that regulates the activities or affairs of the Corporation. Subject to section 14.02, any such By-law, amendment or repeal shall be effective from the date of the resolution of Directors until the next meeting of Members where it may be confirmed, rejected or amended by Ordinary Resolution of the Members.

b) 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. The By-law amendment or repeal ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

Enacted September __, 2024.

Chair Ian MacRae

Secretary David Strang

SCHEDULE A Position Description of the Chair

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

Responsibilities

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

Direction. Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop 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. Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

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

Representation. Serve as the Board's primary contact with the public. The Chair shall sign all documents requiring the signature of that office.

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

Board Conduct. Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

Mentorship. Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

Succession Planning. Ensure succession planning occurs for senior management, if any, and Board. Committee Membership. Serve as Member on all Board committees.

SCHEDULE B Position Description of the Treasurer

Role Statement

The Treasurer works collaboratively with the Chair to support the Board in achieving its fiduciary responsibilities.

Responsibilities

Custody of Funds. The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation 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. The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements and shall render to the Chair and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer will co-operate with the Auditors of the Corporation during any audit of the accounts of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board.

Board Conduct. Maintain a high standard for Board conduct and uphold policies and Bylaws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Mentorship. Serve as a mentor to other Directors.

Financial Statement. Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

Membership. Maintain membership records, issue thank you cards confirming receipt of membership statement. Maintain categorized list of members by year.

SCHEDULE C 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. Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

Document Management. Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

Meetings. Give such notice as required by the By-laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees to record all facts and minutes of those proceedings in the books kept for that purpose.

Appendix D

Elora Cataract Trailway Association Resolution of the Board of Directors

Whereas the Members have voted to amend the Letters Patent dated January 8, 1996, in order to conform to the requirements of the Not-for-Profit Corporations Act (Ontario), 2010.

Now therefore, be it resolved that Bylaw No. 2 a draft of which is hereto annexed be, and the same is, hereby approved to take effect on the date the articles of amendment are filed with the Ministry.