

PRINCE EDWARD ISLAND TRAILS INC.
CONSTITUTION AND BYLAWS

Approved at the Annual General Meeting of Island Trails

June 10 2010

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PRINCE EDWARD ISLAND TRAILS INC.

Preamble

“Island Trails” is a not for profit non government organization which actively supports the promotion, development, and enhancement of Prince Edward Island’s extensive network of trails for healthy recreation and educational use. The organization is governed by a Board of Directors and is comprised of citizens who are interested in its objectives and purposes.

Originally incorporated on December 31, 1990 as Rails to Trails PEI Inc., (see Letters Patent – Appendix A), the name was changed to Prince Edward Island Trails Inc. in November 1994. The organization is commonly referred to as Island Trails. Seven of the original articles of the Constitution and Bylaws were amended in June 2001. The Constitution and Bylaws were reviewed in 2009-10 leading to further amendments (as follows) approved at the Island Trails Annual General Meeting on June 10, 2010, to go into effect June 11th 2010.

Constitution

The objects and purposes of Prince Edward Island Trails Inc. are:

1. To provide leadership in encouraging the designation and development of a network of recreational trails throughout Prince Edward Island.
2. To encourage the general public use of the Confederation Trail and other parts of the recreational trail network.
3. To encourage broad public support for the safety, health, educational, cultural and environmental aspects of trail use and development.
4. To promote economic benefits for Prince Edward Island through trail related activities.
5. To act as the non-governmental, not-for-profit organization in Prince Edward

Island for liaison with governments, the Trans Canada Trail Foundation, and other organizations having similar goals, as well as to partner with groups that have similar or compatible objectives, and

6. To do all such things as are incidental or conducive to the attainment of these objectives and to do all things that a company may do by virtue of Section 90(2) of the Companies Act, R.S.P.E.I., 1988, Chapter C-14.

BYLAWS

Prince Edward Island Trails Inc. functions in accordance with the following Bylaws:

ARTICLE 1.

OBJECTS: The objects for which incorporation was sought are more particularly described in the Constitution of Prince Edward Island Trails Inc., without pecuniary gain to its members.

ARTICLE 2.

NAME: The name of this organization is Prince Edward Island Trails Inc., (referred to as Island Trails in these Bylaws).

ARTICLE 3.

JURISDICTION: The operations of Island Trails are to be carried out principally in the Province of Prince Edward Island. The head office shall be in Charlottetown Prince Edward Island, or at such other place in the province as the directors of Island Trails may from time to time by resolution decide.

ARTICLE 4.

INTERPRETATIONS: In these Bylaws, the words importing singular include the plural and vice versa, also the word "person" shall include organizations.

ARTICLE 5.

DEFINITIONS: Unless the context requires otherwise, terms appearing in these Bylaws have the following meanings:

- 5.1 "Island Trails" – Prince Edward Island Trails Inc.;
- 5.2 "Director" - A member of the Board of Directors for the time being, whether elected by the membership as a whole or appointed by the competent authority as detailed in these Bylaws, including a representative of a constituent organization;
- 5.3 "Board" - The Board of Directors of Island Trails;

- 5.4 "Executive Committee" - Consists of President, Immediate Past President, Vice President, Secretary and Treasurer;
- 5.5 "Member"- A person who is a member of Island Trails in accordance with these Bylaws;
- 5.6 "AGM" - Annual General Meeting.
- 5.7 "Notice" – Includes the regular media, Island Trail’s website, email, newsletter or personal delivery, or any combination thereof.

ARTICLE 6

MEMBERSHIP:

6.1 The members of Island Trails are the applicants for incorporation and those persons who have subsequently become members in accordance with these Bylaws and in either case, have not ceased to be members.

6.2 There shall be four classes of membership in Island Trails:

(a) Individual and Family:

Individual and family membership is open to all persons. An individual Member who has paid the required membership fee shall have one vote at annual or special general meetings and may hold office in Island Trails. Family membership confers these rights to no more than two individuals in the family.

(b) Life:

Life membership is open to any person who has paid a onetime special lifetime membership fee in such amount as determined at an Annual General Meeting. A life member shall have one vote at annual or special general meetings and may hold office in Island Trails.

(c) Associate:

Associate membership is open to communities, associations and organizations. Such members shall enjoy the privileges of Island Trails but shall not be entitled to vote at any meetings.

(d) Honorary:

The Board of Directors at a meeting of the Board may approve issuance of an Honorary Membership to an individual or organization where it deems such action would be in the interest of, and beneficial. Honorary members are exempt from dues and have voting privileges. Such membership will be issued publicly at an Annual General Meeting.

6.3 The issuance of Honorary and Associate memberships shall not be allowed in the event their numbers in sum exceed the number of Individual and Life Members.

6.4 Application for membership shall be made to the Board of Directors and, upon receipt of the annual membership dues or other like fees such as registration fees and acceptance by the Directors, the person or organization becomes a member subject to any terms or conditions established by the Board including membership year.

6.5 The amount of the first annual membership dues if any, shall be determined by the Board of Directors. In subsequent years, the annual membership dues shall be determined at an Annual General Meeting of Island Trails except that, for purposes of enhancing the number of members, the Board by resolution may offer a reduced membership fee, as part of registration for a special event.

6.6 A member shall cease to be a member of Island Trails:

- a) by mailing or delivering his/her resignation to the address of Island Trails; or
- b) on his/her death or, in the case of an organization, on dissolution; or
- c) on having been a member not in good standing for a period of one year; or
- d) on having been expelled.

6.7 Members not in good standing are those whose dues or fees have not been paid.

6.8 A member may be expelled by a special resolution passed at a Board of Director's meeting on the following terms:

- a) The Notice of Special Resolution for expulsion shall be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

b) The person or organization who is the subject of the proposed resolution for expulsion shall be given the opportunity to be heard at a Directors' meeting before the Special Resolution is put to a vote.

6.9 On being admitted to membership each member upon request is entitled to receive a copy of the Constitution and Bylaws of Island Trails.

6.10 Every member shall uphold and comply with these Bylaws.

6.11 Island Trails shall maintain a registry or listing of all persons who are or have been members.

ARTICLE 7

DIRECTORS:

7.1 The affairs of Island Trails shall be managed by a Board of Directors numbering not less than five and not more than twenty which includes representatives of constituent organizations, who may be known and referred to as directors. The Board of Directors may exercise all such powers and do all such acts and things as may be exercised or done by Island Trails consistent with these Bylaws.

7.2 Every director shall be eighteen or more years of age and shall be a member of Island Trails in good standing.

7.3 The directors shall be elected annually by the members at the Annual General Meeting of Island Trails. Vacancies occurring in the Board of Directors between Annual General Meetings may be filled by appointment by a majority of the other directors present and voting at a meeting of the directors.

7.4 Any person nominated to the Board of Directors of Island Trails, as a representative from a constituent organization other than at the Annual General Meeting must hold an individual membership in Island Trails. The appointment of such members shall extend only until the next Annual General Meeting of Island Trails and may be renewed at that time.

7.5 The office of a director of Island Trails shall be vacated:

(a) if by notice in writing to the President a Director resigns from the office;

(b) if a Director misses three consecutive regularly scheduled meetings without reasonable excuse, from Annual General Meeting to Annual General Meeting;

(c) or if a Director ceases to be a member in good standing.

7.6 As a volunteer organization the Directors of Island Trails shall serve without remuneration, and no Director shall directly or indirectly receive any profit from being or acting as a Director or from holding any office in Island Trails provided that a director may be paid reasonable expenses incurred by him in the performance of Island Trails business.

7.7 The Board of Directors shall have the power to make such operational rules and directives as required, provided such rules are consistent with these Bylaws.

ARTICLE 8

BOARD OF DIRECTOR MEETINGS:

8. 1 The Board of Directors shall meet as often as the Directors feel appropriate but shall meet no less than six (6) times a year.

8.2 Meetings of the Board of Directors and of the Executive Committee may be held either at the head office or at any place within the province of Prince Edward Island. A meeting of directors may be convened by the President or the Vice-President or any three directors at any time and the Secretary by direction of the President or the Vice-President or any three directors shall convene a meeting of directors. Notice of any such meeting shall be made available to each director not less than two (2) days (exclusive of the day on which the notice is made available but inclusive of the day for which notice is given) before the meeting is to take place; provided always that a meeting of the Board of Directors may be held at any time without formal notice if all the directors are present or those absent have waived notice or have signified their consent in writing to the meeting being held in their absence. Notice of any meeting may be waived by any director if he or she desires, and has indicated such to the Board.

For the first meeting of the Board of Directors to be held immediately following the election of directors at an Annual General Meeting of the members for the purpose of the transaction of any other business that the directors may see fit to deal with, no notice of such meeting shall be necessary in order to legally constitute the meeting, provided that a quorum of the directors is present. For a meeting of the Board of Directors at which a director is appointed to fill a vacancy in the board, no notice of such meeting shall be necessary to the newly appointed director.

8.3 One-half of all directors including two members of the Executive shall form a quorum at all meetings of directors.

8.4 Questions arising at any meeting of the directors shall be decided by a majority of votes. The Chair shall only have the deciding vote.

8.5 Only members elected or appointed to the Board have a vote at Board meetings. No proxy votes shall be accepted at Board meetings.

8.6 Open Board Meetings: Any member in good standing may attend, upon request, a Board of Directors meeting, except in-camera sessions. If a member wishes to speak at a Board meeting, prior notice should be given in order to be included on the agenda. The Board may waive prior notice by an ordinary motion.

ARTICLE 9

EXECUTIVE COMMITTEE:

9.1 The Executive Committee shall consist of a President, a Vice President, a Treasurer, a Secretary, and the Immediate Past President. All are elected at the Annual General Meeting with the exception of the Immediate Past President. The Executive Committee constitutes the Officers of Island Trails. An officer is also a Director of Island Trails.

9.2 No member shall hold the President's office longer than two consecutive one year terms, or a maximum of four years. A person having been President for two consecutive terms and having sat out at least three full terms may run for and be elected to the office of President.

9.3 The President shall be the Chair of the Executive Committee and shall preside at all meetings of the Executive Committee.

9.4 The Executive Committee shall meet at the call of the President upon the same notices as are required for meetings of the Board of Directors.

9.5 Three members of the Executive Committee shall form a quorum at all meetings of the Executive Committee.

9.6 Where a vacancy occurs in the Executive Committee, the Committee may appoint a member in good standing to fill the office for the balance of the term. The Directors shall at the next Director's meeting ratify the appointment.

9.7 The Executive Committee in the intervals between meetings of the Board of Directors may exercise all or any of the powers, functions and duties of the Board of Directors in relation to the day to day management and control of the business and affairs of Island Trails and report to the Board of Directors on such activities.

9.8 The Executive Committee shall not have the power to enact, amend or repeal Bylaws.

ARTICLE 10

ANNUAL AND OTHER MEETINGS OF MEMBERS:

10.1 The Annual General Meeting (AGM) of the members shall be held at any place within Prince Edward Island on or before the 31st day of December in each or on such day in each year and at such time as the directors may by resolution determine, when there shall be presented information and material relating to the affairs of Island Trails as may be of interest or importance.

10.2 The order of business at the AGM shall be as follows, unless otherwise waived by the meeting:

- a) Call to order
- b) Clarification of voting members and confirmation of quorum
- c) Approval of agenda
- d) Minutes of previous Annual General Meeting
- e) Business arising from the minutes
- f) Consideration of the annual report of the President and directors
- g) Treasurers report
- h) Report of the financial review/audit
- i) Appointment of person to conduct financial review/audit
- j) Amendments to the Bylaws
- k) New Business, including motions and discussions
- l) Election of directors and officers- Report of Nominating committee
- m) Adjournment

10.3 Other meetings of the members may be convened by order of the President or Vice-President or by the Board of Directors at any date and time and at any place within Prince Edward Island.

10.4 All members entitled to receive notice shall be given a minimum of fourteen (14) days notice of all annual meetings or any other meeting of the members either personally or by electronic or other means or by public notice in a local newspaper.

10.5 The presence of five members, plus a quorum of directors, shall be a quorum at any meeting of members. No business shall be transacted at any meeting unless the requisite quorum is present at the commencement of business. No proxy votes shall be accepted at any such meetings.

10.6 No business other than the election of a Chair and the adjournment or the termination of the meeting shall be conducted at an annual or special general meeting at a time when a quorum is not present.

10.7 If at any time during a general meeting there ceases to be a quorum, business then in progress shall be suspended until there is a quorum present or until the meeting is adjourned or terminated.

10.8 Every member in good standing, excluding Associate members shall be entitled to one vote. (Any member may speak to a motion.)

10.9 All resolutions or motions moved at meetings of the members of Island Trails or the Board of Directors, shall, if requested by the Chair, be in writing and contain the names of the mover and seconder.

10.10 Questions arising at any meeting of members shall be decided by a majority of votes. The Chair shall only have the deciding vote.

10.11 Voting shall be by a show of hands except in the following cases when vote shall be by ballot ;

- Election for office where more than one candidate is contesting the office.
- When the vote involves the expulsion of a member.

10.12 Miscellaneous:

- a) At any meeting, unless a count is demanded a declaration by the Chair that a resolution has been carried or carried unanimously or by a particular

majority or lost or not carried by a particular majority shall be conclusive evidence of the fact.

(b) In the absence of the President and the Vice-President the members present shall choose any 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 be the Chair.

(c) If at any meeting a vote is taken on the election of a Chair or on the question of adjournment it shall be taken forthwith without adjournment. If a vote is demanded on any other question it shall be taken in such manner as the Chair directs. The result of a vote shall be deemed to be the resolution of the meeting.

(d) The Chair may with the consent of any meeting adjourn the same from time to time and no notice of such adjournment need be given to the members. 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.

- 10.13 Rules of Order: All meetings of Island Trails and its committees shall be conducted in accordance with Robert's Rules of Order except where those Rules are inconsistent with these Bylaws.

ARTICLE 11

EXECUTIVE/OFFICERS:

11.1 The **President** shall:

- a) act as the Chief Executive Officer;
- b) preside at all meetings of the Executive Committee and Board of Directors,
- c) supervise the Secretary, other Directors and staff in the execution of their duties,
- d) participate as necessary as a non-voting member of all committees operating within Island Trails, except the Nominating Committee.
- e) have the general care, direction and supervision of the affairs of Island Trails.
- f) perform all duties as may from time to time be assigned by the Board of Directors.
- g) report to the Board all matters which the interests of Island Trails may require be brought to their attention.

11.2 The **Vice President** shall carry out the duties of the President in his absence;

11.3 The **Secretary** shall:

- a) keep minutes of all general, board, special, and executive meetings of Island Trails;
- b) ensure that notices of meetings are issued;
- c) ensure safe custody of all records and documents of Island Trails except those required by the Treasurer, including:
 - (i) a copy of the Letters Patent incorporating Island Trails, and of any supplementary Letters Patent and of the preliminary memorandum of agreement and of all Bylaws of Island Trails;
 - (ii) the names, alphabetically arranged, of all persons who are or who have been members;
 - (iii) the address and calling of each such person while such member, as far as can be ascertained; and
 - (iv) the names, addresses and calling of all persons who are or who have been directors of Island Trails, with the several dates at which each became or ceased to be such director.
 - (v) and a listing of all resolutions or motions passed by Island Trails including the names of movers and seconders.
- d) conduct correspondence;
- e) have custody of the Corporate Seal;
- f) in the absence of the Secretary from a meeting, the President shall appoint an interim secretary to take minutes.

11.4 The **Treasurer** shall:

- a) have custody of the funds and securities of Island Trails, if any;
- b) keep such financial records and books of account as are needed to comply with the Bylaws
- c) render financial statements to the Directors, members, and others as required;
- d) disperse funds as needed by the Executive.

- 11.5 The ***Immediate Past President*** shall:
- a) in the absence of the President and Vice President, take responsibility for their office in an acting role.
 - b) assume any other duties as the President may assign, including serving as Chair of the Nominating Committee.

ARTICLE 12

COMMITTEES:

- 12.1 The Directors may delegate any, but not all, of their powers to committees consisting of such persons as they deem fit and may name the committee, as an ad hoc, standing or other special committee.
- 12.2 Such Committees could include responsibilities related to Finance, trail development, trail programs, website coordination, related public education efforts, membership, liaison with government or other organizations so as to facilitate the operation of Island Trails.
- 12.3 A committee so formed shall conform to any rules that may from time to time be imposed on it by the Directors, and shall report to the Board of Directors as required.
- 12.4 Ordinarily the Chair of any ad hoc or standing committee appointed by the president on behalf of the Board will be a member of the Board of Directors. Members in good standing of Island Trails may be members of ad hoc or standing committees.
- 12.5 Nominating Committee: Ordinarily the Chair of the nominating committee will be the immediate Past President. Where the immediate Past President is unable to act, then the President shall appoint a replacement Chair for that election. The Chair shall recruit a committee from the membership to seek out candidates for elected officers and directors in Island Trails. This committee shall conduct the elections at the Annual General Meeting.

12.6 Nomination from the Floor: Nominations may be made from the floor in addition to those reported by the Nominating Committee. The consent of all nominees must be secured prior to the close of nominations.

ARTICLE 13

STAFF RESOURCES:

13.1 .The Board of Directors may from time to time hire or otherwise employ persons to manage the day to day business and affairs of Island Trails in the fulfillment of its objects and purposes.

13.2. Such employment arrangements may include direct hiring, secondments, special projects and agreements with other organizations.

13.3. The Board of Directors shall determine or negotiate terms and conditions of such employment including reporting relationships and requirements.

13.4. Where a person is employed by or serves as a primary resource person in the capacity of Executive Director, Manager or Coordinator that person's terms of employment may require he or she to serve as a resource for the Board of Directors. That person may serve in a similar capacity on specific committees as determined by the Board of Directors. Such a function does not include voting privileges.

ARTICLE 14

FINANCES:

14.1 The fiscal year of Island Trails shall be May 01 to April 30 the following year or as established from time to time by the Board of Directors.

14.2 The purposes of Island Trails shall be carried out without purpose of gain for its members, or Directors, and any profits or other accumulations to this organisation shall be used for its own purpose.

- 14.3 Island Trails shall use any and all income or assets which may from time to time accrue, whether through operations, donations or otherwise for the objects and purposes stated herein and none other.
- 14.4 The Board of Directors shall present properly prepared financial statements to the membership at Annual General Meetings.
- 14.5 Every committee or individual holding Island Trails' funds shall provide the Board with a detailed statement of account quarterly, or as required by the Board. Statements will be made in accordance with guidelines set out by the Treasurer.
- 14.6 The books and records of Island Trails will be open for inspection by Island Trails' members at all reasonable times at the head office of Island Trails upon request.
- 14.7 Bank Accounts may be kept in the name of Island Trails with any incorporated bank, credit union or trust company in Canada and all bills of exchange, cheques, promissory notes, mortgages or other financial pledges may be made, drawn, signed, accepted, endorsed or executed by such officials or other persons as may be designated by resolution of the Board of Directors.

ARTICLE 15

SIGNING AUTHORITY AND EXECUTION OF CONTRACTS:

- 15.1 The Executive Committee shall have financial signing authority within the scope of their responsibility as determined from time to time by the Board of Directors.
- 15.2 The signature of two (2) members of the Executive Committee shall be required on cheques and contractual documents in the following order of precedence: President, Treasurer, Vice President.
- 15.3 The Board of Directors on behalf of Island Trails shall have the authority to enter into any arrangements with any Governmental authority, municipality, local or otherwise that may seem conducive to the organization's objects, or any of them, and to obtain from any such Governmental authority, any rights, privileges, concessions which this organization may think it desirable to obtain, and to carry

out, exercise and comply with any such arrangements.

15.4 Island Trails may affiliate with any organization which in the opinion of the Board of Directors supports its purposes, on such terms and conditions as are agreed upon by the Board. Such agreements are subject to approval of members at a General Meeting.

ARTICLE 16

BORROWING POWERS:

16.1 The Board of Directors on behalf of Island Trails shall have the authority:

(a) To apply for, secure acquire by grant, legislative enactment, carry out and enjoy any charter, license, power, authority, franchise, concession, right or privilege, which any Government or authority of any company or other public body may be empowered to grant, and to pay for, aid in and contribute toward carrying same into effect.

(b) To borrow money on credit of Island Trails and to limit and increase the amount borrowed, to issue bonds, debentures or other securities of this corporation and pledge or sell the same for such sums at such prices as may be deemed expedient; to mortgage or pledge the common properties and facilities of Island Trails, whether real or personal property or both, to secure any bonds or debentures, any other securities, and any money borrowed for the purposes of Island Trails.

ARTICLE 17

FINANCIAL REVIEW/AUDIT:

17.1 A person, not being an Officer, Director or employee of Island Trails, may be appointed by the members at an Annual General Meeting to make an examination of the Island Trails' books and accounts and vouchers in support thereof annually, and at such other times as the Directors may require, and shall make a signed report of such an examination, which shall be recorded in the records of Island Trails. In the event that a vacancy of such an appointment occurs, the Board may appoint a replacement.

17.2 Such person appointed pursuant to Article 17.1 shall prepare a report for the

next AGM outlining the extent of the review of the audit of the financial records and statements of Island Trails and providing approval of such statements for the fiscal year ending April 30th.

17.3 Such person may be removed by an Ordinary Resolution of the Board of Directors.

17.4 Such person shall be informed in writing of appointment or removal.

17.5 Such person may attend general meetings of Island Trails and Board meetings with the provision of two days notice to the President.

17.6 Such person shall have access to the Island Trails' financial records upon request.

ARTICLE 18

REPEAL AND AMENDMENTS:

18.1 The Constitution of Island Trails can only be changed at an Annual General Meeting of its members. Two thirds of votes cast at such a meeting are required to approve such changes.

18.2 Island Trails has the power to repeal or amend any of these Bylaws by a resolution at a special meeting of the membership provided that notice of any proposed amendment has been made available to each member at least fourteen (14) days prior to the date of the meeting at which the proposed amendment will be introduced. Public notice of the meeting must be provided to the members via the media at least fourteen (14) days in advance. Members shall also be notified where and how to obtain a copy of the proposed amendments.

18.3 Any proposed amendment, additions and/or deletions to the Bylaws must receive two-thirds (2/3) of the votes cast at such a meeting in order for the amendment to be approved.

18.4 When no notice of motion has been given pursuant to 18.2 the Bylaws can only be changed at an Annual General Meeting. However the matter of proposed changes to the Bylaws shall be included in the proposed agenda to be made available in advance of the AGM.

ARTICLE 19

INDEMNIFICATION AND PROTECTION OF DIRECTORS AND OFFICERS:

19.1 The members of the Board shall not be personally liable for any mistake of judgment, negligence or any acts of omissions made in good faith, except for their own wilful malfeasance, misfeasance, misconduct or bad faith.

19.2 Island Trails shall indemnify and hold harmless each of the members of the Board from all expenses or liability arising out of their position as a member of the Board.

19.2 Island Trails shall obtain the type of insurance commonly known as "Directors and Officers Liability Coverage", or similar coverage in order to fund this indemnity obligation and also to encourage service on the Board.

ARTICLE 20

LIQUIDATION:

20.1 In the event of the liquidation, dissolution or winding up of Island Trails, all the property of Island Trails both real and personal and the profits and income arising therefrom shall, after payment or provisions for payment of all liabilities of the organization, be delivered over or paid to a charitable organization(s) in Prince Edward Island recognized by the Federal Government for income tax purposes to be used for the legally charitable purposes of the said organization(s) with objects or purposes consistent with those of Island Trails.

ARTICLE 21

CORPORATE SEAL:

An impression of the Seal of Prince Edward Island Trails Incorporated is stamped in the margin hereunder.

Signed,

President of Prince Edward Island Trails Incorporated

Dated at Charlottetown Prince Edward Island, the sixteenth
day of June 2010.

Appendix A