

# **MEMORANDUM OF ASSOCIATION**

*as of Aug 7, 2004*

1. The name of the society is:

Head Chezzetcook - Musquodoboit Harbour Trail Association

2. The objectives of the society are:

- (a) To promote the health and well-being of residents of the Head Chezzetcook - Musquodoboit Harbour area by....

developing, maintaining and promoting use of a non-motorized recreational trail along the old rail bed between these communities that encourages physical activity such as walking, biking, skiing, horseback riding.

providing support for adjacent trails as needed to enhance the overall trail system in the Halifax Regional Municipality.

- (b) To support economic growth in the Chezzetcook - Musquodoboit Harbour area by...

working with other trail groups to support development of a continuous loop of the Trans Canada Trail in the Eastern region to attract visitors / other users to the area (in a manner that is compatible with objective (a)).

- (c) To acquire by way of grant, gift, purchase, bequest, devise or otherwise, real and personal property and to use and apply such property to the realization of the objects of the society.

- (d) To buy, own, hold, lease, mortgage, sell and convey such real and personal property as may be necessary or desirable in the carrying out of the objects of the society.

**Provided**, that nothing herein contained shall permit the Society to carry on any trade, industry or business and the Society shall be carried on without purpose of gain to any of the members and that any surplus or any accretions of the Society shall be used solely for the purposes of the Society and the promotion of its objects. All of the society's objectives will be pursued through volunteer and non-profit means.

**Provided**, further, that if for any reason the operations of the Society are terminated or are wound up, or are dissolved and there remains, at that time, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall be paid to some other charitable organization in Canada, having objects similar to those of the Society.

The activities of the society are to be carried on in:

Area in and around Head Chezzetcook and Musquodoboit Harbour.

## **BY-LAWS**

*as of Aug 7, 2004*

**Head Chezzetcook - Musquodoboit Harbour Trail Association**

1. In these By-Laws unless there be something in the subject or context inconsistent therewith....
  - (a) "Society" means **Head Chezzetcook - Musquodoboit Harbour Trail Association.**
  - (b) "Registrar" means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act.
  - (c) "Special Resolution" means a resolution passed by not less than three-fourths of such members entitled to vote as are present in person or by proxy, where proxies are allowed, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.

## **MEMBERSHIP**

2. Subscribers of the Memorandum of Association and such other persons as shall be admitted to membership in accordance to these by-laws, and none other, shall be members of the Society, and their names shall be entered in the Registry of Members accordingly.
3. For the purposes of registration, the number of members of the Society is unlimited.
4. Every member of the Society shall be entitled to attend any meeting of the Society and to vote at any meeting of the Society and to hold any office, but there shall be no proxy voting.
5. Membership in the Society shall not be transferable.
6. The following shall be admitted to membership in the Society:
  - any individual age 15 or older,
  - any who uphold the objects of the Society and contributes to the support of the Society an amount to be determined annually at a general meeting.
7. No formal admission to membership shall be required other than verbal or written affirmation of the members belief and commitment to the objects of the Society.
8. Membership in the Society shall cease upon the death of a member, or if, by notice in writing to the Society, he/she resigns his membership, or if he/she ceases to qualify for membership in accordance with these by-laws.

## **FISCAL YEAR**

9. The fiscal year of the Society shall be the period from May 1st to April 30th.

## **MEETING**

10.
  - (a) The ordinary or annual general meeting of the Society shall be held within three months after the end of each fiscal year of the Society.
  - (b) An extraordinary general meeting of the Society may be called by one of the Chairs or by the directors at any time, and shall be called by the directors if requisitioned in writing by at least twenty-five per centum (25%) in number of the members of Society.

11. At least 7 days notices of a meeting, specifying the place, day and hour of the meeting and, in the case of special business, the nature of such business, shall be given to the members. Notice shall be given by post in a prepaid letter addressed to each member at his last known address. Any notice shall be deemed to have been given when the letter containing the same would be delivered in the ordinary course of post and in providing such service it shall be sufficient to prove that the envelope containing the notice was properly addressed and placed in the post office. The non-receipt of any notice by any member shall not invalidate the proceeding at any general meeting.

12. At each ordinary or annual meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:

- Minutes of preceding general meeting;
- Consideration of the annual report of the directors on progress against objects of Society;
- Consideration of the financial statements, including balance sheet and operating statement;
- Election of directors as needed;
- Election of officers as needed;
- Any other worries or concerns.

All other business transacted at an ordinary or annual general meeting shall be deemed to be special business and all business shall be deemed special that is transacted at an extraordinary general meeting of the Society.

13. No business shall be transacted at any meeting of the Society unless a quorum of members is present at the commencement of such business and such quorum shall consist of five members.

14. If within one half-hour from the time appointed for the meeting, a quorum of members is not present, the meeting, if convened upon the requisition of the members, shall be dissolved. In any case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjourned meeting a quorum of members is not present it shall be adjourned sine die.

15. (a) Either of the CO-Chairs of the Society shall preside as Chair at every general meeting of the Society.

(b) If there is no Chair, or if at any meeting he/she is not present, then another director shall be selected to preside as Chair.

(c) If no directors are present, then the members will choose one of themselves to preside as Chair.

16. Decisions will be made by consensus. If there is no consensus on a particular action to be taken, then decision on such action will be deferred to the next meeting. If action is urgent, then a vote of three-fourths of the membership present shall decide.

17. The Chair may, with the consent of the meeting, adjourn any meeting from time to time and from place to place, but no business shall be transacted at any adjourned meeting, other than the business left unfinished at the meeting from which the adjournment took place, unless notice of such new business is given to the members.

18. At any meeting, unless a poll is demanded by at least three members, a declaration by the Chair that a resolution has been carried and an entry to that effect in the book of proceedings of the Society shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour of or against such resolution.

19. If a poll is demanded in manner aforesaid, the same shall be held in a manner as the Chair may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.

## VOTES OF MEMBERS

20. Every member shall have one vote.

## DIRECTORS

21. Unless otherwise determined by general meeting, the number of directors shall not less five and not more than fifteen. The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
22. Any member of the Society shall be eligible to be elected a director of the Society. Anyone under age 18, though, must have written permission of a parent or legal guardian to be a director as recognition of any potential liability they may incur as a parent or legal guardian.
23. Directors shall be elected by members at each ordinary or annual general meeting of the Society as needed.
24. Directors shall be elected by the members from among their number.
25. At the first ordinary or annual general meeting of the Society and at every succeeding ordinary or annual general meeting, all the directors shall retire from office according to their terms but shall hold office until the dissolution of the meeting at which their successors are elected and retiring directors shall be eligible for re-election.
26. In the event that a director resigns his office or ceases to be a member in the Society, whereupon his office as director shall ipso facto be vacated, the vacancy thereby created may be filled for the unexpired portion of the term by the Board of Directors from among the members of the Society.
27. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his stead. The person so appointed shall hold office during such time only as the director in whose place he is appointed would have held office if he had not be removed.
28. Meeting of the board of Directors shall be held as often as the business of the Society may require and shall be called by the Secretary. A meeting of directors may be held at the close of every ordinary or annual general meeting of the Society without notice. Notice of all other meetings, specifying the time and place thereof, shall be given either orally or in writing to each director within a reasonable time before the meeting is to take place, but non-receipt of such notice by any director shall not invalidate the proceedings at any meeting of the Board of Directors.
29. No business shall be transacted at a meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
30. Either of the Co-Chairs shall preside as Chair at meetings of the Board.
31. The Chair may be entitled to vote as a director, and in the case of equality of votes, he shall have casting vote in addition to the vote to which he/she is entitled as a director.

## POWERS OF DIRECTORS

32. The management of the activities of the Society shall be vested in the Directors who, in addition to the powers and authorities by these by-laws or otherwise expressly conferred upon them, may exercise all such power and do all such acts and things as maybe exercised or done by the Society and are not hereby or by Statute expressly directed or required to be exercised or done by the Society in general meeting. In particular, the directors shall have power to engage coordinator and to determine his/her duties and

responsibilities and his/her remuneration.

## **OFFICERS**

33. The Officers of the Society shall be Co-Chairs (2), Treasurer and Secretary. The positions of Co-Chair may also be combined with duties of Secretary and Treasurer. Or the positions of Secretary and Treasurer may also be combined.
34. The members shall elect two of their number to be Co-Chairs. The Co-Chairs shall have general supervision of the activities of the Society and shall perform such duties as maybe assigned to them by the members from time to time.
35. The members shall select one of their number as Secretary to keep minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him/her by the members.
36. The members shall select one of their number as Treasurer to keep track of all funds in and out of accounts of the Society, and shall perform such other duties as may be assigned to him/her by the members.

## **AUDIT OF ACCOUNTS**

37. The Auditor of the Society shall be appointed annually, funds permitting, by the members of the Society at the ordinary or annual general meeting and, on failure, of the members to appoint an auditor, the directors may do so.
38. The Society shall make a written report to the members as to the financial position of the Society and the report shall contain a balance sheet and operating account. The auditors shall make a written report to the members upon the balance sheet and operating account, and in every such report, he shall state whether in his/her opinion, the balance sheet is a full and fair balance sheet containing the particulars required by the society and properly drawn up so as to exhibit a true and correct view of the Society's affairs, and such report shall be read at the annual meeting. A copy of the balance sheet, showing the general particulars of its liabilities and assets and a statement of its income and expenditure in the preceding year, audited by the auditor, shall be filed with the Registrar within fourteen days after the annual meeting each year as required by law.
39. The Society has power to repeal or amend any of these by-laws by a special resolution passed in the manner prescribed by law.

## **MISCELLANEOUS**

40. The Society shall file with the Registrar with its Annual Statement, a list of its directors with their addresses, occupations and dates of appointment or election, and within fourteen days of a change of directors, notify the registrar of the change.
41. The Society shall file with the Registrar a copy in duplicate of every special resolution with fourteen days after the resolution is passed.
42. The seal of the Society shall be in custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
43. Preparation of minutes, custody of the books and records, and custody of the minutes of all the meetings of the Society and of the Board of Directors shall be the responsibility of the Secretary.

44. The books and records of the Society may be inspected by any member at any reasonable time within two days prior to the annual general meeting at the registered office of the Society.
45. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chair or Secretary, or otherwise as prescribed by resolution of the Board of Directors.
46. The borrowing power of the Society may be exercised by special resolution of the members.
47. Directors who have, or could reasonably be seen to have, a conflict of interest have a duty to declare this interest. The declaration should be made to the members (a) upon nomination, and (b) if serving as a director, when the possibility of the conflict is realized.
48. A conflict of interest does not prevent a member from serving as a director provided that he/she withdraws from the decision making on matters pertaining to that interest. The withdrawal should be recorded in the minutes.
49. Directors and officers shall serve without remuneration and shall not receive any profit from their positions. However, a director or officer may be paid reasonable expenses incurred in the performance of his/her duties.