

BY-LAWS

St. Margaret's Bay Area Rails-To-Trails Association

1. In these by-laws unless there be something in the subject or context inconsistent therewith
 - a. "Society" means **St. Margaret's Bay Area Rails-To-Trails Association**
 - b. "Registrar" means the Registrar of the 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, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution has been duly given.**
 - d. "Member/s" refers to Associate Member and / or Friends of the Society or visa vera in keeping with the guidelines as set out in Section 5a and 5b.

OBJECTS OF THE SOCIETY

To:

- encourage a healthy community
- promote economic activity
- strengthen tourism
- foster enjoyment and respect for our unspoiled natural surroundings
- provide access to the trail using designated trail head parking lots

MEMBERSHIP

2. a. The subscribers to 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 Register of Members accordingly.
 - b. In order to become a member, a family, individual or organization shall:
 - i) agree to abide by and comply with the By-laws and regulations of the Society
 - ii) contribute annually to the support of the Society an amount which is not less than the Membership
 - c. for the purposes of registration, the number of members of the Society is unlimited.
3. Every Member of the Society shall be entitled to attend any meeting of the Society, and to vote Society and to hold any office, but there shall be no any proxy voting.

4. Membership shall be non-transferable.
5. The following shall be admitted to membership in the Society:
 - a. any individual or family wishing to be a voting member of the society must reside in the boundaries of St. Margaret's Bay , Nova Scotia as follows: Five Island Lake going west from the west side boundary of highway 103 at exit 4, to the Westerly boundary of Simms Settlement Highway #3, The south west boarder of Yankeetown on the #213 going continuing south westerly to the highway #333 to the south boundary of French Village and who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting. Such members will hold the membership designation of "Associate Member". In the case of a family membership, the family will be entitled to just the one vote. There will be no proxy voting.
 - b. any individual, family or corporation wishing to support the society and who upholds the objects of the Society and contributes to the support of the Society an amount to be determined annually at the General Meeting will hold the membership designation of "Friends of the Society". "Friends of the Society" will hold full privileges of membership to the Society with the exception of the right to vote at any Society Annual General Meeting, Special Meetings or in voting of Directors of the Society. "Friends of the Society" are not required to reside in the boundaries stated in 5a.
6. No formal admission to membership shall be required and the entry in the Register of Members by the Secretary of the name and address of any organization, family or individual shall constitute an admission to membership in the Society.
7. Membership may be revoked if membership privileges are abused. A majority vote by the Directors and written notification to the member are required. The membership due is forfeited by the member.
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/her 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 January 1 in any year to December 31 in the same year. AMENDED

The fiscal year of the Society shall be the period from November 1 in any year to October 31 in the same year. AMENDED

The fiscal year of the Society shall be the period from April 1 in any year to March 31 of the following year. NOTE: this was changes and approved in 2005 but was not included in our revised By-Laws

MEETING

10. a. The 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 the Chairperson 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 the Society.
11. Three days' notice 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 in writing and by sending it through the post in a prepaid letter addressed to each member at his/her last known address. Any notice shall be deemed to have been given at the time when the letter containing the same would be delivered in the ordinary course of post and in proving 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 proceedings at any general meeting.
12. At each annual general meeting of the Society, the following items of business shall be dealt with and shall be deemed to be ordinary business:
 - a. Minutes of preceding general meeting;
 - b. Consideration of the annual report of the directors;
 - c. Consideration of the financial statements, including balance sheet and operating statement and the report of the auditors thereon;
 - d. Election of directors for the ensuing year;
 - e. Appointment of auditorsAll other business transacted at an 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 other case, it shall stand adjourned to such time and place as a majority of the members then present shall direct and if at such adjournment meeting a quorum of members is not present, it shall be adjourned sine die
15. a. The Chairperson of the Society shall preside as Chairperson at every general meeting of the Society;
- b. If there is no Chairperson or if at any meeting he/she is not present at the time of holding the same, the Vice-Chairperson shall preside as Chairperson; and if that person is not present the Secretary shall preside;

- c. If there is no Chairperson, Vice-Chairperson or Secretary or if at any meeting neither the Chairperson, Vice-Chairperson or Secretary is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
16. The Chairperson shall have no vote except in the case of an equality of votes. In the case of an equality of votes, he/she shall have a casting vote.
17. The Chairperson 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 Chairperson 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 deemed in manner aforesaid, the same shall be such manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Society in general meeting.
20. Except for motions which affect the By-Laws, a simple majority is required before a motion is passed.

VOTES OF MEMBERS

21. Every Associate Member shall have one (1) vote and no more. There shall be no votes by proxy.

DIRECTORS

22. Unless otherwise determined by general meeting, the number of directors shall not be less than five or more than ~~fifteen~~ sixteen (Amended) The subscribers to the Memorandum of Association of the Society shall be the first directors of the Society.
23. Any Associate Member of the Society shall be eligible to be elected as a director of the Society
24. Directors shall be elected by the members at each annual general meeting of the Society.

25. For an Associate Member to be nominated as Chairperson, the Associate Member has to be a member in good standing of the society and have sat as a Director for a minimum of one year, the year prior to offering for this position. This clause can be waived only under the condition that no existing board member is offering to seek this role, and thereby the society may recruit outside of the exiting Board of Directors.

26. The members shall elect as a director, a representative nominated by each of the organizations which support the work of the Society and the remaining directors shall be elected by the members from among their number.
27. At the first annual general meeting of the Society and at every succeeding annual general meeting, all the directors shall retire from office 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.
28. In the event that a director resigns his/her office or ceases to be a member in the Society, whereupon his/her 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.
29. The Society may, by special resolution, remove any director before the expiration of the period of office and appoint another person in his/her stead. The person so appointed shall hold office during such time only as the director in whose place he/she is appointed would have held office if he/she had not been removed.
30. Meetings 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 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.
31. No business shall be transacted at any meeting of the Board of Directors unless at least one-third in number of the directors are present at the commencement of such business.
32. The Chairperson or, in his/her absence, the Vice-Chairperson or Secretary, or in the absence of all of them, any director appointed from among those directors present shall preside as Chairperson at meetings of the Board of Directors.
33. The Chairperson shall be entitled to vote as a director and, in the case of an equality of votes, he/she shall have casting vote in addition to the vote to which he/she is entitled as a director.
34. Directors of specific committees shall prepare an annual budget and proposed activities that will be voted on for acceptance. These plans can be changed at any time upon approval of the Executive and Board of Directors.

POWERS OF DIRECTORS

35. 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 powers and do all such acts and things as may be 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 a co-ordinator and to determine his/her duties and responsibilities and remuneration. The directors may appoint an executive committee, consisting of the officers and such other persons as the directors decide.

OFFICERS

36. The officers of the Society shall be a Chairperson, a Vice-Chairperson, a Treasurer and a Secretary. If the Directors think fit, the same person may hold both offices of Treasurer and Secretary.
37. The members shall elect one of their members to be the Chairperson of the Society. The Chairperson shall have general supervision of the activities of the Society and shall perform such duties as may be assigned to him by the members from time to time.
38. The members may also elect from their number a Vice-Chairperson of the Society. The Vice-Chairperson shall, at the request of the members and subject to its directions, perform the duties of the Chairperson during the absence, illness or incapacity of the Chairperson or during such period as the Chairperson may request him to do so.
39. The Chairperson, Vice-Chairperson, Secretary and Treasurer shall be elected at the annual general meeting from the members of the Society and by virtue of their office shall be Directors of the Society. All officers are appointed for a one (1) year term.
40. The Chairperson shall have general supervision of the activities of the Society, shall sign all instruments which shall require the signature of the Chairperson and shall perform such duties as may be assigned to him/her by the Board of Directors. The Chairperson is usually the out-going Vice-Chairperson.
41. The immediate Past Chairperson shall act in an advisory capacity and be a member of the Nominating Committee.
42. a. There shall be a Secretary of the Society who shall keep the minutes of the meetings of members and directors and shall perform such other duties as may be assigned to him/her by the members. All minutes shall be approved before official entry into the records. The Secretary shall issue notices for all meetings, shall have charge of the minute-book and records of the Society and shall sign with the Chairperson or other signing officer of the Society such instruments as require the signature of the Secretary. The members shall appoint the Secretary and may also appoint a Treasurer of the Society to carry out such duties as the members may assign. If the members think fit, the same person may hold both offices of Secretary and Treasurer.
 - b. The directors may appoint a temporary substitute for the Secretary who shall, for the purpose of these by-laws, be deemed to be the Secretary.
 - c. The Secretary shall keep a minute-book wherein shall be recorded:
 - i. a copy of the By-Laws and general operating guidelines (e.g. the function of the committees)
 - ii. the names and addresses of the Membership of the Society

- iii. the names and addresses of the Directors of the Society and the dates on which they became or ceased to be a Director
- 43. The Treasurer shall have the care and custody of all the funds of the Society and shall keep proper books of account hereof. He/she shall deposit all funds with such depository as may be approved by the Board of Directors and sign or countersign cheques issued by the Society. He/she shall prepare an annual financial statement and a balance sheet which shall be submitted at the Annual General meeting and filed with the Registrar within fourteen (14) days after said meeting.
- 44. To help in the election of officers, the Society shall have a Nominating Committee which shall consist of:
 - a. the immediate Past Chairperson of the Society
 - b. one member of the Board of Directors
 - c. one associated member at large

If the Past Chairperson is unable to sit on this committee, a third associated member may be chosen by the Executive. The Chairperson of this committee shall be chosen from among its associated members. The function of the Nominating Committee shall be to present a slate of names at the annual general meeting for the Executive and Board of Directors. This shall not preclude nominations from the floor.

MEMBERSHIP DUES

- 45. Every member shall pay annual membership dues to the Society and shall be given receipt for the same.
- 46. The amount of the membership dues shall be determined yearly at the Annual General Meeting.

47. Memberships will be in effect for four full consecutive quarters (365 days) upon payment in full of annual dues. A single year's membership entitles the member to all privileges as stated in clause 5a and 5b. In the case of an Associated Member, they are entitled to vote at one, and only one, annual general meeting and all "Special Meetings" that may be called during the four full consecutive quarters.
~~regardless of when during the fiscal year the membership was taken out. At the discretion of the Board of Directors, dues may be waived for the balance of the fourth quarter of any fiscal year, with the proviso that the member intends to pay for the following year in full at or before the immediately following AGM.~~

- 48. With the exception of Corporate "Friends of the Society" memberships, membership dues may be reduced or waived at the discretion of the Board of Directors in the case of but not limited to financial need of an individual or family or as determined by the Municipality of the County of Halifax Social Services Department. In all other respects these members shall be regarded as members as identified in clause 5a and 5b.

FINANCIAL TRANSACTIONS

49. Any monies raised or received by the Society shall be forwarded to the Treasurer, who shall deposit all monies in a bank account.
50. All disbursements shall be made by cheque, the reason for the disbursement to be noted on the cheque.
51. All cheques require dual authorization by any two (2) of the Treasurer, Chairperson, or Secretary.
52. The auditor of the Society shall be appointed annually by the associate 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.
53. 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 an 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/she 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 in each year, as required by law.

REPEAL AND AMENDMENT OF BY-LAWS

54. 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

55. 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.
56. The Society shall file with the Registrar a copy in duplicate of every special resolution within fourteen days after the resolution is passed.
57. The seal of the Society shall be in the custody of the Secretary and may be affixed to any document upon resolution of the Board of Directors.
58. 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.
59. 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.

60. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Society by the Chairperson or the Vice-Chairperson and the Secretary, or otherwise as prescribed by resolution of the Board of Directors.
61. The borrowing powers of the Society may only be exercised by special resolution of the Associated Members.