

# Halifax Regional Trails Association

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## **Halifax Regional Trails Association**

### **1.0 Introduction**

The Halifax Regional Trails Association (referred to throughout this document as HRTA) is an umbrella group representing a wide range of Community Trail Groups throughout the Halifax Regional Municipality. Our primary purpose is to promote the development and wise use of trails for the benefit of residents of HRM, other Nova Scotians and visitors.

### **1.1 Mission Statement**

The mission of the Halifax Regional Trails Association is to assist and support community trails groups to develop, build and promote a system of interconnecting trails in HRM.

### **1.2 Statement of Purpose**

The Halifax Regional Trails Association is established to advise the HRM Council on matters related to:

- Coordinating an integrated trail and walkway system for areas within HRM
- Coordinating activities among community groups and federal, provincial, municipal and corporate partners,
- Promoting the development of trail focused community groups throughout HRM
- Other matters concerning trails within HRM.

HRTA is established to provide leadership, promote public awareness and advocate action on matters related to trail development in HRM.

### **1.3 Goals**

The Association will have standing committees from time to time adhoc committees will be struck to conduct the business of the Association. The goals of HRTA are reflected in the goals of its committees.

## **2.0 Memorandum of Association**

The name of the Society is: Halifax Regional Trails Association.

The objectives of the Society are:

- a. To provide leadership and support to the recreational trails community in HRM;
- b. To assist and support the development and maintenance of recreational trails in HRM;
- c. To provide a public information service to promote recreational trails and their use in HRM;

For the further attainment of the above objectives, HRTA may:

1. Acquire, accept, solicit and receive by purchase, lease, contract, donation, legacy, gift, bequest or otherwise any kind of real or personal property
2. Acquire by purchase, lease, devise, gift or otherwise, and to hold any real property necessary for the carrying on of its undertaking and for the purpose of drawing of a revenue there from and to sell, lease, mortgage, dispose of and convey the same or any part thereof as may be considered advisable;
3. Demand, receive, and compel the payment of all sums of money that may become due payable to the Society and to apply the said sums for the objects and purposes of the Society;
4. Acquire, accept, solicit, or receive any gift of real or personal property either as an annual or other contribution or as an addition to the fund or funds of the Society;

5. Employ and pay such assistants, agents, representatives, consultants or employees, legal advisors and to procure, equip and maintain such offices and other facilities and to incur such reasonable expenses as may be necessary;
6. Apply for, secure, acquire by assignment, transfer, purchase or otherwise, and to exercise, carry out and enjoy any license, power, authority, franchise, that a public body may be empowered to grant, and to pay for, aid in and contribute towards carrying the same into effect, and to appropriate any of the Society's assets to defray the necessary costs, charges and expenses thereof.
7. HRTA does not engage in any activity that would include the borrowing of funds. 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 or gain to any of the members and that any surplus or any assets of the Society shall be used solely for the purposes of the Society and the promotion of the objectives; 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 a provincially recognised charitable organisation recommended by the Board.  
The activities of the Society are to be carried on in Nova Scotia.

### **3.0 Statement of Activities**

The Halifax Regional Trails Association (HRTA) will support the development of a public, multi-use trail system within the Halifax Regional Municipality of Nova Scotia. The Halifax Regional Trails Association will work in partnership with its Community Group Members, communities, other organizations, the private sector, governments and individuals for the establishment, development and maintenance of such a trails system. The Halifax Regional Trails Association will promote environmentally sound trail development, the preservation of the natural and historic features of adjacent lands and the appreciation of the natural environment.

The Halifax Regional Trails Association will fulfill its mission in an objective and impartial manner, directing the resources and energy of the many diverse groups wishing to work towards a common goal of an extensive, municipal trail system.

The Halifax Regional Trails Association will avoid partisan political involvement.

The Halifax Regional Trails Association has a board of directors made up of appointees from its Community Group Members. Each Community Group Member in good standing is eligible to appoint a representative to the Board of Directors. Officers will be elected by these representatives of the community group members.

### **4.0 Bylaws**

#### **4.1 Definitions**

In these bylaws, unless there is something in the subject or context inconsistent therewith,

- a. 'HRTA' means Halifax Regional Trails Association,
- b. 'Registrar' means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act,
- c. 'Community Group' shall mean an organisation devoted to a specific trail or community system of trails, which has been formally recognised by the Board of

Directors of the HRTA, and which has been incorporated under the Societies Act of Nova Scotia or under an act of the Nova Scotia legislature, such as a Commission,

d. 'Director(s)' shall mean any appointed representative from a recognized community group, each qualified community group may have a single voting representative on the Halifax Regional Trails Association Board of Directors,

e. 'Special Resolution' 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 purpose the resolution as a special resolution has been duly given.

f. 'Voting Member' any Director appointed by a recognized community group in good standing with the Halifax Regional Trails Association.

g. 'Member' any person voting or non-voting recognized by the Halifax Regional Trails Association as participating in the development and maintenance of trails within the Halifax Regional Municipality.

#### **4.2 Membership**

a. There shall be only one category of voting membership in the HRTA: that is the Community Group Member.

b. Every group member of the Halifax Regional Trails Association shall be entitled to attend any meeting of the HRTA.

c. Membership in the HRTA shall not be transferable.

d. There shall be no limit on the number of Community Group Members in HRTA.

e. A Community Group Member represents a distinct Community Trail Group within the Halifax Regional Municipality. No two organizations representing the same distinct Community trail shall hold membership in the HRTA at the same time.

f. Participation in the management of the affairs of the HRTA shall be through appointed directors: one representative from each Community Group Member.

g. The membership year for Community Group Members is from April 01 of any year to March 31 of the following year.

h. Any member of the public may attend HRTA meetings or become a volunteer; he/she does not have voting status.

i. Ex-officio (non-voting) members of HRTA shall be permitted. HRM Trails staff shall be considered ex-officio members.

##### **4.2.1 The Membership**

The membership of HRTA shall be composed of representatives of trail groups within HRM who share the common goals of trail development and a commitment to cooperative

effort to maximize the realization of such goals. To be members, the community trail organizations represented must:

1. Have community support
2. Have trail development as one of its mandates and core goals
3. Be developing, maintaining and/or managing trails in HRM
4. Be a registered society under the Nova Scotia Societies Act, or incorporated under an act of the Nova Scotia Legislature
5. Be a member in good standing of NS Trails
6. Annually provide an updated list of their officers and executive to HRTA
7. Attend HRTA meetings on a regular basis

These members shall be known as Community Group Members. Community groups may apply for HRTA membership at any time.

In addition, HRTA shall have ex-officio members, such as the trails staff of the Halifax Regional Municipality.

HRTA will provide the following services:

- 1 Liaison with Halifax Regional Municipality staff
- 2 Representation to the public and/or government
- 3 Speakers/support for public meetings
- 4 Information on funding
- 5 Information on trails within the Halifax Regional Municipality
- 6 Support fellow community group members

#### 4.2.2 Privileges and Responsibilities of Membership

Only Community Group Members in good standing may apply for capital, recapitalization and/or operational funding for trail development from Halifax Regional Municipality and/or funds provided to HRTA for such purposes.

Community Group Member representatives on the Board of Directors are

- 1 Expected to report to the Board of HRTA on any trail-related issues arising from his/her Community Group, or any issues relating to its interests of which she/he may become aware.
  - 2 Expected to represent the interests of his/her organization in a strong but fair way on HRTA, in spirit of compromise and negotiation on issues where interests of various groups intersect.
  - 3 Expected to report fairly and regularly to her/his Community Group on matters which arise in HRTA or any other trails-related issues
- Community Group Member representatives nominated to the Board of HRTA are expected to serve for one full year, encouraged to serve for two or three years and to orient their successor.

#### 4.3 Expulsion of Members

- a. Any Community Group Member may be expelled from the HRTA for activity prejudicial to the goals of the HRTA or for not meeting the requirements of membership outlined herein.
- b. Expulsion pursuant to 4.3a above shall be by passage of a motion at a Board of Directors meeting, and such a motion shall require a two-thirds majority vote for passage.
- c. Notice of motion, identifying the member or members involved, must be sent to all Community Group Members, and all directors at least 30 days in advance of any motion made pursuant to 4.3b above.

#### 4.4 Fiscal Year

The fiscal year of the HRTA shall be from April 01 in any year to March 31 of the following year. These dates are set so as to be compatible with the fiscal year of HRM.

#### 4.5 Meetings

All Annual General Meetings of the HRTA shall be open to all members of all Community Group members, but Community Groups shall be represented at any voting by their appointed or elected representative to the Board of Directors of HRTA. All business at General Meetings except elections of directors representing the Community Group. Members shall be decided by vote of the directors present.

- 4.5.1 The Annual General Meeting (AGM) of the HRTA shall be held within three months of the end of the fiscal year of the HRTA.

4.5.2 A Special General Meeting (SGM) of the HRTA may be called by the Chair the Board of Directors at any time, and shall be called if requested in writing by at least 75% of directors.

4.5.3 Seven days notice of a Regular meeting, specifying the place, day and hour of the meeting, and, in the case of special business, the nature of the business, shall be given to members. Notice shall be in writing, by email, by facsimile or by sending it through the post in a prepaid letter or newsletter addressed to each member at his or her last known address. The non-receipt of any notice by any member shall not invalidate the proceedings of any Annual General Meeting.

4.5.4 At each Annual General Meeting of the HRTA, the following items of business shall be dealt with, and shall be deemed to be ordinary business:

a. Minutes of the preceding AGM, and any intervening SGM (Special General Meeting);

b. Consideration of the Annual Report of the Directors;

c. Consideration of the Financial Statements, including the balance sheet,

All other business transacted at an Annual General meeting, and all other business transacted at a Special General Meeting shall be deemed to be special business.

4.5.5 No business shall be transacted at any Annual General meeting of the HRTA unless 60% of the Directors are present at the commencement of such business.

4.5.6 If fewer than 60% of the Directors are present:

a. And, if the meeting was convened at the request of a minority of the Directors, it shall be dissolved, otherwise,

b. This meeting shall stand adjourned to such time and place as 60% of Directors then present shall direct, and if at that subsequent meeting 60% of directors are not present, it shall be adjourned without further fixing of another date.

4.5.7 The Chair of the HRTA shall preside as chairperson at any General Meeting of the HRTA. If there is no Chair, or if the chair is not present, the Vice-Chair shall preside as chairperson. The Chair shall have not vote except in the case of an equality of votes, when he/she shall have a casting vote. If there is also no Vice-Chair, or if the Vice-Chair is not present; the directors present shall choose one of their number to be Chairperson for the session.

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

4.5.9 At any General 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 the proceedings of the HRTA shall be sufficient evidence of the fact, without proof of the number or proportion of the directors recorded in favour or against such resolution.

4.5.10 If demanded, a poll of the directors shall be taken in the manner prescribed by the Chair, and the result of such poll shall be deemed to be the resolution of the HRTA in a General Meeting.

#### **4.6 Directors**

4.6.1 The affairs of the HRTA shall be managed entirely by its Board of Directors.

4.6.2 The subscribers of the Memorandum of Association of the HRTA shall be the first

Directors of the HRTA.

4.6.3 Community Group representatives must attend HRTA meetings in order to remain members in good standing. If three consecutive meetings have been missed the officers will attempt to contact the community group and request their presence at meetings. If the community group does not comply, the community group may be voted out of the Halifax Regional Trails Association and forfeit all remaining funds appointed to them. Therefore:

a. Each Community Group Member may select one individual as its Director, and provide the HRTA with formal letter of accreditation. That person may then correspond with the HRTA on the Community Group Member's behalf, and cast the Community Group Member's vote on any matter of business that is raised at meetings of the HRTA. If said Member is unable to attend the HRTA meeting, he/she may send a representative of the Community Group in his/her place and that person will be entitled to vote as a Director at said meeting.

b. Each Community Group Member shall provide the HRTA with formal notice of its representative for the HRTA's AGM. HRTA should also have the executive officers' contact information for each community group membership.

4.6.4 At the first Annual General Meeting of the HRTA, and at every succeeding Annual General Meeting, all elected Officers shall retire from office, but shall hold office until the dissolution of the Meeting at which their successors are elected. Retiring Officers are eligible for re-election.

4.6.5 In the event that a Director resigns or ceases to be a member of the HRTA, where upon his office as Director shall ipso facto be vacated, the vacancy thereby created may be filled by another representative appointed by the Community Group Member.

#### **4.7 Board of Directors Meetings**

4.7.1 Regular meetings of the Board of Directors shall be held monthly, on the second Monday, unless otherwise determined.

4.7.2 A meeting of the Directors may be held at the close of every Annual General Meeting without notice.

4.7.3 Notice of each other meeting, specifying the time and place, shall be given 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 of any meeting of the Board of Directors.

4.7.4 Notice of Board of Directors Meetings shall be given by the Secretary.

4.7.5 No business shall be transacted at any meeting of the Board of Directors unless 60% of Directors is present at the commencement of such business.

4.7.6 The Chair, or in his/her absence, the Vice-Chair, or in the absence of both of them, any director chosen from among the directors present, shall preside as Chairperson for that meeting of the Board.

#### **4.8 Powers of the Directors**

4.8.1. The management of HRTA activities shall be vested in the Directors who, in addition to the powers and authorities conferred on them by these bylaws and otherwise, may exercise all such powers, acts and business as exercised by the HRTA, and are not hereby, or by statute directed or required to be exercised or done by the HRTA in a General Meeting.

The certain assigned directors as prescribed in the business of a meeting can conduct that business and only that business outside a meeting, reporting actions and results back to the Board of Directors at the next meeting, and any other consequential meetings until the prescribed business has concluded.

In particular, the Directors shall have the power to engage volunteers or employees, following accepted human resource practices, and determine their duties, responsibilities, and remuneration.

The Directors may appoint an Executive Committee, consisting of the officers and such other persons as the Directors decide in order to conduct HRTA business as expressed by the Directors.

4.8.2 Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the HRTA by the Treasurer and the Chair or Vice-Chair, or other as prescribed by resolution of the Directors.

#### **4.9 Officers**

4.9.1 The officers of the HRTA shall be a Chair, a Vice-Chair, a Treasurer and a Secretary and up to two additional directors. The offices of Secretary and Treasurer may be combined.

4.9.2 The Directors shall elect one of their numbers to be Chair of the HRTA. The Chair shall have the supervision of the activities of the HRTA, and shall perform such duties as may be assigned by the Directors from time to time. The Chair shall serve a two-year, renewable term. Nomination and election of the Chair will take place at the AGM.

4.9.3 The Directors shall also elect one of their numbers to be Vice-Chair. The Vice-Chair shall, subject to the direction of the Board, perform the duties of the Chair during his/her absence, illness or incapacity, or during such periods as the chair may request him/her to do so. The Vice-Chair shall serve a two-year, renewable term. Nomination and election of the Vice-Chair will take place at the AGM, in the same years as election of the Chair.

4.9.4 The Directors shall elect a Secretary who shall keep minutes of all meetings, and shall perform such other duties as are assigned by the Board.

The Directors may appoint a temporary substitute for Secretary who shall be deemed the Secretary for the purposes of the by-laws. The Directors shall elect a Treasurer of the HRTA to carry out such duties as the Board may assign. If the Directors so decide, the same person may hold the offices of both Secretary and Treasurer.

The Secretary and Treasurer shall serve a two-year, renewable term. Nomination and election will take place at the AGM, in alternate years to those of the Chair and Vice-Chair.

It is the intent that a member of the HRM Staff who are designated to work on trails within HRM, shall provide staff support for the functions of both Secretary and Treasurer.

The number of additional officers elected by the Directors will be determined by the decision of whether the offices of Secretary and Treasurer are combined.

4.9.5 The seal of the HRTA, if one is obtained, shall be in the custody of the Secretary, and may be affixed to any document or resolution of the Directors.

4.9.6 Preparation of the minutes, custody of the books and records, and custody of the minutes of all meetings of the HRTA and the Directors shall be the responsibility of the Secretary with the support of the HRM trail staff.

#### **4.10 Audit of Accounts**

4.10.1 The appointed auditor of HRTA shall be anyone outside the past or present executive, together with one other director selected by the past Chair, and approved by the members, shall be responsible for the review of the accounts of the preceding year, and for preparing a report for members.

4.10.2 The HRTA shall provide an annual written report for its members. This shall include a financial statement, and the statement by review committee regarding the correctness of the view of the HRTA's affairs presented.

A copy of the balance sheet, showing liabilities and assets, and a statement of income and expenses for the preceding year, as audited by the auditor, shall be filed with the Registrar within fourteen days after the Annual General Meeting each year, as required by law.

#### **4.11 Special Resolutions and Amendments of Bylaws**

The society has the power to repeal or amend any of these bylaws by a special resolution passed in the manner prescribed by law. Bylaws must be amended by special resolution which is defined in the Societies Act as 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 purpose the resolution as a special resolution has been duly given.

4.11.1 Every special resolution must be approved by a 60% majority of the Directors present at the General Meeting to be adopted.

4.11.2 The HRTA has the power to repeal or amend any of these bylaws by a resolution passed in a manner prescribed by law.

4.11.3 Except by unanimous approval of the Directors, twenty-one days notice must be given before consideration of a special resolution.

#### **4.12 Miscellaneous**

4.12.1 The HRTA shall file with the Registrar, along with its Annual Statement, a list of its directors with their addresses, occupations, and date of appointment or election.

The HRTA shall notify the Registrar within fourteen days of any change in the information as outlined in section 4.11.

4.12.2 The HRTA shall file duplicate copies of every Special resolution passed with the Registrar within fourteen days.

4.12.3 The books and records of the HRTA may be inspected by any member of the HRTA at any reasonable time with two days notice at the registered office of the HRTA.

4.12.4 The Directors will not be permitted to engage in any trade, industry or business whose purpose is to give tangible gain to any person currently a member of the Board.

4.12.5 HRTA, or the Directors on behalf of HRTA, shall not borrow funds nor engage in any activity that would include the borrowing of funds. This change was presented Dec 10th 2007 for discussion and special resolution vote at the regular HRTA meeting Jan 2008.

Presented Dec 10th 2007 for discussion and special resolution vote at the regular HRTA meeting Jan 2008. Accepted with amendments April 14th 2008 at the HRTA AGM.

