

By-Laws

Definitions

1. In these by-laws, unless there is something in the subject or context inconsistent therewith,
 - a. 'Federation' means Nova Scotia Trails Federation,
 - b. 'Registrar' means the Registrar of Joint Stock Companies appointed under the Nova Scotia Companies Act,
 - c. 'User Group' shall mean an organization devoted to a specific trail use, which has been formally recognised by the Board of Directors of the Federation, and which has been incorporated under the Societies Act of Nova Scotia,
 - d. 'Community Group' shall mean a community-based group of persons who represent the interest of trail users in their respective area and which has been formally recognised by the Board of Directors of the Federation and incorporated under the Societies Act of Nova Scotia,
 - e. 'Associate Group' shall mean a municipal, provincial, or federal government body or department, or any other organization that does not fit the definition of 1.c or 1.d, that is developing or managing a specific trail, which has been formally recognized by the board of Directors of the Federation and incorporated under the Societies Act of Nova Scotia.
 - f. 'Individual Member' shall be any person who subscribes to the objectives of the Federation but who is neither a member of a user group nor a community group
 - g. 'Director(s)' shall mean any or all selected member(s) of the Board of Directors,
 - h. "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.
 - i. 'Region' shall mean a geographic area of the province defined by the Directors of the Federation.

Membership

2.
 - a. There shall be four categories of membership in the Federation: User Group Member, Community Group Member, Associate Group Member, and Individual Member,
 - b. Every member of the Nova Scotia Trails Federation shall be entitled to attend any meeting of the Federation,
 - c. Membership in the Federation shall not be transferable,
 - d. A User Group Member represents a distinct group of trail users on the Provincial level in Nova Scotia. There shall be no more than twelve User Group Members recognised by the Federation at any one time. Where the directors are satisfied that a distinct group of trail users has no organization on the provincial level, the Board may admit an organization formed at some other level to membership until such time as this user group forms a provincial organization, and that organization is ready to participate fully in the affairs of the Federation. No two organizations representing the same distinct trail user group shall hold membership in the Federation at the same time.
 - e. Before any motion to admit any new User Group Member can be made at any Board of Directors meeting, a notice of motion identifying the prospective new User Group Member must be sent in writing to all directors at least 60 days in advance.
 - f. A Community Group Member represents a distinct organization which is not a User Group Member but which has goals commensurate with those of the Federation. Such members may be admitted to the Federation by the Board of Directors on payment of dues and the fulfilment of such other conditions as may appear elsewhere in these by-laws or be stated from time to time by the Board. The number of Community Group Members is unlimited.
 - g. An Associate Group Member represents a distinct organization which is not a User Group Member or a Community Group Member but which has goals commensurate with those of the Federation. Such members may be admitted to the Federation by the Board of Directors on payment of dues and the fulfilment of such other conditions as may appear elsewhere in these by-laws or be stated from time to time by the Board. The number of Associate Group Members is unlimited

- h. Individual Members are sympathetic individual persons who represent neither a user group nor a community group, but who share the goals of the Federation. Such members may be admitted to the Federation by the Board of Directors on payment of dues and the fulfilment of such other conditions as may appear elsewhere in these by-laws or be stated from time to time by the Board. The number of individual members is unlimited.
- i. Participation in the management of the affairs of the Federation shall be through appointed directors: one representative from each User Group Member up to a maximum of twelve persons; two representatives from the Community Group and Associate Group Members within each Region up to a maximum of twelve persons, and three representatives selected from among the Individual Members. The number of directors shall not exceed 27 at any one time.
- j. The membership year for User Group Members, Community Group Members and Associate Group Members is from April 01 of any year to March 31 of the following year.
- k. Individual Members memberships will be in effect for four full consecutive quarters upon payment of annual dues. A single year's membership entitles the member to vote at one, and only one, annual general meeting.

Expulsion of Members

- 3.
 - a. Any Individual Member, User Group Member, Community Group Member or Associate Group Member may be expelled from the Federation for activity prejudicial to the goals of the Federation.
 - b. Expulsion pursuant to 3a above shall be by special resolution at a Board of Directors meeting.
 - c. Notice of the special resolution identifying the member or members involved, must be sent to all User Group Members, Community Group Members, Associate Group Members, Individual Members and all directors at least 30 days in advance of any special resolution made pursuant to 3b above.

Fiscal Year

4. The fiscal year of the Federation shall be from April 01 in any year to March 31 of the following year.

Meetings

5. All General Meetings of the Federation shall be open to all members, but members shall be represented at any voting by their appointed or elected directors. All business at General Meetings except elections of directors representing the User Group Members, Community Group Members, Associate Group Members and Individual Members shall be decided by vote of the directors present.
6.
 - a. The Annual General Meeting (AGM) of the Federation shall be held within six months of the end of the fiscal year of the Federation.
 - b. A Special General Meeting (SGM) of the Federation may be called by the Chair or the Board of Directors at any time, and shall be called if requested in writing by at least fourteen voting members/Directors.
7. Seven days notice of a General 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 given to the members by newsletters, newspapers, television, radio, email, telephone, fax or other electronic means. The non-receipt of any notice by any member shall not invalidate the proceedings of any General Meeting.
8. At each Annual General Meeting of the Federation, 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;
 - b. Consideration of the Annual Report of the Directors;
 - c. Consideration of the Financial Statements, including the balance sheet, the statement of income and expenses, and the report of the auditors thereon;
 - d. Appointment of directors;
 - e. Appointment of auditors;

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.
9. No business shall be transacted at any meeting of the Federation unless a majority of the Directors is present at the commencement of such business.

10. If a majority of the Directors is not present within one half hour of the time appointed for the meeting, then
 - a. If the meeting was convened at the request of a minority of the Directors, it shall be dissolved, otherwise,
 - b. It shall stand adjourned to such time and place as a majority of Directors then present shall direct, and if at that subsequent meeting a majority of directors is not present, it shall be adjourned without further fixing of another date.
11.
 - a. The Chair of the Federation shall preside as chairperson at any General Meeting of the Federation,
 - b. If there is no Chair, or if the Chair is not present, the Vice-Chair shall preside as chairperson,
 - c. The Chair shall have no vote except in the case of an equality of votes, when he/she shall have a casting vote.
 - d. 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.
12. 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.
13.
 - a. 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 Federation shall be sufficient evidence of the fact, without proof of the number or proportion of the directors recorded in favour or against such resolution.
 - b. 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 Federation in a General Meeting.

Directors

14. The affairs of the Federation shall be managed entirely by its Board of Directors through the Chief Executive Officer.

15. The Board of Directors shall consist of one Director appointed by each User Group Member, up to a maximum of 12 directors; two Directors appointed from each Region by the Community Group Members and Associate Group Members located in each Region, up to a maximum of 12 directors, and up to three directors appointed by Individual Members.
- a. Each User Group Member may select one individual as its Director, and provide the Federation with formal letter of accreditation. That person may then correspond with the Federation on the User Group Member's behalf, and cast the User Group Member's vote on any matter of business that is raised at meetings of the Federation.
 - b. Each Community Group Member and Associate Group Member shall provide the Federation with formal accreditation of its representative for the Federation's AGM. The Province of Nova Scotia shall be divided into no more than six geographical Regions, as defined by the retiring Directors of the Federation at the AGM. The accredited Community Group Members and Associate Group Members within each Region shall at the AGM elect two individuals as its Directors. These persons may then correspond with the Federation on the Region's behalf, and cast the Region's vote on any matter of business that is raised at meetings of the Federation.
 - c. Each Associate Group Member shall provide the Federation with formal accreditation of its representative for the Federation's AGM. The accredited Associate Group Members within each Region shall at the AGM vote with Community Group Members within the same Region to elect two individuals as its Directors. These persons may then correspond with the Federation on the Region's behalf, and cast the Region's vote on any matter of business that is raised at meetings of the Federation.
 - d. An Individual Member wishing to serve as Director must be in good standing, with dues paid, at the start of the AGM. The Individual Members in good standing attending the AGM shall elect three individuals as their Directors. These persons may then correspond with the Federation on the Individual Members' behalf, and cast the Individual Members' vote on any matter of business that is raised at meetings of the Federation.

At no time shall the Board of Directors have more than 27 members.

16. At each Annual General Meeting, all elected Directors shall retire from office, but shall hold office until the dissolution of the Meeting at which their successors are elected. Retiring Directors are eligible for re-election.
17. In the event that a Director resigns or ceases to be a member of the Federation, 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 User Group Member, Community Group Member or Associate Group Member or by a vote of Individual Members.

Removal of Directors

18.
 - a. Any Director may be removed from the Board for activity prejudicial to the goals of the Federation or the orderly management of the business of the Federation, or for failure to perform his/her duties as a Director.
 - b. Directors and Officers can only be removed by a special resolution of the voting members/Directors and must be passed by three fourths of the voting members/Directors.
 - c. Notice of motion, identifying the person or persons involved, must be sent to all User Group Members, Community Group Members and Associate Group Members and all directors at least 15 days in advance of any motion made pursuant to paragraph b.
 - d. If a Director removed from the Board pursuant to paragraph b is the appointee of a User Group Member, Community Group Member or Associate Group Member, the User Group Member, Community Group Member or Associate Group Member shall be informed as soon as is practical, and shall be asked to appoint another, different Director to replace the one removed.
 - e. If a Director appointed by the Individual Members is removed pursuant to this section within a ninety-day period preceding an Annual meeting, his/her seat may remain vacant until the Annual Meeting. Otherwise, a special election shall be held at which the Individual Members shall elect another Director to take the removed Director's seat for the remainder of the term.

Board of Directors Meetings

19. Meetings of the Board of Directors shall be held as often as the business of the Federation may require.
20.
 - a. A meeting of the Directors may be held at the close of every Annual General Meeting without notice.
 - b. 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.

- c. Notice of Board of Directors Meetings shall be given by the CEO.
21. No business shall be transacted at any meeting of the Board of Directors unless 50% plus 1 of the voting members/Directors is present at the commencement of such business.
 22. Directors unable to attend a meeting of the Board of Directors may vote on all motions listed in the notice of motions by e-mail, fax, post, or by written message given to the CEO in the Federation office. Notice of the use of a proxy vote must be given to the Chair at least 48 hours before the scheduled meeting date and time. The Director exercising the proxy vote will be counted as present during the meeting in which the votes are used and in determining if there is a majority of directors present.
 23. 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.

Powers of the Directors

24. The management of the activities of the Federation shall be vested in the directors who, in addition to the powers and authorities expressly conferred on them by these by-laws and otherwise, may exercise all such powers and do all such acts and things as may be exercised or done by the Federation, and are not hereby, or by statute expressly directly or required to be exercised or done by the Federation in a General Meeting.

In particular, the Directors will provide for the appointment and compensation of a Chief Executive Officer (CEO) whose title shall be "President and Chief Executive Officer."

The Directors may appoint an Executive Committee, consisting of the officers and such other persons as the Directors decide.
25. Contracts, deeds, bills of exchange and other instruments and documents may be executed on behalf of the Federation by the CEO and the Chair or Vice-Chair, or as other prescribed by resolution of the Directors.
26. The borrowing powers of the Federation can only be executed by a special resolution of the voting member/Directors.

Officers

27. The officers of the Federation 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.
28. At least one-half of the officers shall be Directors appointed by User Group Members and one half the officers shall be directors appointed by Community Group Members, Associate Group Members and Individual Members.
29. The Directors shall elect one of their number to be Chair of the Federation. The Chair will be the direct report of the CEO and shall perform such duties as may be assigned by the Directors from time to time.
30. The Directors shall also elect one of their number 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.
31.
 - a. 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.
 - b. The Directors may appoint a temporary substitute for the Secretary who shall be deemed the Secretary for the purposes of the by-laws.
 - c. The Directors shall elect a Treasurer of the Federation 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 number of additional officers elected by the Directors will be determined by the decision of whether the offices of Secretary and Treasurer are combined. The purpose of electing up to two additional officers is to enable the provisions of section 28 above.

32. The seal of the Federation, if one is obtained, shall be in the custody of the Secretary, and may be affixed to any document or resolution of the Directors.
33. Preparation of the minutes, custody of the books and records, and custody of the minutes of all meetings of the Federation and the Directors shall be the responsibility of the Secretary and maintained in the Federation offices.

Chief Executive Officer

34. There shall be a job description for the position of Chief Executive Officer, which shall be approved by the Board.
35. The Board will annually coordinate a performance review of the Chief Executive Officer.
36. Subject to policies established by the Board, the By-Laws, and the provisions of the Act, the Chief Executive Officer shall:
 - a. be responsible to the Board for the day-to-day business of Nova Scotia Trails Federation, including for the planning, organization and control of all aspects of the operation of Nova Scotia Trails Federation;
 - b. be responsible for carrying out such policies that the Board may establish from time to time;
 - c. be responsible for the selection, hiring, management and dismissal of employees, and setting their terms of employment and remuneration;
 - d. arrange for training and education of the Directors as directed by the Executive Committee;
 - e. be the official representative of Nova Scotia Trails Federation along with the Chair of the Board;
 - f. have the powers and duties which generally pertain to the role of Chief Executive Officer and as conferred by the Act, the By-Laws and the Board;
 - g. perform such other duties as required under the Act, the By-Laws or as determined by the Board.

Attesting of the Financial Position

37. The auditors of the Federation shall be appointed annually by the members of the Society at the ordinary or Annual General Meeting and, should the Federation be without an auditor at any time due to either the failure to appoint one at an Annual General Meeting as per section 8, or any other cause, the Directors may appoint one.
39. The Federation shall provide an annual written report for its members. This shall include an attested financial statement, and the statement by the auditors regarding the correctness of the view of the Federation'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 attested to by the auditor, shall be filed with the Registrar within fourteen days after the Annual General Meeting each year, as required by law.

Special Resolutions and Amendments of By-Laws

40. Every special resolution must be approved 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.
41. The Federation has the power to repeal or amend any of these by-laws by a resolution passed in a manner prescribed by law.
42. Except by unanimous approval of the Directors, twenty-one days notice must be given before consideration of a special resolution.

Miscellaneous

43. The Federation 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 Federation shall notify the Registrar within fourteen days of any change in the information as outlined in section 40.

44. The Federation shall file duplicate copies of every Special resolution passed with the Registrar within fourteen days.
45. The books and records of the Federation may be inspected by any member of the Federation at any reasonable time with two days notice at the registered office of the Federation.
46. 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.
47. 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.

Approved by the Board of Directors of the Nova Scotia Trails Federation, June 18, 2016