



East Coast Trail Association  
50 Pippy Place (2nd Floor)  
P.O. Box 8034  
St. John's, NL A1B 3M7  
[www.eastcoasttrail.com](http://www.eastcoasttrail.com)

**Office Consolidation of By-Laws  
10 August 2009**

## **THE EAST COAST TRAIL ASSOCIATION**

### **By-Laws and Articles of Association Revised and Ratified 10 August 2009**

#### **I. Name and Address**

1. The name of the organization shall be the East Coast Trail Association, Inc., hereinafter referred to as the Association.
2. The Association shall have and possess exclusive jurisdiction over all of the affairs of the Association, and may enact By-Laws, rules and regulations for its own management and control, and that of its branches, if any.
3. The registered address of the Association shall be 50 Pippy Place (2<sup>nd</sup> Floor), P.O. Box 8034, St. John's, Newfoundland and Labrador, A1B 3M7.

#### **II. Interpretation**

1. For the purposes of this constitution, words importing the singular number only shall include the plural, and the converse shall also apply, words importing the masculine gender shall include the feminine gender; and words importing individuals shall include corporations.

#### **III. Membership**

1. The subscribers to the Memorandum of the Association and such other persons as shall be admitted to membership in accordance with these By-Laws, and none other, shall be members of the Association and their names shall be entered in the Register of Members accordingly.
2. Membership in the Association is divided into:
  - a. Ordinary Members with normal voting privileges.
  - b. Honourary Members who shall not have voting privileges, unless elected to the Board of Directors.
3. Any person, group or organization wishing to become a member of the Association shall make application to the Association in a manner and form as prescribed by the Board of Directors from time to time.
4. Ordinary membership shall be open to any individual, family or organization which supports the aims of the Association.
5. Member groups or organizations shall appoint one representative who shall be entitled to attend all general meetings of the Association and exercise the voting

- privileges of an ordinary member. Each group or organization may also, from time to time, appoint an alternate to act in the absence of the representative.
6. The Board of Directors may, from time to time, in their discretion approve Honourary Membership for any person, group or organization.
  7. The Board of Directors shall approve all applications for membership in the Association, provided that before membership is accepted, the Applicant must pay to the Association the annual membership fee, if any, in effect at that time.
  8. An annual membership fee, if any, shall be determined by the Board of Directors, subject to review by the members at the Annual General Meeting of the Association.
  9. The annual membership fee shall be paid by each member in advance for any particular year and the membership year runs from April 1<sup>st</sup> to March 31<sup>st</sup> of the succeeding year or any other annual date, which may be determined from time to time by the Board of Directors.
  10. For the purpose of registration, the number of members of the Association is unlimited.
  11. Every member of the Association who is not in arrears in respect to the annual membership fee shall be entitled to attend any meeting of the Association, to vote at any meeting of the Association, and to hold any office. There shall be no proxy voting.
  12. Membership in the Association shall not be transferable.
  13. It is the duty of each member, in order to remain in good standing in the Association, to comply with the By-Laws of the Association and with any other rules and regulations passed by the Association for its management and control.
  14. The voting members shall elect a Board of Directors to whom they shall delegate responsibility for the direction of the Association.

#### **IV. Termination of Membership**

1. Membership in the Association shall cease upon the death of a member, or if, by a notice in writing to the Board of Directors of the Association, he/she resigns his/her membership, or if he/she fails to pay his/her membership dues, if any, or if he/she ceases to qualify for membership in accordance with these By-Laws. The Association may expel any member by Special Resolution. A Special Resolution is a resolution that must be passed by not less than two-thirds 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.

## **V. Meetings**

1. There shall be at least one Annual General Meeting held within each fiscal year.
2. The purpose of the Annual General Meeting shall be for the transaction of annual business of the organization, to hear reports of the year's work, to approve financial statements and to elect the Board of Directors.
3. The order of business at the Annual General Meeting shall be as follows:
  - a. Report on Membership
  - b. Minutes of the last Annual General Meeting
  - c. Annual Report of the Board of Directors
  - d. Annual Report of the Treasurer; appointment of an external financial reviewer; and approval of a budget for the upcoming year.
  - e. Reports of Committees
  - f. Report of Nomination Committee and Election of the Board of Directors
  - g. Other and new business
4. All meetings other than the Annual General Meeting shall be called Special Meetings. Special Meetings may be called by order of a majority of the Board of Directors at any time, or shall be called by the Board of Directors if requisitioned in writing by at least nine members of the Association.
5. Members shall be notified at least fourteen days in advance of an Annual General or Special Meeting, specifying the place and time of the meeting and, in the case of special business, the nature of such business shall be given to the members. Notice of the Annual General or any Special Meeting will be given by posting a notice in the local printed news media, and by notice given in writing via email where the email address of a member is known, and on the public website of the Association. Notice may also be provided in writing by regular mail if the Association is unaware of an email address. Any notice shall be deemed to have been given at the time of website publication. The non-receipt of any notice by any member shall not invalidate the proceedings at any meeting. Any member may waive the right to vote. Honourary members are entitled to receive notice of all meetings and may attend such meetings and take part in the discussions of business.
6. Given the procedures for notice of Annual General or Special Meetings provided above, the number of members attending the meeting shall constitute a quorum.
7. If at any time, an election of Directors is not made or does not take effect at the proper time, the Association shall not be held to be thereby dissolved, but the election may take place at any special meeting of the Association duly called for

that purpose and the retiring Directors shall continue in office until their successors are elected.

8. The President of the Society shall act as Chairperson of every meeting. If there is no President, or if at any meeting he/she is not present at the time of holding same; the Vice-President shall preside as Chairperson. If there is no President or Vice President, or if at any meeting neither the President nor the Vice-President is present at the holding of the same, the members present shall choose someone of their number to be Chairperson.
9. It shall be the normal practice that items of business submitted to any meeting shall be dealt with by way of a motion duly proposed and seconded. Each ordinary member in good standing at the Annual General Meeting shall have the right to exercise one vote. A majority vote will carry the motion. 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 Association shall be sufficient evidence of the fact, without proof of the number or proportion of the members recorded in favour or against such resolution.
10. If a poll is demanded in the manner aforesaid, the same shall be held in such a manner as the Chairperson may prescribe and the result of such poll shall be deemed to be the resolution of the Association.
11. 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.

## **VI. Administrative and Fiscal Year**

1. The administrative and fiscal years of the Association shall be from April 1 to March 31.

## **VII. Board of Directors**

1. Unless otherwise determined by an Annual General or Special Meeting, the Board will consist of not less than six and not more than fifteen members. The subscribers of the Memorandum of the Association shall be the first Directors of the Association.
2. Members of the Board of Directors shall be ordinary members in good standing of the Association or Honourary Members.

3. The Executive Officers of the Board of Directors shall be a President, Vice-President(s), a Secretary and a Treasurer. The immediate past President shall be an Executive Officer.
4. The Board of Directors shall be elected for two year terms, with half the Board to be elected each year. In the first year following the ratification of this constitution, half of the members of the Board will be elected for a one-year term only. At the second and succeeding General Meetings one-half of the Directors shall retire from office but shall hold office until the dissolution of the meeting at which their successors are elected.
5. Retiring Directors shall be eligible for re-election.
6. In the event that a Member of the Board resigns his/her office or ceases to be a member of the Association, whereupon his/her office as Director shall ipso facto be vacated, a vacancy will have occurred. The Board of Directors shall fill any such vacancy occurring between General Meetings. The person appointed to fill such a vacancy shall serve only until the next General Meeting, at which time he/she shall then be eligible for nomination and election for a succeeding full term. The continuing directors may act notwithstanding a vacancy in their body and may fill such a vacancy notwithstanding that a quorum may not be available.
7. The Association 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 appointed shall serve only until the next Annual General Meeting, at which time he/she shall then be eligible for nomination and election for a succeeding full term.
8. The business of the Association shall be managed by the Board of Directors, who may exercise all such powers of the Association as are not hereby required to be exercised by the Association in a General Meeting; but no regulation made at a General Meeting shall invalidate any prior act of the Directors which could have been valid if such regulation had not been made.
9. The Board of Directors shall be responsible for all policies, administration and programs of the organization, for the administration of the budget and employment of staff. The Directors shall have the power to hire and discharge employees of the Association.
10. No contract, debt or obligation shall be binding on the Association except under authority of the Board of Directors.
11. The Board of Directors may hold or dispose of such property as may be necessary to carry out the purposes of the Association and shall manage, control and utilize the same as it deems best in carrying out the purposes of the Association.

12. The Board of Directors may appoint committees as may be found necessary to give leadership in various phases of the work of the organization and such committees shall report to the Board of Directors.
13. The Board of Directors shall meet at least five times a year.
14. The Board of Directors may meet at any time and in any place and may adjourn or otherwise regulate their meetings as they see fit.
15. The quorum necessary for the transaction of business at the Board of Directors meetings shall be 50% of the total Board Members existing at that time. If a meeting has been duly called and proper notice provided to the Board Members and a quorum is not present, the Chairperson may adjourn the meeting to a date not less than fourteen days hence and the Chairperson shall provide notice to the Board Members in accordance with paragraphs 15 (and 16 below), noting that the new meeting date was set by reason of a lack of quorum. The second meeting shall proceed as if a quorum were present, regardless of the number of board members who attend.
16. Unless and until otherwise provided by the Directors, meetings of the Directors shall be called by the President, or in the President's absence, by the President elect or Vice-President, or by and on the requisition of at least three Directors. At least five days notice shall be given to Directors specifying the place, day, and hour of the meeting.
17. With the consent of all of the Directors - which consent may be given in writing, or by other means – a Directors' meeting may be convened by shorter notice, and any business may be transacted at such a meeting.
18. Questions arising at meetings of the Board shall be decided by consensus, but any Director may call for a vote on any question in which case the question shall be decided by a majority of votes of the Directors present, including the Chairperson of the meeting. In the case of an equality of votes, the Chairperson of the Meeting has the right to put off the decision to a later meeting of the Board or, in the case of a repeated stalemate, to a meeting of the general membership.
19. If a Board Member fails to attend three consecutive meetings without notice, the Board can take action to replace the position.
20. Board members may be reimbursed for travelling expenses and other expenses incurred in carrying out the objectives of the Association, where the Board has appropriated funds to cover such expenses and has approved the proposed action. Directors and Executive Officers of the Association shall not receive any remuneration or personal benefit for carrying out their duties.

21. Any member of the Board of Directors knowingly having a conflict of interest with board business is required to declare the conflict at the earliest opportunity. Board members shall or may determine, by a simple majority vote, whether a Board member has a conflict of interest in a matter at hand. A Board member who declares a conflict of interest or who has been declared in conflict by the Board shall not enter into debate or vote concerning the matter that is the subject of the conflict.

#### **VIII. The President**

1. The President shall have general supervision of the activities of the Association and shall perform such duties as may be assigned to him/her by the Board of Directors from time to time.
2. The President shall prepare an agenda and preside at all meetings of the Association and at all meetings of the Board of Directors, or shall delegate the responsibility.
3. The President shall make a full report of the year's work at the Annual General Meeting.

#### **IX. The Vice-President**

1. In the absence of the President, or his/her inability to act for any cause, the Vice-President shall discharge the duties of the President and shall also perform other duties as may be assigned by the Board.

#### **X. The Treasurer**

1. The Treasurer shall be responsible for the finances of the organization and the adoption of approved methods of accounting. The Treasurer shall maintain the financial records up-to-date and keep them in possession and accessible to the Officers of the Association.
2. The Treasurer shall receive all monies of the Association, and shall keep all funds in depositories as designated by the Board.
3. The Treasurer shall report the financial standing of the Association to the Board at each regular meeting.
4. The Treasurer shall present the financial statements of the Association to the Annual General Meeting.

## **XL. The Secretary**

1. The Secretary shall keep full minutes of all meetings of the Association including a record of attendance, and shall perform such other duties as may be assigned to him/her by the Board.
2. The Secretary shall keep records of the membership of the Association.
3. The Secretary shall keep complete and up-to-date records of elections to the Board of Directors and appointments to Committees, together with dates and length of terms of such elections and appointments.
4. The Secretary shall insure that the membership receives notice of any General or Special Meetings of the Association.
5. The Secretary shall conduct the correspondence of the Board.
6. The Secretary shall maintain custody of the By-Laws and minutes of all meetings of the Association in his/her possession and shall, with due notice, make them accessible to the Officers of the Association.
7. The Directors may appoint a temporary substitute for the Secretary who shall, for the purposes of the By-Laws, be deemed to be the Secretary.

## **XII. Directors**

1. The Directors of the Board shall read carefully all materials and minutes sent out, raise relevant subjects at Board Meetings and come to Board Meetings ready to speak and vote on agenda items.
2. The Directors shall attend all Board Meetings and notify the Secretary in the event of anticipated absence.

## **XIII. Committees**

1. There may be Standing and Special Committees of the Board as are found necessary to carry on its work. The Chair of Standing Committees shall be members of the Board.
2. One half of the members of any Committee shall constitute a quorum at Committee Meetings.
3. Each Committee shall appoint one of their members to act as Secretary and keep minutes of the meetings.

4. No Committee shall enter into any contract or incur any indebtedness or financial obligation of any kind without the previous authority for such action having been given by the Board.

#### **XIV. Nominations and Elections of the Board**

1. The election of Officers and Directors shall be held at the Annual General Meeting. Only members in good standing may vote.
2. At the Annual General Meeting, the Board of Directors shall submit a list of nominees for the positions on the Board. Nominations by the membership may be made in writing prior to the meeting or from the floor of the meeting and when made together with the list submitted by the Board shall then be the list of nominees submitted to the meeting for an election.
3. The Board shall elect at its first meeting following the Annual General Meeting, an Executive of President, Vice President, Secretary and Treasurer.
4. Executive Officers may be removed as Officers by a majority vote of the Directors. The Board of Directors may appoint any other Board Members to fill the vacancy caused by the removal of such Officer.
5. Officers shall hold office for a term of one year. The positions shall be re-elected by the new Board of Directors following each Annual General Meeting.

#### **XV. Accounts, Financial Reporting and Banking**

1. The Directors shall cause true accounts to be kept of all sums of money received and expended by the Association and of the matters in respect of which such receipts and expenditures take place and of the financial transactions, assets, credits and liabilities of the Association.
2. At each Annual General Meeting of the Association, the Directors shall present a balance sheet for the preceding fiscal year, a general statement of income and expenditure for the same period, a budget for the upcoming year and all pertinent information respecting the Association's financial position.
3. The members at the Annual General Meeting shall appoint an external financial reviewer to oversee the Association's financial matters until the next Annual General Meeting.
4. The Association's bank accounts shall be kept in any chartered Bank of Canada, and cheques, drafts, or orders for payment of money and all notes and acceptances and bills of exchange shall be signed by such officers or persons and in such manner as the Board of Directors may from time to time designate.

## **XVI. Suggestions and Complaints**

1. If any member has any suggestions or complaints to make as to the conduct of any officer or employee of the Association, or any suggestions for better carrying into effect the aims and objectives of the Association, the particulars of such suggestions or complaints shall be sent in writing to the Board who shall enquire and decide upon them, subject to an appeal from any such decision to an Annual General Meeting. No such complaints shall be brought to such meeting, except upon appeal.

## **XVII. Execution of Documents**

1. Contracts, deeds and engagements on behalf of the Association shall be executed by any two Executive Officers or Members of the Board, as prescribed by resolution of the Board.

## **XVIII. Exercise of Borrowing Powers**

1. The Directors on behalf of the Association may, from time to time, in their discretion:
  - a. Raise or borrow money for the purposes of the Association
  - b. With the sanction of a Special Resolution, secure the repayment of monies so raised or borrowed in such manner and upon such terms and conditions in all respects as they think fit, and in particular by the execution and delivery of mortgages of the Association or personal property, or by the issue of debentures of the Association secured by mortgage or other Charges upon all or any part of the property of the Association present and future.
  - c. Sign or endorse bills, notes, acceptances, cheques, contracts and other evidence of /or securities for money borrowed or to be borrowed for the purposes aforesaid.
  - d. Pledge debentures as security for loans.

## **XVIII. By-Laws and Amendments**

1. The Board of Directors shall have authority to make resolutions from time to time for the government of the Association at any meeting of the Board provided that such resolutions are consistent with the Constitution and with the provisions of the Companies Act.
2. By-Laws of the Association may be amended or repealed by By-Laws enacted by a majority of the Directors at a meeting of the Board and sanctioned by an

affirmative vote of at least two-thirds at the next General or Special Meeting. Notice of such amendments must be given one month prior to such meetings.

3. Proposed amendment to the By-Laws of the Association may be initiated by any member at any General or Special Meeting, providing a month's notice of the amendment has been given.

#### **XIX. The Seal**

1. The Seal of the Association shall not be affixed to any instrument except by the authority of a resolution of the Board. Use of the seal shall be attested by the signature of the President, Vice-President, and the Secretary, or such other Directors as the Board from time to time appoints.
2. The Board of Directors shall provide safe custody of the Seal.

#### **XX. Dissolution of the Association**

1. The Association may be dissolved by a three-quarters majority of the Board, provided notice of the motion to this effect has been given to all members of the Board at least one month in advance by first class mail and provided, further, that this decision of the Board is confirmed by a two-thirds majority vote of the membership present at a General or Special Meeting of which one month's notice must be given by first class mail.
2. Upon dissolution of the Association the disposition of the property and funds of the Association will be restricted by the provisions of Schedule "B" hereto, which Schedule "B" shall form part of these By-Laws.

## **Schedule "A"**

### **Restriction on Activities of the East Coast Trail Association Inc.**

The Corporation is established for the following purpose and shall restrict itself to such activities as in its opinion, directly or indirectly, furthers such a purpose.

To educate and increase the public's awareness of the environment and its importance by developing and maintaining a network of trails that extend in an unbroken line from Topsail Beach to Trepassey, including the inland routes of d'Iberville and the Masterless Men, in the province of Newfoundland and Labrador, Canada.

PROVIDED THAT the Corporation,

- a. Shall not undertake any activities that would result in the revocation of its registration as a charity or as a public foundation for purposes of the Income Tax Act.
- b. Shall not permit its directors, trustees, officers or employees to be comprised so that a majority of the same are related or do not deal at arms length.
- c. Shall not make non-qualified investments as defined by Section 149 of the Income Tax Act.

## **Schedule "B"**

### **Share and Distribution of Corporate Property**

1. The Corporation has no authorized share capital.
2. The Corporation is to be carried on without pecuniary gain to its members.
3. Any profits or other accretions to the Corporation are to be used only in furthering its undertaking.
4. Upon the incorporation of the Corporation each first director becomes a member thereof.
5. Upon dissolution the Association will dispose of its property and funds to other organizations that are registered charities under the Income Tax Act (Canada).