

SOCIETY ACT  
FORM 1

GRAND FORKS COMMUNITY TRAILS SOCIETY

CONSTITUTION

- (1) The name of the Society is "GRAND FORKS COMMUNITY TRAILS SOCIETY".
- (2) The purposes of the Society are:
  - a) To develop trail routes, develop construction and design standards for a system of trails throughout and around the City of Grand Forks which will join the Trans Canada Trails System;
  - b) To hold real estate for the purpose of trails on non-publicly owned property;
  - c) To design trails which are accessible to the public and physically handicapped users.
  - d) To operate as a charitable organization, to receive charitable donations toward such objects by cash, lands, properties or otherwise, and to invest and disburse the same;
  - e) To enhance the social and recreational opportunities for Grand Forks citizens and surrounding communities;
  - f) To apply for all lawful and necessary grants and aid;
  - g) To make grants toward the cost and design of construction, reconstruction, maintenance, enhancement and improvement of the trails and trail amenities;
  - h) For the purposes aforesaid to enter into contracts with any person, persons, Society or corporation, municipal or other authorities or governments for or in connection with the acquisition, design, construction, financing, operation, management of a system of community trails throughout and around the City of Grand Forks which will join to the Trans Canada Trails System;
  - i) For the purposes aforesaid to raise funds by appeals to the public and by organizing and carrying out such programs for raising funds as the Directors may determine and which by law are permitted to be held and to that end to enter into contracts with any person, corporation, municipal or other authorities or government;

- j) For the purposes aforesaid to solicit grants and to borrow monies from any person, society, corporation, municipal or other authorities or government and to mortgage, pledge or otherwise hypothecate the property of the Society, both real and personal to secure loans and interest therein;
- (3) The Society shall be carried on without purpose of gain for its members, and no part of any income of the Society shall be payable or otherwise available for the personal benefit of the members thereof, and any profits or other accretions to the Society shall be used for promoting its purposes. In accordance with the Society Act, it is hereby stated that this provision is unalterable.
- (4) Upon dissolution of the Society, all assets are to be used for or transferred to a similar charity approved by the Department of National Revenue for Canada. This provision is unalterable.
- (5) The Directors shall serve without remuneration, and the Directors shall not receive directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties. In accordance with the Society Act, it is hereby stated that this provision is unalterable.

#### BY-LAWS

##### MEMBERSHIP

- 1. The members of the society are the applicants for incorporation of the society, and those persons who subsequently become members, in accordance with these by-laws and, in either case, have not ceased to be members.
- 2. All persons shall be members in good standing of the Society, provided that they submit an application in such form as the Directors may determine from time to time, and provided that they pay the annual membership dues of the Society set forth hereafter.
- 3. Every member of the Society shall be issued a certificate in such form as the Directors may decide upon, countersigned by the President or Vice President and the Secretary or Treasurer, attesting that the applicant has been admitted to membership in the Society.
- 4. The initial membership fees shall be determined and fixed by the directors and after that the annual membership fees must be determined at the annual general meeting.
- 5. All members are in good standing except a member who has failed to pay any debt due and owing by him to the Society and he is not in good standing so long as the debt remains unpaid.

6. Any member may resign from the Society provided that all that member's indebtedness to the Society has been paid and the resignation shall be submitted in writing to the Directors and shall become effective when accepted by the Directors.
7. If any member of the Society shall cease to be a member in good standing, he shall forthwith cease to be a member of this Society.
8. A member may be expelled from the Society by a resolution of the members passed in the general meeting called for that purpose.
9. Once being admitted into membership, each member is entitled to, and the society must give the member without charge, a copy of the constitution and bylaws of the society, if requested.

### MEETINGS

10. The first general meeting of the Society shall be held during the month of May, for the purpose of electing Directors for the ensuing year, and such other business as may be decided upon by the members and thereafter the annual general meeting shall be held once in each calendar year, in the month of May, at a time and place to be selected no later than the 31<sup>st</sup> day of May, in each and every year thereafter. Fourteen (14) day written notice of the general meeting shall be given to all members appearing on the register of the members of the Society.
11. A general or special meeting of the Society may be called by the Directors for the transaction of such business as may properly be brought before a general or special meeting of the Society, provided that no less than fourteen (14) days notice of the time and place of such meeting shall be given to all members and provided that in addition to the annual general meeting at least one other general meeting shall be convened in every calendar year.
12. Whenever under the provisions of these By-Laws of the Society, notices are to be given, such notices may be given either personally or by depositing same in a post office or public letter-box in a post paid sealed wrapper addressed to the Director, Officer, or member at his or their address as the same appears on the books of the Society. A Notice or other document so sent by post shall be held to be sent at the time when the same was deposited in the post office or public letter-box as aforesaid.
13. Ten (10%) per cent of the duly enrolled members of the Society including Directors and Officers, and in any event three (3) persons, shall constitute a quorum at all general or special meetings of the Society.
14. Votes of members must be given personally and voting by proxy shall not be permitted. At any meeting of the Society, each member represented in person shall have one vote.

15. A corporate member may vote by its authorized representative, who is entitled to speak and vote, and in all other respects exercise the rights of a member, and that representative must be considered as a member for all purposes with respect to a meeting of the society.
16. No member shall be entitled to vote at any meeting unless all fees currently payable by the said member in respect of his or its membership in the Society have been paid in full. Voting shall be given only in person and not by proxy.

**DIRECTORS AND OFFICERS:**

17. The affairs of the Society shall be managed by a Board of five (5) Directors, each of whom at the time of his election and throughout the term of his office must be a member of the Society.
18. The Directors elected at the first General Meeting shall be elected to hold office for a term of two (2) years, the first two (2) so elected to hold office for only one (1) year, and the other three (3) Directors to hold office for the full two (2) year term. At the next subsequent annual general meeting of the Society, the two (2) Directors originally elected for the one year term shall retire from office and be replaced by election for a term of two years. At the next subsequent annual meeting, the three (3) Directors shall retire from office and be replaced by election for a term of two years, and thereafter alternating two (2) Directors and three (3) Directors from year to year. Retiring Directors shall be eligible for re- election to the Board of Directors.
19. The members of the Society may, by resolution passed by at least three-fourths (75%) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term.
20. The first Directors of the Society shall be appointed by the signatories to the Constitution and By-Laws of the Society and shall hold office until the first annual meeting of the Society, provided, however, that the Directors may fill any casual vacancy occurring during the interval between annual meetings.
21. The Directors of the Society may administer the affairs of the Society in all things and make or cause to be made for the Society in its name, any kind of contract which the Society may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and all such other acts and things as the Society is by its Constitution or otherwise authorized to exercise and do.
22. Directors' meetings may be held at such time and at such place as the Directors from time to time determine and a meeting of the Directors may be convened by the President or any two Directors at any time provided that notice of such meeting shall be communicated to each Director not less than two (2) clear days before the meeting is to take place. Three (3) Directors shall constitute a quorum for the transaction of business.

23. The directors may delegate any, but not all, of their powers to committees consisting of the director or directors as they think fit.
24. A committee so formed in the exercise of the powers so delegated must conform to any rules imposed on it by the directors, and must report every act or thing done in the exercise of those powers to the earliest meeting of the directors held after the act or thing has been done.
25. A committee must elect a chair of its meetings, but if no chair is elected, or if at a meeting the chair is not present within 30 minutes after the time appointed for holding the meeting, the directors present who are members of the committee must choose one of their number to be the chair of the meeting; and if only one director is present, that director shall act as the chair.
26. A resolution in writing signed by all the Directors personally shall be valid and effectual as if it had been passed at a meeting of the Directors duly called and constituted.
27. The Directors shall from among their number at the first meeting of the Board after the annual election of such Directors appoint a President, a Vice-President, and a Secretary or Treasurer, and such other officers as the Board of Directors may determine from time to time.
28. The President shall, when present, preside at all meetings of the members of the Society and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Society. The President with the Secretary or Treasurer or other officer appointed by the Board for the purpose, shall sign all resolutions and membership certificates.
29. The Vice-President shall perform all duties of the President in the event of the latter's absence or disability.
30. The Secretary or Treasurer shall keep proper Minutes and records of all meetings of the Society and shall forward all notice of meetings to the Directors and members concerned.
31. The Secretary or Treasurer shall keep proper and adequate books and accounts in respect of the said funds and shall exhibit to, the directors as required, and to members during general meetings, all books, records, statements and accounts of the Society and render financial statements when requested.
32. All officers, agents and employees shall be subject to removal from office or employment by the Board of Directors at any time with or without cause and with or without notice to the person so removed.
33. Questions arising at a meeting of the directors must be decided by a majority of votes. In case of a tie vote, the chair does not have a second or casting vote.

34. In accordance with Article 5 of the Constitution, the Directors shall serve without remuneration, and the Directors shall not receive directly or indirectly, any profits from their position as Directors but may be paid expenses incurred by them in the performance of their duties.

**BORROWING POWERS:**

35. For the purpose of carrying out its purposes, the Society may borrow or raise or secure the payment of money in such manner as it thinks fit, and in particular by the issue of debentures, but none of these powers shall be exercised except in accordance with the provisions of the By-Laws of the Society, and debentures shall not be issued without the sanction of a special resolution of the Society.

**AUDIT OF ACCOUNTS:**

36. The Board of Directors may from time to time appoint an auditor to hold office for such period as the Directors may determine and an audited statement under the hand of the auditor exhibiting the assets and liabilities of the Society shall be submitted to the members at every annual general meeting of the Society.

**BANKING:**

37. The Directors shall determine the bankers of the Society and shall maintain a Bank Account with the banker and all cheques and other withdrawals from the Society's account shall be signed by any two of the President, Vice-President, Secretary or Treasurer.

**SEAL:**

38. The Common Seal of the Society shall be in such form as the Directors of the Society may indicate by memorandum in writing and shall be affixed in the presence of or attested by the signatures of the President and the Secretary or Treasurer or in the absence of the President, in the presence of the Vice-President and the Secretary or Treasurer or in the presence of such Directors of the Society as may be prescribed by a resolution of the board of Directors.

**ALTERATION AND AMENDMENTS OF BY-LAWS:**


39. The By-Laws of the Society may be altered or amended by the members in general meeting by a Special resolution duly passed by three- fourths (75%) of the said members as are present in person.

**BOOKS AND RECORDS:**

- 40. The Directors shall see that all necessary books and records of the Society required by the By-Laws of the Society or by any applicable statute or law are regularly and properly kept and the same shall be open to the inspection of the members at any general meeting.

Dated this 9<sup>th</sup> day of May, 2001

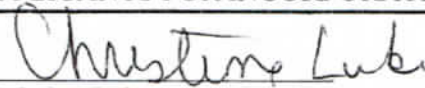
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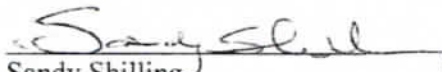
  
Signature

**Angie LaPlante**  
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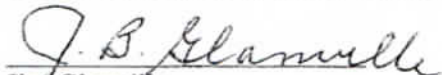
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