



Non-Profit Association, 55 Head Street, Suite 101, Dundas ON L9H 3H8

BY-LAWS OF THE WORLD TRAILS NETWORK INC.

Ontario Corporation Number: 1000712646

Incorporated December 1, 2023 in Ontario, Canada

Approved September 13, 2024

I. NAME, REGISTERED OFFICE, DURATION AND MODIFICATION OF BY-LAWS

Article 1: Name

The World Trails Network Inc. (WTN) is a non-profit association governed by the present by-laws.

Article 2: Registered Offices

The WTN has its registered offices located at 55 Head Street, Suite 101, Dundas ON L9H 3H8

Article 3: Non-Profit Clause

The organization shall be carried on without purpose of gain for its members, and any profits or other gains to the organization shall be used in promoting its objectives

Article 4: Duration

The WTN shall be of unlimited duration.

Article 5: Dissolution

5.1 The WTN may only be dissolved if for any reason whatsoever it is no longer possible to fulfill its Purposes.

5.2 The Board resolves the dissolution of the WTN on the basis of a written motion to be submitted to all the Members three months before the resolution is considered by the Board. A majority of two-thirds of all the Members is required for such a resolution to be adopted.

5.3 Upon the dissolution of the corporation and after satisfying the interests of its creditors in all its debts, obligations and liabilities, its remaining property shall be distributed to a Canadian body corporate that is a registered charity under the Income Tax Act (Canada) with similar purposes to its own, the Crown in right of Ontario, the Crown in right of Canada, an agent of either of those Crowns or a municipality in Canada.

Article 6: Modification of By-laws

By-laws may be modified from time to time by the Board. The Board may approve amendments to the By-laws to be ratified at the following Annual General Meeting.

II. AIMS AND PURPOSES OF THE ASSOCIATION AND RESOURCES

Article 7: Purpose

The WTN shall pursue the following purposes:

1. To develop and support a globally active network of diverse, high quality, environmentally sustainable trails that work in their own regions to further the interests of the trails sector for the benefit of all inhabitants of earth.
2. To foster global collaboration and networking among trails that serve to connect people with landscapes and cultures around the world. This is achieved through application of the principles of caring for the environment; sustainable development practices; a commitment to quality trail experiences; connections with communities; accuracy of information; promoting active lifestyles in the outdoors and nature; and through sharing the common values of the world's trails, benefiting the general public.

Article 8: Objectives

The WTN pursues its aims through the following objectives:

- Provide a platform for global networking;
- Host and coordinate the World Trails Conference;
- Establish Regional Hubs;
- Develop the global trails market through promotion and cross-marketing;
- To promote awareness of the need for the conservation and development of trails and to assist in designing, producing and making available suitable material for educational purposes, knowledge exchange, research and sharing of best practice, for campaigns, exhibitions and the media to assist the growth and development of trails throughout the world;
- To advocate for environmentally, socially and culturally sustainable trail development;
- To provide mentoring opportunities – linking specialists, expertise, fostering personal and professional exchanges, including research and the networking of specialists in trails, students and others, especially from developing countries, and to promote and participate in conferences, seminars, lectures, meetings and discussions in furtherance of the sustainable development and conservation of trails worldwide;
- To develop worldwide moral and financial support for the conservation, development and support of trails through the creation of a World Trails Fund to finance and support sustainable trails development and trails projects by collecting and disbursing funds;
- To appoint representatives and establish affiliated, associated or subsidiary organizations in any part of the world and to cooperate with, and support, other organizations in the field of trails, and to engage in and encourage any lawful, financial, commercial and other activities conducive to the aims.

Article 9: Resources

The WTN's resources are derived from:

- Donations and legacies
- Sponsorship
- Public subsidies
- Grants
- Membership fees
- Earned income from merchandise and license agreements
- Professional services
- Any other resources authorized by the law

The funds shall be used in accordance with the WTN's networking, educational, social and environmental aims.

III. ORGANIZATION

Article 10: Structure

The WTN shall include the following structures:

- a) Members
- b) Board – elected by the Members
- c) Regional Hubs
- d) Advisory Committee
- e) Task Teams

Article 11: Members

The membership is open to the below categories anywhere in the world:

- Trails and their organizations
- Associations and clubs relevant to trails
- Organizations and government bodies relevant to trails, including tourism, regional and economic development, environmental protection, health and wellbeing
- Businesses relevant to trails
- Academia
- Individuals, groups, organizations or businesses who have an interest in trails.

The WTN comprises:

- Organization Members with voting rights - 1 per Member Organization
- Individual Members with no voting rights
 - Exceptions, the following individual Members will have voting rights:
 - Founding Members
 - Current Board Members
 - Honorary/Patron Members

Membership ceases:

- on death;
- by exclusion ordered by the Board, for just cause, with a right of appeal to the membership. Appeals must be lodged within 30 days of the Board's decision being notified; or
- for non-payment of dues.

Members have no personal liability for the WTN and its assets.

Article 12: Board

12.1 The Board is authorized to carry out all acts that further the purposes of the WTN. It has the most extensive powers to manage the WTN's day-to-day affairs. The Board meets as often as the WTN's business requires.

12.2 The Board is composed of at least five, and no more than fifteen, members elected by the membership.

12.3 Each member's term of office shall last for four (4) years and be renewable three times to a lifetime maximum of twelve (12) years.

12.4 At the end of each Board member's term, they may stand for re-election to the Board to a maximum of three terms.

12.5 Board members are elected to the Board at the Annual General Meeting by the Membership.

12.6 In the event of a mid-term vacancy the Board may appoint a new member for the remainder

of the year, to be elected at the next Annual General Meeting.

12.7 Each Board member shall serve the WTN in their personal capacity and not as a representative of their respective organizations.

12.8 Directly following the Annual General Meeting, the Board will appoint the Board Officers, including a Chair or Co-Chairs, who will chair the meetings of the Board, Vice-Chair, Treasurer and Secretary.

12.9 The WTN is legally bound by the individual signature of the Chair/Co-Chairs and Vice-Chair.

12.10 The Board is responsible for the conduct, administration and representation of the WTN, and defines its Mission and policies.

12.11 The functions of the Board are:

- to take the appropriate measures to achieve the goals of the WTN;
- to convene the Annual and Special Meetings;
- to take decisions with regard to admission of new members as well as the resignation and possible expulsion of members;
- to ensure that By-laws are applied;
- to draft rules of procedure; and
- to administer the assets of the WTN.

12.12 The Board is responsible for establishing the management structure of the WTN, including the appointment of the CEO when needed.

12.13 The Board may delegate to Board Committees, Advisory Committee, Task Teams, to the CEO and to other bodies or individuals such functions and responsibilities as it sees fit.

12.14 The Board meets normally four (4) times per year. More than 3 consecutive missed meetings, without justification, are grounds for removal of a Board Member.

12.15 A meeting of the Board can take place by interactive electronic means. A meeting is only valid provided a quorum is participating, consisting of a majority of the whole Board. No Board Member may be represented by another person, nor vote by proxy.

12.16 In the absence of a regular Board meeting, Board Members may vote on Resolutions that have been circulated in writing or by other means, unless at least three Board Members request a meeting.

12.17 The Board may make a resolution to remove a Board Member. A majority of three-quarters of the whole Board without the Board Member concerned shall be required for the resolution to be adopted. The Board Member in question has the right to be heard, but shall have no right to vote on the resolution.

12.18 No Board Member shall receive remuneration for services provided in the capacity as a Board Member, although they may be paid reasonable expenses incurred by them in the performance of their duties. Unless otherwise prohibited by the corporation, a Board Member may be compensated for services other than as a Board Member pursuant to the regulation made under the Charities Accounting Act, or with court approval or an order made under section 13 of the Charities Accounting Act.

12.19 Persons regularly employed and remunerated by the WTN do not qualify for membership of the Board. The paid employees of the WTN have only a consultative contribution on the Board.

12.20 All Chairs of Regional Hubs and the Advisory Committee are Ex-Officio members of the Board

12.21 The Bruce Trail Conservancy will have an Ex-Officio member on the Board, as the incorporation office of the WTN.

Article 13: Role of Executive Board Members

13.1 The Chair or Co-Chairs are responsible for:

- Calling the meetings of the WTN membership, held once a year,
- Establishing the agenda of the board and membership meetings,
- Reviewing WTN documents,
- Oversight of the activities of the working groups / task teams
- Co-Chairs should ideally be located in different regions of the globe

13.2 The Vice-Chair will assume the responsibilities of the Chair or Co-Chairs in their absence.

13.3 The Secretary shall prepare and circulate the required working documents of the WTN and will take the minutes of the meetings.

13.4 The Treasurer shall oversee the financial transactions of the WTN. In conjunction with the Board, the Treasurer will create the annual budget, and work with the approved auditor to create the annual financial report.

Article 14: Finances

14.1 The financial year shall begin on 1 January and ends on 31 December of each year.

14.2 Members will be presented with a financial report and appoint the auditor at the Annual General Meeting.

14.3 The WTN shall be subject to the Canadian Charities Accounting Act.

Article 15: Regional Hubs

15.1 The WTN encourages the establishment of, and itself may establish Regional Hubs around the world in any country to support and further local networking and coordination and objectives of the WTN. These Regional Hubs can be established locally and are independent organizations working within the aims and objectives of the World Trails Network.

15.2 Regional Hubs enter into an agreement with the WTN to conduct their operations and manage their finances in a manner acceptable to the WTN.

15.3 The Board may also enter into association with other bodies by agreements which govern the methods of cooperation between them.

15.4 The Board has the final authority to close any office of the WTN and terminate any agreement that has been entered into regarding use of the brand in any territory.

Article 16: The Advisory Committee

16.1 The Advisory Committee consists of the Chairs of the Task Teams.

16.2 The Board in consultation with the Advisory Committee, appoints a Chair or Co-Chairs for the Advisory Committee.

16.3 All Advisory Committee members must be members of the WTN.

16.4 The Advisory Committee meets on a monthly basis to provide updates on the activities of the Task Teams.

Article 17: Task Teams

17.1 The focus of Task Teams are approved by the Board, and may be altered from time to time to best align with the purpose and aims of the WTN.

17.2 All Task Team members must be Members of the WTN.

17.3 Task Teams meet regularly and generate information and reports to support and contribute to the knowledge base of trails and the WTN.

17.4 Task Teams report on their activities regularly to the Advisory Committee and annually at the Annual General Meeting.

Article 18: Annual General Meeting

18.1 The role of the Annual General Meeting is to provide a forum for all members, including Regional Hubs and Country Specific Offices, to receive an update from the Board and to provide their input to the Board and the WTN.

18.2 The Annual General Meeting is open to all the Members and shall be held once each year. A special General Meeting may also be held when necessary, at the request of the Board or at least of one-fifth of the Members. The Board shall inform the Members in writing of the date of the Annual General Meeting at least six weeks in advance. The notification, including the proposed agenda, shall be sent by email to each Member at least 10 days prior to the date of the meeting.

18.3 The Annual General Meeting shall be considered valid with a minimum of twenty Members in attendance.

18.4 Decisions of the Annual General Meeting shall be taken by consensus. If not possible the decision will be taken by a majority vote of the members present and/or those Members present via virtual meeting online. In case of deadlock, the Chair or Co-Chairs shall have the casting vote.

18.5 Decisions concerning the amendment of the By-laws and the dissolution of the WTN must be approved by a two-third majority of the Members present.

18.6 The agenda of the Annual General Meeting of the General Assembly must include:

- Approval of the Minutes of the previous General Assembly
- The Board's Annual Activity Report
- The report of the Treasurer
- Reports from the Task Teams
- The setting of membership fees
- Election of the Board Members
- Appointment of the Auditor
- Miscellaneous business

Article 19: Language

19.1 The official language of the WTN is English.

19.2 Regional Hubs are likely to operate under different languages and are to be determined by each Regional Hub.

Article 20: By-laws

The membership adopts By-laws governing the organization, administration, representation and activities of the WTN.

The original By-laws were approved by the Annual General Meeting of the members on January 15, 2015 at Jeju Island, Korea.

Amended and approved at the Annual General Meeting of the members on October 14, 2016 at Tottori, Japan.

Amended and approved at the Annual General Meeting of the members on February 15, 2018 at Santiago, Spain.

Amended and approved at the Annual General Meeting of the members on June 18, 2020 (virtual).

Amended and approved at the Annual General Meeting of the members on September 29, 2022 at Skiathos, Greece.

Amended and approved by the WTN Board on January 17, 2024 and approved at the Annual General Meeting on September 13, 2024 (virtual).

For the World Trails Network

Jackie Randle
Chair

Julian Gray
Vice-Chair

Mathieu Roy
Secretary

