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# **BEACON HILL COMMUNITY ASSOCIATION**

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## **Constitution and By-Law**

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**CONSTITUTION**

A Constitution and By-Law relating generally to the conduct of the affairs of

**Beacon Hill Community Association**

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## CONSTITUTION NO. 1

A Constitution relating generally to the conduct of the affairs of

### **Beacon Hill Community Association** (the “**Association**”)

A By-law relating to the conduct of the activities and affairs of the Association.

**Be it enacted** as a Constitution of the Association as follows:

#### **SECTION 1** **INTERPRETATION**

##### **1.01** **Definitions**

In all Constitutions and resolutions of the Association, unless the context otherwise requires:

- (a) “**Association**” means the Beacon Hill Community Association.
- (b) “**Beacon Hill**” means that area for which the Association is constituted, as described in section 2.06.
- (c) “**Board**” means the board of directors of the Association.
- (d) “**Constitution**” means this Constitution and By-Law and all other Constitutions and By-Laws of the Association as amended and which are, from time to time, in force and effect.
- (e) “**Director**” means a member of the Board.
- (f) “**Member**” means a member of the Association and “**Members**” or “**Membership**” means the collective membership of the Association.
- (g) “**Officer**” means an officer of the Association.
- (h) “**Operating Policies**” means the operating policies approved by the Board in accordance with section 2.05 of this Constitution.
- (i) “**Ordinary Resolution**” means a resolution passed by a majority of the votes cast on that resolution.
- (j) “**Special Resolution**” means a resolution passed by a majority of not less than two thirds (2/3) of the votes cast on that resolution.

## 1.02 Interpretation

In the interpretation of this Constitution, unless the context otherwise requires, the following rules shall apply:

- (a) words importing the singular number only will include the plural and *vice versa*; and
- (b) the word “**person**” will include an individual, sole proprietorship, partnership, unincorporated association, body corporate, and a natural person.

## SECTION 2 FINANCIAL AND OTHER MATTERS

### 2.01 Financial Year

Unless otherwise changed by Ordinary Resolution of the Board, the financial year end of the Association shall be the 31<sup>st</sup> day of December in each year.

### 2.02 Banking Arrangements

- (a) The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time. The banking business or any part of it shall be transacted by an Officer or Officers of the Association and/or other persons as the Board may by resolution from time to time designate, direct or authorize.
- (b) In the event that the Association becomes dormant, any outstanding funds shall be held in a local branch of the currently used banking establishment.
- (c) In the event that the Association ceases to operate, any outstanding funds shall be distributed to local community non-profit groups.

### 2.03 Expenditures

- (a) Expenditures over and above the annual budget level approved by the Association may be approved by the Directors.
- (b) Expenditures over \$500 require the signature of two (2) Officers or Directors.
- (c) An annual budget shall be prepared by the Treasurer and shall be presented for approval at a General Meeting each year. The budget shall set forth the proposed revenues and expenditures for the period from 1<sup>st</sup> January to 31<sup>st</sup> December of that year.

## **2.04 Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any Director or Officer may certify a copy of any instrument, resolution, Constitution or other document of the Association to be a true copy thereof.

## **2.05 Operating Policies**

The Board may adopt, amend, or repeal by Ordinary Resolution such Operating Policies that are not inconsistent with the Constitution of the Association relating to such matters as terms of reference of committees, duties of Officers, Board code of conduct and conflict of interest as well as procedural and other requirements relating to the Constitution as the Board may deem appropriate from time to time. Any Operating Policy adopted by the Board will continue to have force and effect until amended, repealed, or replaced by a subsequent resolution of the Board.

## **2.06 Beacon Hill Boundaries**

- (a) The area for which the Association is constituted shall be that part of the City of Ottawa bounded:
  - (i) on the South: from Highway 174;
  - (ii) on the East: from the Sir-George-Étienne-Cartier Parkway;
  - (iii) on the North: from the Ottawa River;
  - (iv) on the West, North of Montreal Road: up to, but not including Rothwell Drive, DeLong Street, and Kaymar Drive;
  - (v) on the West, South of, and including, Montreal Road: Blair Road.
- (b) The area for which the Association is constituted contains all sides of the streets mentioned within the borders listed at section 2.06(a), and includes the Gloucester Centre, the Canadian Security Intelligence Service and National Research Council of Canada buildings located within the Association's boundaries.
- (c) See the Appendix A – Map for a visual description of the boundaries.

## **2.07 Objectives**

- (a) The objectives for the Association are:
  - (i) to develop and foster community spirit, and to encourage an active interest in the civic and social welfare of the community;

- (ii) to carry out and sponsor community programs of recreation and/or fitness and/or health;
- (iii) to foster, encourage, and improve all organized amateur sports, leisure activities, and the arts in the Beacon Hill community;
- (iv) to promote, encourage, and assist in the educational and charitable endeavours of the community;
- (v) to provide a forum for the full and free discussion of all matters of public and community interest;
- (vi) to represent the interests of the Beacon Hill area on subjects that affect it, before all levels of government, agencies, boards and committees and in such circumstances as are deemed necessary; and
- (vii) to operate as a non-profit organization.

### **2.08 Further Procedure for Meetings**

In the absence of formal procedures in this Constitution, the proceedings of the Association meetings of Members or Directors shall be conducted in accordance with Roberts' Rules of Order.

## **SECTION 3 MEMBERS**

### **3.01 Membership Classes and Rights**

- (a) There shall be one (1) class of Members in the Association. Membership in the Association shall be available to eligible persons who have applied for and been admitted into membership in accordance with the Association's Operating Policies.
- (b) Each Member shall be entitled to receive notice of, attend, speak and participate at all meetings of Members and the right to one (1) vote at all meetings of Members.
- (c) Membership in the Association shall entitle all household members of the family to enjoy the benefits of membership in the Association for one calendar year. The membership fee shall entitle a maximum of two registered adult members per family to be Members in good standing.
- (d) Additional memberships may be obtained for other adult members of a family upon payment of an additional fee set at 50% of the annual fee described in section 3.04(a).

### **3.02 Eligibility Requirements**

- (a) Membership in the Association shall be institutional and, subject to section 3.02(b), shall be available only to the following:



- (i) residents of the Beacon Hill area who are 18 years of age and older;
- (b) Additional eligibility requirements for membership in the Association may be established by resolution of the Board.

### **3.03 Termination of Membership**

- (a) Membership in the Association is terminated when:
  - (i) the Member dies;
  - (ii) the Member ceases to maintain the qualifications for membership set out in section 3.02;
  - (iii) the Member resigns by delivering a written resignation to the Chair of the Board in which case such resignation shall be effective on the date specified in the resignation;
  - (iv) the Member is removed as a Member of the Association in accordance with section 3.05;
  - (v) the Member's term of membership expires, if any; or
  - (vi) the Association is liquidated or has been wound up.
- (b) Upon any termination of membership, the rights of the Member automatically cease to exist. Where a person is no longer a Member, then such person shall be deemed to have also automatically resigned as a Director, an Officer and/or a committee member, as applicable, provided that the Board may, in its discretion, subsequently re-appoint such individual as an Officer or committee member if the Board deems it appropriate in the circumstances.
- (c) A Member whose membership has been terminated or suspended for any reason set out in section 3.03 or 3.05 shall pay to the Association, on or before the date on which the termination or suspension, as the case may be, takes effect, all membership dues payable to the Association for the then current financial year of the Association levied up to the effective date of termination or suspension.

### **3.04 Membership Dues**

- (a) The Directors may determine the amount and the manner in which membership dues are to be paid. Members shall be notified in writing of the dues payable at any time by them and, if any are not paid within one (1) calendar month of the membership renewal date, the Members in default shall thereupon cease to be Members of the Association, unless the Board determines otherwise by Ordinary Resolution.

- (b) Upon the recommendation of the Chair and election by simple majority vote at a meeting of the directors an individual may become an honorary member. Honorary members shall be entitled to the same rights and privileges as Members, except for the right to vote, and shall not be required to pay membership dues. Honorary members may also be appointed as Officers of the Association.

### **3.05 Discipline of Members**

The Board may suspend or remove any Member from the Association for any one or more of the following grounds:

- (a) violating any provision of the Constitution or Operating Policies of the Association;
- (b) carrying out any conduct which may be detrimental to the Association as determined by the Board in its sole discretion; and/or
- (c) for any other reason that the Board in its sole and absolute discretion considers to be reasonable, having regard to the purposes of the Association.

In the event that the Board proposes that a Member should be expelled or suspended from membership in the Association, the Chair of the Board shall provide twenty (20) days' notice of suspension or removal to the Member and shall provide reasons for the proposed suspension or removal. The Member may make written submissions to the Chair of the Board in response to the notice received within such twenty (20) day period. In the event that no written submissions are received by the Chair of the Board, he/she may proceed to notify the Member that the Member is suspended or removed from membership in the Association. Where written submissions are received in accordance with this section 3.05, the Board will consider such submissions in arriving at a final decision and shall notify the Member concerning such final decision within a further twenty (20) days from the date of receipt of the submissions.

## **SECTION 4 MEETINGS OF MEMBERS**

### **4.01 Annual Meetings**

An annual meeting of Members shall be held at such time in each year, as the Board may from time to time determine, provided that the annual meeting must be held not later than fifteen (15) months after holding the preceding annual meeting and no later than six (6) months after the end of the Association's preceding fiscal year. The annual meeting shall be held for the purpose of considering the financial statements and reports of the Association, electing Directors, and transacting such other business as may properly be brought before the meeting.

### **4.02 Special Meetings**

The Board may at any time call a special meeting of Members for the transaction of any business which may properly be brought before the Members. On written requisition by

Members carrying not less than ten percent (10%) of the votes that may be cast at a meeting of Members sought to be held, the Board shall call a special meeting of Members. If the Directors do not call a meeting within twenty-one (21) days of receiving the requisition, any Member who signed the requisition may call the meeting.

#### **4.03 Place of Meetings**

Meetings of Members may be held at any place within Canada as the Board may determine or outside Canada if all of the Members entitled to vote at such meeting so agree.

#### **4.04 Special Business**

All business transacted at a special meeting of Members and all business transacted at an annual meeting of Members, except consideration of the financial statements, and election of Directors, is special business.

#### **4.05 Notice of Meetings**

- (a) Notice of the time and place of a meeting of Members shall be given to each Member entitled to vote at the meeting by the following means:
  - (i) by mail, courier or personal delivery to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held; or
  - (ii) by telephonic, electronic or other communication facility to each Member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.
- (b) Where the Association provides notice electronically, as referred to in section 4.05(a)(ii), and if a Member requests that notice be given by non-electronic means, the Association shall give notice of the meeting to the Member so requesting in the manner set out in section 4.05(a)(i).
- (c) Notice of a meeting of Members shall also be given to each Director during a period of 21 to 35 days before the day on which the meeting is to be held.
- (d) Notice of any meeting of Members at which special business is to be transacted shall state the nature of that business in sufficient detail to permit the Member to form a reasoned judgment on the business and provide the text of any Special Resolution or Constitution to be submitted to the meeting.
- (e) The Directors may fix a record date for determination of Members entitled to receive notice of any meeting of Members.

#### **4.06 Waiving Notice**

A Member and any other person entitled to attend a meeting of Members may in any manner and at any time waive notice of a meeting of Members, and attendance of any such person at a meeting of Members is a waiver of notice of the meeting, except where such person attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.

#### **4.07 Persons Entitled to be Present**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors, the Officers and such other persons who are entitled or required under any provision of the Constitution of the Association to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by Ordinary Resolution of the Members.

#### **4.08 Chair of the Meeting**

The chair of Members' meetings shall be the Chair of the Board or the Vice-Chair of the Board if the Chair of the Board is absent or unable to act. In the event that the Chair of the Board and the Vice-Chair of the Board are absent or unable to act, the Members who are present and entitled to vote at the meeting shall choose a Member to chair the meeting.

#### **4.09 Quorum**

A quorum at any meeting of the Members shall be twenty-five percent (25%) of the Members. If a quorum is present at the opening of a meeting of Members, the Members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting. For the purpose of determining quorum, a Member may be present in person, by proxy or by telephonic and/or by other electronic means. Meetings Held by Electronic Means

A Members meeting may be held by telephonic or electronic means as follows:

- (a) Any person entitled to attend a meeting of Members may participate in the meeting by means of such telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting, if the Association makes available such a communication facility. A person participating in a meeting by such means is deemed to be present at the meeting.
- (b) Notwithstanding clause (a), if the Directors or Members of the Association call a meeting of Members, those Directors or Members, as the case may be, may determine that the meeting be held entirely by means of a telephonic, electronic or other communication facility that permits all participants to communicate adequately with each other during the meeting.

- (c) Any person participating in a meeting of Members by means of a telephonic, electronic or other communication facility and entitled to vote at such meeting, may vote using the communication facility that the Association has made available for that purpose. When a vote is to be taken at a meeting of Members, the voting may be carried out by means of a telephonic, electronic or other communication facility only if that facility enables the votes to be gathered in a manner that permits their subsequent verification; and permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **4.10 Absentee Voting by Mailed-In Ballot or Electronic Ballot**

A Member entitled to vote at a meeting of Members may vote by mailed-in ballot or may vote by means of a telephonic, electronic or other communication facility if the Association has prescribed by Operating Policies the procedures for collecting, counting, and reporting the results of any vote that enable the votes to be gathered in a manner that permits their subsequent verification, and permit the tallied votes to be presented to the Association without it being possible for the Association to identify how each Member voted.

#### **4.11 Absentee Voting by Proxy**

Every Member entitled to vote at a meeting of Members may appoint a proxyholder, or one or more alternate proxyholders to attend and act at the meeting in the manner and to the extent authorized by the proxy and with the authority conferred by it subject to the following:

- (a) a proxy must also be a Member in good standing;
- (b) a proxy is valid only at the meeting in respect of which it is given or at a continuation of the meeting after an adjournment;
- (c) a Member may revoke a proxy by depositing an instrument in writing executed by the Member:
  - (i) at the registered office of the Association no later than the last business day preceding the day of the meeting, or the day of the continuation of that meeting after an adjournment of that meeting, at which the proxy is to be used, or
  - (ii) with the chairperson of the meeting on the day of the meeting or the day of the continuation of that meeting after an adjournment of that meeting.
- (d) a proxyholder or an alternate proxyholder has the same rights as the Member by whom they were appointed, including the right to speak at a meeting of Members in respect of any matter, to vote by way of ballot at the meeting, to demand a ballot at the meeting and, except where a proxyholder or alternate proxyholder has conflicting instructions from more than one Member, to vote at the meeting by way of a show of hands;

- (e) a proxy shall be in writing, executed by the Member or such Member's attorney and must include the Member's name, address, date, signature, and the proxy/assignee's name; and
- (f) the details of the written proxy may be verified, if needed, and the date of the proxy must be no more than seven (7) days before the date of the Annual General Meeting and
- (g) votes by proxy shall be collected, counted and reported in such manner as the chair of the meeting directs.

#### **4.12 Votes to Govern**

At all meetings of the Members, every question shall, unless otherwise provided by the Constitution, be determined by Ordinary Resolution. In case of an equality of votes, the motion or resolution is defeated.

#### **4.13 Resolution in Lieu of Meeting**

A resolution in writing and signed by all of the Members entitled to vote on that resolution at a meeting of Members is as valid as if it had been passed at a meeting of the Members, unless a written statement is submitted to the Association by a Director in relation to their resignation, removal or replacement. A copy of every resolution of the Members shall be kept with the minutes of meetings of Members.

### **SECTION 5 DIRECTORS**

#### **5.01 Powers**

The Board shall manage or supervise the management of the activities and affairs of the Association.

#### **5.02 Number of Directors**

The Board shall consist of a number of Directors between four (4) and ten (10). The precise number of Directors on the Board shall be determined from time to time by the Members by Ordinary Resolution, or, if the Ordinary Resolution empowers the Directors to determine the number of Directors, by resolution of the Board.

#### **5.03 Qualifications**

- (a) Each Director shall be an individual who is not less than eighteen (18) years of age. Each Director shall be a Member of the Association. No person who has been declared by a court in Canada or elsewhere to be incapable, or who has the status of a bankrupt, shall be a Director.

- (b) In addition to the qualifications above, the Directors shall be elected on the basis of their skills, experience, knowledge, interest, personal integrity and their ability to identify with and formally commit themselves to respect the philosophy, mission and vision of the Association.

#### **5.04 Election of Directors and Term**

- (a) Directors shall be elected by the Members by Ordinary Resolution at an annual meeting of Members at which an election of Directors is required.
- (b) The terms of office of Directors shall be two (2) years or as determined by Ordinary Resolution of the Members.
- (c) If Directors are not elected at a meeting of Members, the incumbent Directors shall continue in office until their successors are elected.
- (d) Directors shall be eligible for re-election without limitation.

#### **5.05 Appointment of Directors**

Following the conclusion of the annual meeting of Members each year, the Board may appoint Directors (the “**appointed Directors**”) to hold office for a term expiring not later than the close of the next annual meeting of Members. The number of appointed Directors shall not exceed one-third (1/3) of the number of Directors elected by the Members at the previous annual meeting of Members.

#### **5.06 Remuneration of Directors**

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from their position as such provided that a Director may be reimbursed reasonable expenses incurred by the Director in the performance of their duties.

#### **5.07 Ceasing to Hold Office**

- (a) A Director ceases to hold office when:
  - (i) the Director dies;
  - (ii) the Director resigns;
  - (iii) the Director is removed from office by the Members in accordance with section 5.09;
  - (iv) the Director no longer fulfils all of the qualifications to be a Director set out in section 5.03, as determined in the sole discretion of the Board.
- (b) Where a person is no longer a Director, then such person shall be deemed to have also automatically resigned as an Officer and/or a committee member, as applicable.

#### **5.08 Resignation**

A resignation of a Director becomes effective at the time a written resignation is sent to the Association or at the time specified in the resignation, whichever is later.

#### **5.09 Removal**

The Members may, by Ordinary Resolution, passed at a meeting of Members, remove any Director from office before the expiration of the Director's term and may elect a qualified individual to fill the resulting vacancy for the remainder of the term of the Director so removed, failing which such vacancy may be filled by the Board.

#### **5.10 Filling Vacancies**

A quorum of the Board may fill a vacancy in the Board, except a vacancy resulting from an increase in the number of the minimum or maximum number of Directors, or from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members. If there is not a quorum of the Board, or if the vacancy has arisen from a failure of the Members to elect the number of Directors required to be elected at any meeting of Members, the Board shall forthwith call a special meeting of Members to fill the vacancy. If the Board fails to call such meeting or if there are no Directors then in office, any Member may call the meeting. A Director appointed or elected to fill a vacancy holds office for the unexpired term of their predecessor.

#### **5.11 Delegation**

The Board may appoint from their number a managing director or a committee of Directors (which may be referred to as an executive committee) and delegate to the managing director or committee any of the powers of the Board. Unless otherwise determined by the Board, such a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

#### **5.12 Committees**

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, with such powers as the Board shall see fit. Any committee member may be removed by the Board. Unless otherwise determined by the Board, a committee shall have the power to fix its quorum at not less than a majority of its members, to elect its chair and to otherwise regulate its procedure.

#### **5.13 Conflict of Interest**

- (a) Every Director and Officer shall disclose to the Association:
  - (i) the nature and extent of any interest that the Director or Officer has in a material contract or material transaction, whether made or proposed, with the Association; and



- (ii) the nature and extent of any other interest that the Director or Officer has that may constitute a conflict of interest.
- (b) Any such disclosure shall be made in accordance with the manner and timing provided in any Operating Policy of the Board on conflicts of interest.

#### **5.14 Confidentiality**

Every Director, Officer, committee member, employee and volunteer, shall respect the confidentiality of matters brought before the Board or before any committee of the Board. Employees and volunteers shall also keep confidential matters that come to their attention as part of their employment or volunteer activities.

#### **5.15 Insurance**

Subject to applicable laws, the Association may purchase and maintain insurance for the benefit of an individual acting as a Director or an Officer of the Association, against any liability incurred by that individual in the individual's capacity as a Director or an Officer of the Association, or, in the individual's capacity as a director or officer, or in a similar capacity, of another entity if the individual acts or acted in that capacity at the Association's request.

### **SECTION 6 MEETINGS OF DIRECTORS**

#### **6.01 Calling of Meetings**

Meetings of the Board may be called by the Chair of the Board, the Vice-Chair of the Board or any two (2) Directors at any time.

#### **6.02 Place of Meetings**

Meetings of the Board may be held at the registered office of the Association or at any other place within or outside of Canada, as the Board may determine.

#### **6.03 Notice of Meeting**

- (a) Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in section 8.01 of this Constitution to every Director of the Association not less than 48 hours before the time when the meeting is to be held.
- (b) Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting.

- (c) Unless the Constitution otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting.

**6.04 Regular Meetings**

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

**6.05 No Alternate Directors**

No person shall act for an absent Director at a meeting of the Board.

**6.06 Participation at Meeting by Telephone or Electronic Means**

If all of the Directors consent, a Director may participate in a Board meeting, by means of a telephonic, electronic or other communications facility that permits all participants to communicate adequately with each other during the meeting. A Director participating in the meeting by such means shall be deemed for the purposes of the Act to have been present at that meeting. A consent pursuant to this section may be given before or after the meeting to which it relates and may be given with respect to all meetings of the Board and committees of the Board.

**6.07 Quorum**

A majority of the number of Directors in office constitutes a quorum of any meeting of the Board. For the purpose of determining quorum, a Director may be present in person, or, if authorized under this Constitution, by teleconference and/or by other electronic means.

**6.08 Votes to Govern**

Each Director may exercise one (1) vote. At all meetings of the Board, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the motion or resolution is defeated.

**6.09 Dissent at Meeting**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- (a) the Director requests a dissent to be entered in the minutes of the meeting; or
- (b) the Director sends a written dissent to the secretary of the meeting before the meeting is adjourned; or

- (c) the Director sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Association immediately after the meeting is adjourned;

provided that a Director who votes for or consents to a resolution may not dissent.

#### **6.10 Dissent of Absent Director**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution or action, the Director:

- (a) causes a dissent to be placed with the minutes of the meeting; or
- (b) sends a dissent to the Chair of the Board by registered mail or delivers it to the registered office of the Association.

#### **6.11 Resolutions in Writing**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.

### **SECTION 7 OFFICERS**

#### **7.01 Officers**

The officers of the Association shall include:

- (a) a Chair;
- (b) a Vice-Chair
- (c) a Secretary; and
- (d) a Treasurer;

and may include any such other officers as the Directors may appoint in accordance with section 7.02(b) of this Constitution.

#### **7.02 Appointment**

- (a) The officers shall be appointed by the Directors at the first meeting of the Board held after the annual meeting of Members, or at such other time as the circumstances may require.

- (b) The Board may from time to time appoint such other officers and agents as it shall deem necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Board.
- (c) A Director may be appointed to any office of the Association. An Officer may, but need not be, a Director unless this Constitution otherwise provides. Two or more offices may be held by the same person.

### **7.03 Description of Offices**

Unless otherwise specified by the Board (which may modify, restrict or supplement such duties and powers), the offices of the Association, if designated and if Officers are appointed thereto, shall have the following duties and powers associated therewith, as well as such other duties and powers as the Board may specify from time to time:

- (a) **Chair of the Board** - The Chair of the Board shall be a Director. The Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (b) **Vice-Chair of the Board** - The Vice-Chair of the Board shall be a Director. If the Chair of the Board is absent or is unable or refuses to act, the Vice-Chair of the Board shall, when present, preside at all meetings of the Board and of the Members.
- (c) **Secretary** - The Secretary shall attend and be the Secretary of all meetings of the Board, Members and committees of the Board. The Secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the Secretary shall give, or cause to be given, as and when instructed, notices to Members, Directors and members of committees; the Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association.
- (d) **Treasurer** - The Treasurer shall be responsible for the maintenance or for overseeing the maintenance of proper accounting records in compliance with the Act as well as the deposit of money, the safekeeping of securities and the disbursement of funds of the Association; whenever required, the Treasurer shall render to the Board an account of all such person's transactions as Treasurer and of the financial position of the Association.
- (e) The duties of all other Officers of the Association shall be such as the terms of their engagement call for or the Board or the Chair requires of them. The Board may from time to time and subject to the Act, vary, add to or limit the powers and duties of any Officer.

### **7.04 Term of Office**

- (a) Officers shall be appointed by the Board at the first meeting of the Board immediately following the annual meeting of Members and shall hold their position for a period of one (1) year or as otherwise determined by resolution of the Board.

- (b) In those cases where an Officer is appointed by the Board to fill a mid-term vacancy such Officer shall hold office until the first meeting of the Board immediately following the annual meeting of Members.

#### **7.05 Vacancy in Office**

In the absence of a written agreement to the contrary, the Board may remove, whether for cause or without cause, any Officer of the Association. Unless so removed, an Officer shall hold office until the earlier of:

- (a) the Officer's successor being appointed;
- (b) the Officer's resignation;
- (c) such Officer ceasing to be a Director (if a necessary qualification of this appointment); or
- (d) such Officer's death.

If the office of any Officer of the Association shall be or become vacant, the Board may appoint a person to fill such vacancy.

### **SECTION 8 NOTICES**

#### **8.01 Method of Giving Notices**

- (a) Subject to sections 4.05 and 6.03, any notice to be given (which term includes sent, delivered or served) pursuant the Constitution or otherwise to the Association, a Member, Director, Officer, or member of a committee of the Board shall be sufficiently given:
  - (i) if delivered personally to the person to whom it is to be given or if delivered to such person's address as shown in the records of the Association or in the case of notice to a Director to the latest address as shown in the last notice that was filed by the Association; or
  - (ii) if mailed to such person at such person's recorded address by prepaid ordinary or air mail; or
  - (iii) if sent to such person by telephonic, electronic or other communication facility at such person's recorded address for that purpose; or
  - (iv) if provided in the form of an electronic document, which may include a notice posted on the Association's website or social media pages.
- (b) A notice so delivered shall be deemed to have been given when it is delivered personally or to the recorded address as aforesaid; a notice so mailed shall be

deemed to have been given when deposited in a post office or public letter box; and a notice so sent by any means of transmitted or recorded communication shall be deemed to have been given when dispatched or delivered to the appropriate communication company or agency or its representative for dispatch.

- (c) The Secretary may change or cause to be changed the recorded address of any Member, Director, Officer or member of a committee of the Board in accordance with any information believed by the Secretary to be reliable. The declaration by the Secretary that notice has been given pursuant to this Constitution shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Director or Officer of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

### **8.02 Computation of Time**

Where a given number of days' notice or notice extending over a period is required to be given under the Constitution, the day of service, posting or other delivery of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

### **8.03 Undelivered Notices**

If any notice given to a Member is returned on two consecutive occasions because such Member cannot be found, the Association shall not be required to give any further notices to such Member until such Member informs the Association in writing of his or her new address.

### **8.04 Omissions and Errors**

The accidental omission to give any notice to any Member, Director, Officer or member of a committee of the Board, or the non-receipt of any notice by any such person where the Association has provided notice in accordance with the Constitution or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

### **8.05 Waiver of Notice**

Any Member, proxyholder, Director, Officer or member of a committee of the Board may waive or abridge the time for any notice required to be given to such person, and such waiver or abridgement, whether given before or after the meeting or other event of which notice is required to be given shall cure any default in the giving or in the time of such notice, as the case may be. Any such waiver or abridgement shall be in writing except a waiver of notice of a meeting of Members or of the Board or of a committee of the Board, which may be given in any manner.

**SECTION 9  
AMENDMENTS TO THE CONSTITUTION**

**9.01 Board Initiated Constitution Amendments**

- (a) The Directors may, by resolution, make, amend or repeal any Constitution that regulates the activities or affairs of the Association. The Directors shall submit such Constitution, amendment or repeal to the Members at the next meeting of Members, and the Members may, by Ordinary Resolution, confirm, reject or amend the Constitution, amendment or repeal.
- (b) A Constitution, an amendment or a repeal made in accordance with Section 9.01(a) of this Constitution is effective from the date of the resolution of the Directors. If the Constitution, amendment or repeal is confirmed, or confirmed as amended, by the Members it remains effective in the form in which it was confirmed.
- (c) The Constitution, amendment or repeal ceases to have effect if it is not submitted by the Directors to the Members at the next meeting of Members or if it is rejected by the Members at that meeting.

**SECTION 10  
CANDIDATES FOR ELECTED OFFICE**

**10.01 Candidates for Elected Office**

The Association shall not endorse, or otherwise support, any candidate for elected office, be they in municipal, provincial, federal, or other elections.

**SECTION 11  
EFFECTIVE DATE**

**11.01 Effective Date**

This Constitution is effective upon approval of the Constitution by Special Resolution of the Members.

**11.02 Repeal of Previous Constitution**

Upon the enactment of this Constitution, all previous Constitutions of the Association shall be repealed. Such repeal shall not affect the previous operation of any Constitution or affect the validity of any act done or right or privilege, obligation, or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to any such Constitution prior to its repeal. All Directors, Officers and persons acting under any Constitution so repealed shall continue to act as if appointed under the provisions of this Constitution and all resolutions of the Members and of the Directors with continuing effect passed under any repealed Constitution shall continue as good and valid except to the extent inconsistent with this Constitution and until amended or repealed.

DRAFT



ENACTED by the Directors on this \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

CONFIRMED by the Members on this \_\_\_\_ day of \_\_\_\_\_, 2024.

\_\_\_\_\_  
Chair

\_\_\_\_\_  
Secretary

# APPENDIX A – MAP

