

CARLINGTON COMMUNITY ASSOCIATION

BY-LAWS

As adopted at the Annual General Meeting on May 9, 2006

Article 1 NAME

- 1.1 This association shall be known by the name **Carlington Community Association**, and is referred to hereinafter as “the Association”.
- 1.2 The Association is a corporation without share capital incorporated by Letters Patent under the laws of Ontario, bearing corporation number 1380948.

Article 2 OBJECTS

The objects for which the corporation (the Association) is incorporated are:

- to promote the interests of the community in the decision-making process at all levels of government;
- to encourage a sense of community among all residents of Carlington; and
- to work with representatives of other groups in the area, such as tenant, recreational, church and school associations in the pursuit of common goals;

and such other complementary purposes not inconsistent with these objectives.

Article 3 BOUNDARIES

- 3.1 For the purposes of membership in the Association, the boundaries of Carlington are deemed to be:

NORTH: Carling Avenue, from the intersection with Fisher Avenue, west to Clyde Avenue.

WEST: Clyde Avenue, south from Carling Avenue continuing in a direct line to the National Capital Commission (NCC) bicycle path (which runs between Copeland Park and Carlington).

SOUTH: the NCC bicycle path, from a point between the two sections of Clyde Avenue, east to Merivale Road and the Northern boundary of the Experimental Farm between Merivale Road and Fisher Avenue. The area will also include Merivale Manor at 1220 Merivale Road.

EAST: Fisher Avenue, from the NCC bicycle path (just south of Trent Street), north to Carling Avenue.

For the purposes of this definition, the boundary of Carlington shall be deemed to be in the middle of the streets that form the perimeter.

3.2 For business membership and other purposes determined by the Board of Directors, the Association's operating boundary shall include the Westgate Shopping Centre.

Article 4 HEAD OFFICE

The Head Office of the corporation shall be in the City of Ottawa in the Province of Ontario.

Article 5 OPERATING YEAR

The operating year for the Association shall run from 1 May until 30 April of the following calendar year.

Article 6 MEMBERSHIP

6.1 The Association shall provide the following categories of membership:

- Individual
- Business.

6.2 Individual membership in the Association shall be open to persons, aged 18 years or older, who reside within the boundaries of Carlington.

6.3 Business membership in the Association shall be open to persons designated in writing as sole representative of a business located within the boundaries of Carlington (including Westgate Shopping Centre) or as sole representative of a non-resident owner of property located within the boundaries of Carlington. There shall be only one vote per business or per non-resident property owner. Business members may not serve as directors.

6.4 Annual membership fees shall be determined by the Board of Directors and shall be payable as of 1 May of each year.

6.5 Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the secretary of the Association.

6.6 Every member of the Association shall be entitled to one vote on any matters raised at a general meeting, including one vote on amendments to the by-laws and one vote for any election to the Board of Directors of the Association, provided the member's annual dues are paid up at the beginning of that meeting.

6.7 No member has the right to speak for the Association unless delegated by the Board of Directors to do so on a specific issue, in which case the member delegated as

spokesperson must present a position which has been discussed and agreed to at a general meeting.

- 6.8 The complete list of members' addresses, telephone numbers and e-mail addresses shall be kept confidential for use by the Board for communications relating to the business of the Association. The membership list shall not be sold or otherwise made available to any other organization or to any individual who is not a member of the Board of Directors of the Association.

Article 7 MEMBERS' MEETINGS

- 7.1 General meetings of members may be held on any date and at any place in the City of Ottawa as the Board of Directors may determine. General meetings shall be open to all residents and business owners in the Carlington area. Only those who are paid-up members at the beginning of the meeting may propose or second a motion and vote.
- 7.2 There shall be three types of general meetings:
- annual general meeting
 - regular general meetings, and
 - special general meetings.
- 7.3 The annual general meeting shall be held in the month of May each year. At every annual general meeting, in addition to any other business that may be transacted, the report of the directors, the financial statement and the report of the auditors (or financial review) shall be presented, arrangements shall be established for an audit or financial review for the ensuing year, and the directors, including the president, for the ensuing year shall be elected.
- 7.4 There shall be a minimum of three regular general meetings in each year. The president or Board of Directors shall have the power to call such meetings at any time or may establish a regular schedule of such meetings.
- 7.5 A special general meeting of members to deal with one specific issue only may be called by the president or shall be called by the Board of Directors upon the written request of ten or more members. No other business shall be conducted at such meetings. A request by members for a special meeting must provide sufficient information to enable the members to be reasonably informed of the issue prior to the meeting.
- 7.6 A quorum for any general meeting shall be ten members or 10% of the membership, whichever is greater.
- 7.7 A majority of votes cast by the paid-up members present shall determine the questions in the meeting except where the vote or consent of a greater number of members is required

by the Act or by these by-laws. A tie vote shall be recorded as such and the motion shall be defeated. Voting shall be by show of hands unless a secret ballot is requested by 10% of the members present.

- 7.8 No proxy votes shall be permitted.
- 7.9 Fourteen (14) days' written or e-mail notice shall be given to each member of any annual general meeting or general meeting of members. In the case of regular general meetings, an established schedule shall be deemed due notice. Notice of any meeting where special business will be transacted shall contain sufficient information to permit the member to form a reasoned judgement on the decision to be taken.
- 7.10 For purpose of sending notice to any member, director or officer for any meeting or other purpose, the address of the member, director or officer shall be his last municipal or e-mail address provided to the Association. No error or omission in giving notice of any annual general meeting, regular general meeting, special general meeting or any adjourned meeting, whether annual, regular or special, of the members of the Association shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Article 8 Board of Directors

- 8.1 The property and business of the Association shall be managed by a Board of Directors comprised of nine directors, including the president. Directors must be paid-up members of the Association.
- 8.2 The responsibilities of the Board of Directors are
- to convene an annual general meeting and such other regular or special meetings as are required by the by-laws;
 - financial management of the assets and liabilities of the Association and making arrangements for a financial audit or review;
 - to establish a nominating committee each year no later than two months before the annual general meeting.. The chair of the nominating committee shall not be the incumbent president or vice-president and need not be a member of the Board of Directors;
 - strategic planning for the Association,
 - the day-to-day management of the Association,
 - to represent the position of the Association on issues as discussed and approved by the membership,
 - to represent the Association at meetings with individuals or other organizations,
 - to form committees or supervise projects of the Association.

- 8.3 The president and other directors shall be elected for a term of one year by the members present at the annual general meeting. Nominations may be made in advance and will also be accepted from the floor. Elections shall be by secret ballot. Members may cast one (1) vote for president and one (1) vote per candidate to a maximum of eight for directors.
- For the position of president, the candidate with a simple majority of votes cast shall be elected.
 - For the remainder of the Board, candidates must receive a majority of votes cast in order to be elected. A maximum of eight candidates shall be elected to office. In the case of a tie, additional vote(s) shall be required.
- 8.4 At the first Board of Directors' meeting following the Annual General Meeting, the Board shall elect from among its members the Vice-President, the Secretary and the Treasurer. Individuals may hold more than one office.
- 8.5 The office of director shall be automatically vacated
- if at a special general meeting of members, a resolution is passed by two-thirds (2/3) of the members present at the meeting that he be removed from office; no board member shall be removed from office without the opportunity to be heard;
 - if a director has resigned his office by delivering a written resignation to the secretary of the corporation;
 - if he is found by a court to be of unsound mind;
 - if he becomes bankrupt or suspends payment or compounds with his creditors;
 - on death.
- 8.6 If any vacancy occurs for any reason,
- the president shall be succeeded by the vice-president;
 - the Board of Directors may, by majority vote, appoint a member of the Association to fill any other vacancy.
- These appointments shall be in effect until the next annual general meeting.
- 8.7 The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from his position as such; provided that a director may be paid reasonable expenses incurred by him in the performance of his duties.
- 8.8 A retiring director shall remain in office until the dissolution or adjournment of the meeting at which his retirement is accepted and his successor is elected.
- 8.9 The Board of Directors of the Association shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise such other powers and do all such other acts and things as the Association is by its charter or otherwise authorized to exercise and do.

- 8.10 The Board of Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association the right to employ and pay salaries to employees. The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the interest of the Association in accordance with such terms as the Board of Directors may prescribe.
- 8.11 The Board of Directors shall take such steps as they may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Association.
- 8.12 The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 8.13 The Board of Directors may appoint committees and may specify the terms of reference and delegated powers of such committees. Committee Chairs will normally be members of the Board of Directors, but may be ordinary members. The Board may invite non-members to sit without vote on Committees as advisors. Committees report to the membership through the Board and may be required by the Board to make a report at a general meeting.
- 8.14 Remuneration for all officers, agents and employees and committee members shall be fixed by the Board of Directors by resolution. Such resolution shall have force and effect only until the next meeting of members when such resolution shall be confirmed by resolution of the members, or in the absence of such confirmation by the members, then the remuneration to such officers, agents or employees and committee members shall cease to be payable from the date of such meeting of members.

Article 9 DIRECTORS' MEETINGS

- 9.1 The Board of Directors may meet at any time and place to be determined by the directors provided that 48 hours notice of such meeting is given to each director or according to an established regular schedule. There shall be at least one (1) meeting per year of the Board of Directors. Meetings shall be at the call of the president or at the request of two or more directors. No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Association shall invalidate such meeting or make void any proceedings taken thereat and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. Each director is authorized to exercise one (1) vote.

- 9.2 Quorum for meetings of the Board of Directors shall be a majority of directors in office. Any meeting of the Board of Directors at which a quorum is present shall be competent to exercise all or any of the authorities, powers and discretions by or under the by-laws of the Association.

Article 10 INDEMNITIES TO DIRECTORS AND OTHERS

Every director of the Association and their heirs, executors and administrators, and estate and effects, respectively, shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Association, from and against; (a) all costs, charges and expenses which such director sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter of thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own wilful neglect or default.

Article 11 DUTIES OF OFFICERS

In addition to their responsibilities as member of the Board of Directors, the officers shall have the additional duties as defined below. The Board of Directors may assign additional responsibilities to any position.

- 11.1 The president shall be the chief executive officer of the Association. The president shall call and preside at all meetings of the Association and of the Board of Directors. The president shall have the general and active management of the affairs of the Association. The president shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 11.2 The vice-president shall, in the absence or disability of the president, perform the duties and exercise the powers of the president and shall perform such other duties as shall from time to time be imposed upon him/her by the Board of Directors.
- 11.3 The treasurer is responsible for care and custody of the funds and other financial assets of the association and for making payments for all approved expenses incurred by the association. The treasurer maintains books of the accounts which shall be made available for inspection by members at any reasonable time on request. At each annual general meeting, the Treasurer shall present an account of the finances of the association and a budget for the following fiscal year, which shall include any consequent recommendations for changes in the annual dues paid by members, The Treasurer shall maintain the membership list and control and issue membership cards.

11.4 The secretary is responsible for general correspondence and for internal communication within the association. If a Meeting Secretary is not appointed, the Secretary issues notices and agenda, and prepares, maintains and distributes minutes for the meetings of the general membership and of the Executive Committee. The secretary maintains the minute book of the Association.

Article 12 MINUTES OF Board of Directors

The minutes of the Board of Directors shall be available to the general membership of the Association.

Article 13 FINANCIAL ADMINISTRATION

13.1 Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall be from 1 May until 30 April following.

13.2 The Association shall maintain an account at a financial institution for general operations. Collections made on behalf of the Association and profits accruing from any activities carried on in the name of the Association shall be turned over promptly to the Treasurer for deposit in the Association's bank account.

13.3 Expenditures on behalf of the Association shall be authorized as follows.

- Up to \$200 may be authorized by the president or by the vice-president in the president's absence
- Over \$200 but not over \$1,000 may be authorized by the Board of Directors on a 2/3 majority vote;
- Over \$1,000 must be authorized by a majority vote at a general meeting.

13.4 All cheques shall be numbered and shall be signed by any two officers who have been accorded signing authority by the Board.

13.5 All accounts shall be submitted to the Treasurer and all payments shall be covered by a receipt. Accounts for all expenditures shall be presented by the Treasurer for approval at a meeting of the Board of Directors which shall satisfy itself that the expenditures have been properly incurred.

Article 14 EXECUTION OF DOCUMENTS

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two officers. Those that commit the Association to financial obligation must be authorized in accordance with the level of expenditure as defined in paragraph 14.3

(Financial Administration). All contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Board of Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Secretary shall retain all documents as part of the official record of business of the Association.

Article 15 AUDITORS

The members shall, at each annual meeting, appoint an auditor or two members who are not directors to review the accounts and annual financial statements of the Association for report to the members at the next annual meeting. The remuneration of the auditor shall be fixed by the Board of Directors.

Article 16 BOOKS AND RECORDS

- 16.1 The directors shall see that all necessary books and records of the corporation required by the by-laws or by any applicable statute or law are regularly and properly kept.
- 16.2 The financial accounts and other books of the association shall be made available for inspection by members upon reasonable request at a time that is mutually convenient.

Article 17 RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the corporation when they shall be confirmed, and failing such confirmation at such annual meeting of members, shall at and from that time cease to have any force and effect.

Article 18 AMENDMENT OF BY-LAWS

- 18.1 The by-laws of the Association not embodied in the letters patent may be repealed or amended by by-law, sanctioned by an affirmative vote of at least two-thirds (2/3) of the members at a regular or special general meeting duly called for the purpose of considering the said by-law.
- 18.2 Proposed changes to the by-laws must be distributed to the membership thirty (30) days prior to the meeting at which they will be considered.
- 18.3 The appropriate Ministry shall be notified of the changes to the by-laws.

Article 19 INTERPRETATION

In these by-laws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa.

Article 20 DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a vote of two-thirds (2/3) of the membership present at a special general meeting convened for the purpose. Any monies or other assets held by the Association at that time shall be donated to a charity to be determined by resolution at that meeting.