

By-laws of

Convent Glen / Orléans Wood Community Association Inc. (CGOWCA)

Association Communautaire Convent Glen / Orléans Wood Inc. (ACCGOW)

An Ontario Non-profit Association

ARTICLE I. PURPOSE

SECTION 1.01: PURPOSE: These By-laws shall govern The Association and facilitate the fulfilment of the following:

- i. Advocate for and represent the interests of the Convent Glen and Orléans Wood area residents concerning issues affecting those residents;
- ii. Connect residents to relevant resources, information and programs;
- iii. Organize and host community events relevant to The Association's mandate, and encourage resident participation in the programs and activities of The Association in order to promote community connection;
- iv. Act as a liaison with the Councillor of the municipal ward(s) in which The Association is situated and the Council of the City of Ottawa regarding the needs and concerns of the Convent Glen and Orléans Wood area residents;
- v. Cooperate and coordinate with other groups or organizations in the City of Ottawa in support of The Association's work; and
- vi. Provide an open forum for Members to voice opinions on community concerns in a supportive and constructive manner.

ARTICLE II. DEFINITIONS AND INTERPRETATION

SECTION 2.01: DEFINITIONS. In these By-laws, unless the context otherwise requires:

- i. "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- ii. "**Articles**" means any instrument that incorporated The Association or modifies its incorporating instrument, including, without limitation, letters patent, supplementary letters patent and articles of amendment;
- iii. "**Board**" means the board of Directors of The Association;
- iv. "**By-laws**" means these by-laws and all other by-laws of The Association as amended and which are, from time to time, in force and effect;
- v. "**Community**" refers to the community of Convent Glen and Orléans Wood, located in the City of Ottawa, Ontario. The Community is bounded by the Ottawa River to the north, by Champlain Street up to and including Place d'Orléans to the east, by St.-Joseph Boulevard to the south and the Greenbelt to the west;
- vi. "**Director**" means an individual occupying the position of director of The Association;

- vii. **“Member”** means a person admitted into the membership of The Association in accordance with these By-laws;
- viii. **“Officer”** means an officer of The Association;
- ix. **“President”** means the president of The Association;
- x. **“Secretary”** means the secretary of The Association;
- xi. **“The Association”** means the CONVENT GLEN / ORLÉANS WOOD COMMUNITY ASSOCIATION / ASSOCIATION COMMUNAUTAIRE CONVENT GLEN / ORLÉANS WOOD;
- xii. **“Treasurer”** means the treasurer of The Association; and
- xiii. **“Vice-President”** means the vice-president of The Association.

SECTION 2.02: INTERPRETATION. Other than as specified in Section 2.01, all terms contained in this By-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and *vice versa*, and words importing a gender include all genders. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

ARTICLE III. MEMBERSHIP

SECTION 3.01: ELIGIBILITY FOR MEMBERSHIP. Subject to the Articles, there shall be one (1) class of Members in The Association. Membership in The Association is available to individuals who:

- i. are at least eighteen (18) years of age;
- ii. are a resident of, an owner of residential property in, or a corporate or business entity situated in the Community;
- iii. have applied and been accepted into membership in The Association by resolution of the Board (or in such other manner as may be determined by the Board); and
- iv. have paid the applicable membership dues.

SECTION 3.02: RIGHTS OF MEMBERS. Members are entitled to receive notice of, attend, express opinions and vote at meetings of the Members, and each Member will be entitled to cast one (1) vote on all matters at such meetings. Members are also entitled to participate in activities and receive certain privileges and services, as determined by the Board from time to time.

SECTION 3.03: REMOVAL OF MEMBERS. Without limiting any other provisions of these By-laws, membership in The Association is automatically terminated when:

- i. the Member dies or resigns;
- ii. the Member fails to maintain the qualifications described in Section 3.01; or

- iii. The Association is liquidated or dissolved under the Act.

SECTION 3.04: RESIGNATION. Any Member may resign by filing a written resignation with the Board.

SECTION 3.05: DISCIPLINE OR TERMINATION OF MEMBERSHIP. Upon fifteen (15) days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for:

- i. violating any provision of the By-laws; or
- ii. any conduct that is not in keeping with the values and mission, policy objectives and activities of The Association.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than five (5) days before the end of the fifteen (15) day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

ARTICLE IV. ANNUAL MEMBERSHIP DUES

SECTION 4.01: ANNUAL DUES. The amount required for annual membership dues shall be determined by the Board from time to time.

ARTICLE V. BOARD OF DIRECTORS

SECTION 5.01: POWERS. The Association shall be governed by the Board, who shall manage or supervise the management of the activities and affairs of the Association.

SECTION 5.02: COMPOSITION AND QUALIFICATION. The Board will be comprised of up to four (4) Directors who are also Officers and up to five (5) Directors. Without limiting any other qualifications adopted by the Board from time to time, each Director shall:

- i. be at least eighteen (18) years old;
- ii. be a Member;
- iii. not have been found under the *Substitute Decisions Act, 1992* or the *Mental Health Act* to be incapable of managing property;
- iv. not have been found to be incapable by any court in Canada or elsewhere; and
- v. not have the status of bankrupt.

SECTION 5.03: MEETING. The Board shall meet from time to time as scheduled or on notice at the call of the President or failing the President, the Vice-President, to carry out the business of The Association.

SECTION 5.04: QUORUM. The majority of the Board must be present at any meeting to allow proceedings to be validly and effectively conducted.

SECTION 5.05: REMOVAL. The Members may, by resolution passed by a majority of the votes cast on that resolution, remove a Director before the expiration of the Director's term of office. The office of a Director shall be automatically vacated:

- i. if the Director ceases to maintain the qualifications described in Section 5.02;
- ii. upon death of the Director;
- iii. upon the Director's resignation (in which case, the resignation is effective at the time the resignation is received by The Association or at the time specified in the resignation, whichever is later); or
- iv. if the Director fails to attend four (4) consecutive meetings.

SECTION 5.06: VACANCIES: Vacancies may be filled as follows, and the Director appointed to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- i. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a resolution passed by a majority of the votes cast on that resolution;
- ii. by the majority of the Board, provided a quorum is present, on the recommendation of at least one Director; or
- iii. if there is not a majority of Directors or there has been a failure to elect the number or minimum number of Directors, the Directors in office shall, without delay, call a special meeting of the Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member.

ARTICLE VI. ELECTION OF THE BOARD OF DIRECTORS

SECTION 6.01: NOMINEES. Any current Director or Member may submit the names of Members as nominees for election to the Board.

SECTION 6.02: ELECTION. The Board shall be elected by majority vote of the Members present and entitled to vote at the annual general meeting.

SECTION 6.03: NEWLY ELECTED BOARD. The newly elected Board shall meet immediately following the annual general meeting to appoint the Officers from among themselves and to delegate specific responsibilities to them as described in ARTICLE VII.

SECTION 6.04: TERM. Directors shall be elected for either a one (1) year or two (2) year term. The duration of the term must be determined prior to the election and take

into consideration the staggering of service terms. Any Director is eligible to re-election at the end of their initial term.

ARTICLE VII. DUTIES OF OFFICERS AND DIRECTORS

SECTION 7.01: OFFICERS. The Board may, in its discretion, appoint: the President, Vice-President, Treasurer and Secretary, and such other offices as the Board may establish from time to time. Individuals appointed as Officers shall perform such duties as specified or are assigned by the Board.

SECTION 7.01.1: PRESIDENT

- i. is the principal executive officer of The Association and official spokesperson for The Association to the public, to organizations and to governments;
- ii. presides at meetings of The Association and of Board; and
- iii. gives leadership and coordination to fellow Directors in carrying out their activities.

SECTION 7.01.2: VICE-PRESIDENT

- i. shall assist the President as the President requests, and represent The Association on appropriate occasions; and
- ii. in the absence or disability of the President, performs the duties and exercises the powers and functions of the President of The Association.

SECTION 7.01.3 TREASURER

- i. prepares a yearly operating budget of The Association for approval by the Board;
- ii. has custody of The Association's funds and securities;
- iii. keeps full and accurate records of donations, fees and other receipts and disbursements in records which belong to The Association;
- iv. deposits monies in the name and to the credit of The Association and with such depositories as may be designated by the Board;
- v. records all donations and moneys received;
- vi. allocates and disburses funds in accordance with the approved budget;
- vii. on a quarterly basis, renders an accounting of the financial affairs of The Association to the Board and annually to the membership; and
- viii. communicates with such organizations and individuals as necessary for the financial affairs of The Association, while ensuring copies of such correspondence and records are provided to the Secretary.

SECTION 7.01.4 SECRETARY

- i. prepares and publishes notices and agendas for Board and Members' meetings of The Association;
- ii. records and distributes minutes of Board and Members' meetings;

- iii. keeps meeting attendance records; and
- iv. maintains archival records including minutes, statements, reports and correspondence.

SECTION 7.02 DIRECTORS. Without limiting their obligations under the Act or hereunder, the duties of each Director who is not an Officer will be prescribed by the Board from time to time.

SECTION 7.03: COMMITTEES. The Board may establish such committees as deemed necessary or advisable to pursue its stated objectives, whose members will hold office at the discretion of the Board or as otherwise determined by the Board. Unless otherwise determined by the Board, each committee will have the power to fix its quorum and to regulate its procedures.

ARTICLE VIII. BY-LAW AMENDMENTS

SECTION 8.01: AMENDMENTS. The Board may from time to time in accordance with the Act amend or repeal and replace this By-law. The By-law, amendment or repeal is effective from the date of the resolution of the Board. The Board shall submit the By-law, amendment or repeal to the Members at the next meeting of the Members, and the Members may confirm, reject or amend the by-law, amendment or repeal by a resolution approved by at least two-thirds (2/3) of the votes cast by the Members (a “**Special Resolution**”). If the By-law, amendment or repeal is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. Notwithstanding the foregoing, those By-law repeals, amendments or replacements requiring approval by a Special Resolution of the Members under the Act will only enter into force when approved by a Special Resolution of the Members.

ARTICLE IX. MEETINGS OF MEMBERS

SECTION 9.01: ANNUAL GENERAL MEETING: The Board shall convene an annual general meeting of the Members no later than one hundred eighty (180) days after The Associations’ financial year-end. Individuals residing in the Community (who are not Members) are entitled to attend the annual general meeting of The Association, but shall not be entitled to vote or count towards quorum.

SECTION 9.02: SPECIAL MEETINGS: Special meetings of the Members may be called by the President, by a majority of the Board or by at least ten percent (10%) of the Members entitled to vote.

SECTION 9.03: NOTICE OF MEETINGS: A written or printed notice of each meeting of the Members, stating the place, day, and hour of the meeting, shall be given by the Secretary of The Association, or by the person authorized to call the meeting. This

notice shall be given to the Members at least fifteen (15) days before the date selected for the meeting.

SECTION 9.04: PLACE OF MEETINGS: Meetings of the Members shall be held at any place (or by electronic means) as the Board may from time to time select.

SECTION 9.05: QUORUM: At least thirty percent (30%) of the Members present at any properly called meeting shall constitute a quorum at such meeting, provided such majority includes two-thirds (2/3) of the Members who are serving on the Board.

SECTION 9.06: VOTING: All questions shall be decided by a majority vote of Members present at the meetings except as otherwise specifically indicated in these By-laws or the Act.

ARTICLE X. FINANCIAL MATTERS

SECTION 10.01: FINANCIAL YEAR. The financial year of The Association starts on July 1 and ends on June 30.

SECTION 10.02: BUDGET. The yearly operating budget of The Association shall be prepared by the Treasurer, then presented to the Board for ratification prior to the start of the financial year.

SECTION 10.03: FINANCIAL REPORTS. Annual financial reports shall be prepared by the Treasurer and presented to the Members at the annual general meeting.

SECTION 10.04: EXECUTION OF INSTRUMENTS. Contracts, electronic funds transfers, cheques, drafts, orders for payment and all instruments requiring signatures or approvals shall be signed or approved by two (2) Officers or other persons as the Board may by resolution from time to time determine and in such manner as the Board may from time to time designate. Contracts, documents and instruments in writing so signed shall be binding upon The Association without further authorization. The Board shall have power from time to time by resolution to appoint any Officer or Officers, person or persons to sign contracts, documents and instruments in writing generally or sign specific contracts, documents or instruments in writing on behalf of The Association.

SECTION 10.05: BANKING. The banking business of The Association shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada 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.

ARTICLE XI. BOOKS AND RECORDS

SECTION 11.01: RECORDS. The Board shall cause minutes to be made in books provided for that purpose, including:

- i. all appointments of Officers made by the Board;
- ii. names of the Directors present at each meeting
- iii. all resolutions and proceedings of the annual general meeting, any special meetings and meetings of the Board; and
- iv. a register of all Members.

ARTICLE XII. INDEMNIFICATION OF OFFICERS AND DIRECTORS

SECTION 12.01: INDEMNIFICATION. The Association shall indemnify a Director or Officer of The Association, a former Director or Officer of The Association or an individual who acts or acted at The Association's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with The Association or other entity.

SECTION 12.02: ADVANCE OF COSTS. The Association will advance money to a Director, Officer or other individual referred to in Section 12.01 for the costs, charges and expenses of an action or proceeding referred to in that subsection, but the individual shall repay the money if the individual does not fulfil the conditions set out in Section 12.03.

SECTION 12.03: LIMITATION. The Association shall not indemnify an individual under Section 12.01 unless:

- i. the individual acted honestly and in good faith with a view to the best interests of The Association or other entity, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at The Association's request; and
- ii. if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.

SECTION 12.04: DERIVATIVE ACTION. The Association shall, with the approval of the court, indemnify an individual referred to in Section 12.01, or advance money under Section 12.02, in respect of an action by or on behalf of The Association or other entity

to obtain a judgment in its favour to which the individual is made a party because of the individual's association with The Association or other entity as described in Section 12.01 against all costs, charges, and expenses reasonably incurred by the individual in connection with the action, if the individual fulfills the conditions set out in Section 12.03.

SECTION 12.05: INSURANCE. The Association shall purchase and maintain such insurance for the benefit of the individuals referred to in Section 12.01, as the Board may determine from time to time.