

Carlington Community Association (CCA) Articles

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 Carlington community in the decision-making process at all levels of government;
- encourage a sense of community among all residents of Carlington; and
- 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. This boundary will include residential development at the site of the Westgate Shopping Centre and 1335 Carling 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.

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.

Article 4 HEAD OFFICE

The Head Office of the Association 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 DISSOLUTION OF THE ASSOCIATION

The Association may be dissolved by a vote of two-thirds (2/3) of the membership present at a special 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.

CARLINGTON COMMUNITY ASSOCIATION BY-LAWS

SECTION 1 - GENERAL

1.01 DEFINITIONS

In this by-law, unless the context otherwise requires:

- a. “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;
- b. “Board” means the Board of Directors of the Corporation;
- c. “By-laws” means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- d. “Chair” means the chair of the Board;
- e. “Corporation” means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act;
- f. “Director” means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- g. “Member” means a member of the Corporation;
- h. “Members” means the collective membership of the Corporation; and
- i. “Officer” means an Officer of the Corporation.
- j. “Annual Members Meeting”
- k. “Regular Members Meeting”
- l. “Special Meetings”

1.02 INTERPRETATIONS

Other than as specified in Section 1.01, 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 one

gender includes all genders.

1.03 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of this By-law shall not affect the validity or enforceability of the remaining provisions of this By-law. 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.

Section 2 - MEMBERSHIP

2.1 Individual membership in the Association shall be open to persons, aged 18 years or older, who reside within the boundaries of Carlington. Corporations shall not be Members of the Association.

2.2 Annual membership fees shall be determined by the Board of Directors and shall be payable as of 1 May of each year. Membership fees can be paid at any time throughout the year, including the day of the Annual Members Meetings, and are valid to April 30. Membership fees can be waived by volunteering as per the Association policy.

2.3 Any Member may withdraw from the Association by delivering to a member of the Executive Committee a written resignation. Members who do not submit a request for renewal, along with any relevant fees, will also be deemed to have withdrawn. Memberships are non-transferable.

2.4 Each Member of the Association shall be entitled to one vote on any matter raised for a vote at a Members Meeting of the Association.

2.5 No Member has the right to speak for the Association unless delegated by the

Board of Directors to do so on a specific issue.

2.6 All Members have the right to make a request to the Executive Committee to view and get member lists, for a reasonable fee, including member names and addresses as long as they agree in writing that they'll use this information to conduct matters related to the nonprofit's activities.

2.7 All Members have the right to our articles and By-laws, and amendments to them; a list of Directors and Officers; view and get copies of financial statements.

2.8 Memberships end when a Member dies, is expelled, the term expires or the Association dissolves.

Section 3 - MEMBERS MEETINGS

3.1 Members meetings may be held either in-person or by electronic means. Directors may determine any date and any place (including virtual spaces) in the City of Ottawa to hold such meetings. Member meetings shall be open to the public (including all residents and business owners in the Carlington area). Any Member who establishes a communications link to an electronic meeting is deemed to be present at the meeting. Only those who are Members at the beginning of the meeting may propose or second a motion and vote.

3.2 There shall be three types of general meetings:

- Annual Members Meetings;
- Regular Members Meetings; and
- Special Members Meetings.

3.3 The Annual Members Meeting shall be held in the month of May each year. At every Annual Members Meeting, in addition to any other business that may be transacted, the report of the Directors and the financial statement shall be presented,

and the Directors, including the Chair (if relevant), for the ensuing year shall be elected.

3.4 In addition to the Annual Members Meeting, there shall be a minimum of three Regular Members Meetings in each year. The Board of Directors shall have the power to call such meetings at any time or may establish a regular schedule of such meetings.

3.5 Directors may call Special Members Meetings. Additionally, Directors shall call a Special Members Meeting of Members to deal with one specific issue within thirty (30) days of a written request by 10 percent or more of Members. No other business shall be conducted at such meetings. A request by Members for a special meeting must provide sufficient, relevant information to enable the Members to be reasonably informed of the issue prior to the meeting.

3.6 A quorum for any Members meeting shall be 10 Members or 10 percent of the membership, whichever is greater. If a quorum is present at the opening of the meeting, the meeting may proceed even if a quorum is not present throughout the meeting.

3.7 A majority of votes cast by 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 or electronic means as appropriate unless a secret ballot is requested by 10 percent of the Members present. There must be a quorum (3.6) for voting to take place.

3.8 Fourteen (14) days written or e-mail notice shall be given to each Member of any Annual Members Meeting or Members meeting. Notice of any meeting where special business will be transacted (for example, see Section 11 - Auditors) shall contain sufficient information to permit the Member to form a reasoned judgment on the

decision to be taken.

3.9 For the 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 or her last municipal or e-mail address provided to the Association. No error or omission in giving notice of any Annual Members Meeting, Regular Members Meeting, or Special Members Meeting shall invalidate any decision made at such meeting.

3.10 A Member entitled to vote at an annual meeting of the Members may, (a) give the Association notice of any matter that the Member proposes to raise at the meeting, referred to as a “proposal”; and (b) discuss at the meeting any matter with respect to which the Member would have been entitled to submit a proposal. Upon the request of the Member who submits a proposal, the Corporation shall include in the notice of meeting a statement in support of the proposal by the Member and the name and address of the Member.

Section 4 BOARD OF DIRECTORS

4.1 The property and business of the Association shall be managed by a Board of Directors composed of a minimum of three Directors and up to a maximum of nine Directors, including the Chair. Directors must be Members of the Association. The immediate past Chair may be an honorary non-voting member of the Board of Directors for a period of one year.

4.2 The responsibilities of the Board of Directors are:

- to convene an Annual Members 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 Members Meeting. The chair of the nominating committee shall not be the

incumbent Chair or Vice-Chair and need not be a member of the Board of Directors;

- strategic planning for the Association; and
- the day-to-day management of the Corporation.

At the invitation of the Board, the past Chair may provide continuity by means of advice and historic background.

4.3 Members of the Board of Directors, including the Chair, shall be elected for terms of two years by the Members at the Annual Members Meeting. Directors' terms shall be staggered so that a maximum of four Directors will stand for election at any given Annual Members Meeting. If a Director is elected to fill the remainder of a vacant term, then he or she may be elected for a one-year term. 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 Chair and one (1) vote per candidate to a maximum of eight for directors.

- An individual may stand for election of Chair and Director and, if elected to both, can choose in which position to serve.
- For the position of Chair, the candidate with a simple majority of votes cast shall be elected.
- For the remainder of the Board, the candidates receiving the most votes (up to a maximum of 4 candidates at each Annual Members Meeting) shall be elected to office.
- If the number of candidates is equal to or fewer than the number of open positions then the nominating committee may ask for the list of candidates to be voted in by acclamation.
- In the case of a tie, additional vote(s) shall be required.
- The Vice-Chair, the Secretary, and the Treasurer shall be appointed from among the Board of Directors at the first Board of Directors meeting following the Annual Members Meeting.

4.4 All Executive Committee members shall be limited to serving a maximum of two

consecutive terms in their role. After which time, they may continue to serve on the Board but in a different capacity.

4.5 The office of Director shall be automatically vacated if:

- the Members vote at a Members meeting to remove the Board member (50%+1) or pass a unanimous written resolution outside of a Members meeting;
- a Director has resigned his or her office by delivering a written resignation to a member of the Board;
- a Director is found by a court to be of unsound mind;
- a Director becomes bankrupt or suspends payment or compounds with his or her creditors;
- the Director dies;
- the Director no longer is a Member of the Association.
- by virtue of their behaviour of repeatedly failing to attend Board meetings without reasonable and timely explanations, that Director is deemed to have voluntarily resigned
- no person shall substitute for an absent Director at a Board meeting

4.6 If any vacancy occurs for any reason:

- the Chair shall be succeeded by the Vice-Chair;
- 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 Members Meeting.

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

4.8 A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted and his or her successor is

elected.

4.9 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.

4.10 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.

4.11 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.

4.12 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.

4.13.1 Board Committees can only have Directors as members.

4.13.2 The Board of Directors may appoint Member 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 Members meeting.

4.14 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.

4.15 A director or officer of a corporation who,

- (a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- (b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, shall disclose to the Corporation or request to have entered in the minutes of meetings of the Directors the nature and extent of his or her interest.

4.16 Upon being elected or appointed to the Board of Directors, persons will agree in writing to this. The letter will say: I, (INSERT NAME OF DIRECTOR), consent to act as director of (INSERT NAME OF NONPROFIT) beginning on (INSERT DATE OF ELECTION). The Director has to sign the letter, which must also include their mailing address. The Corporation must keep their letter agreeing to be a Director.

Section 5 – DIRECTORS MEETINGS

5.1 The Board of Directors may meet either in person or by electronic means. Directors may determine any date and any place (including virtual spaces) in the City of Ottawa to hold such meetings so long as forty-eight (48) hours notice of such

meeting is given to each Director or according to an established regular schedule. There shall be at least six (6) meetings per year of the Board of Directors. Meetings shall be at the call of the Chair 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.

5.2 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.

5.3 Any resident of Carlington or invited guests can attend meetings of the Board of Directors as observers. Such attendees shall not contribute to the conversation unless asked to do so.

Section 6 - INDEMNITIES TO DIRECTORS AND OTHERS

6.1 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 or her 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 or her own wilful neglect or default.

Section 7 - DUTIES OF THE EXECUTIVE COMMITTEE

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

7.1 The president shall be the Chair and chief executive officer of the Corporation. The Chair shall call and preside at all meetings of the Corporation and of the Board of Directors. The Chair shall have the general and active management of the affairs of the Corporation. The Chair shall see that all orders and resolutions of the Board of Directors are carried into effect.

7.2 The Vice-Chair shall, in the absence or disability of the Chair, perform the duties and exercise the powers of the Chair and shall perform such other duties as shall from time to time be imposed by the Board of Directors.

7.4 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 Members 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.

7.5 The Secretary is responsible for general correspondence and for internal communication within the Association. The Secretary issues notices and agenda, and prepares, maintains, and distributes minutes for the meetings of the Members and of the Executive Committee. The Secretary maintains the minute book of the Association.

Section 8 - MINUTES OF BOARD OF DIRECTORS

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

Section 9 - FINANCIAL ADMINISTRATION

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

9.2 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.

9.3 Expenditures on behalf of the Association shall be authorized as follows:

- Up to \$200 may be authorized by the Chair or by the Vice-Chair in the Chair's absence.
- The Board of Directors can approve spending up to \$1000 if the Association's total assets total \$4000 or less. If the Association's assets total more than \$4000, this spending limit increases to 25 percent of the Association's total assets. Any vote by the Board of Directors in relation to spending must pass by a 2/3 majority of Directors present at the vote.

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

9.5 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.

Section 10 - EXECUTION OF DOCUMENTS

Contracts, documents, or any instruments in writing requiring the signature of the Association shall be signed by any two Directors. Those that commit the Association to financial obligation must be authorized in accordance with the level of expenditure as defined in By-law 9.3 (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.

Section 11 - AUDITORS

As per the Act, the Corporation can waive both audits and financial reviews, by passing an “extraordinary” resolution (80% or more of votes cast at a Members meeting) at your annual meeting and renewing it each year.

Section 12 - BOOKS AND RECORDS

12.1 The Directors shall see that all necessary books and records containing information related to the Corporation, including, but not limited to, general ledgers, meeting minutes, invoices, receipts, contracts, deposit slips, bank statements, accounting documents, governing documents, and operating budgets, are regularly and properly kept. Members and Directors registers must be kept for 6 years.

12.2 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.

Section 13 - RULES AND REGULATIONS

The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws, and to be compliant with the laws of the Government of Canada, the Government of Ontario, and the laws of the City of Ottawa, 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 Members Meeting of the members of the Association when they shall be confirmed, and failing such confirmation at such Annual Members Meeting, shall at and from that time cease to have any force and effect.

Section 14 - AMENDMENT OF BY-LAWS

14.1 The By-laws of the Association not embodied in the articles may be repealed or amended when sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present at a regular or Special Members Meeting duly called for the purpose of considering the said By-law.

14.2 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. The appropriate Ministry shall be notified of the changes to the By-laws.

Brian Beard, Chair & President

Alexandria Hodgson, Vice-President

Jenn Sailus, Secretary

Mateusz Trybowski, Treasurer