



## **CONSTITUTION and BY-LAWS**

### **HUNTLEY COMMUNITY ASSOCIATION**

Last Revision: November 2009

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## **Article 1: Name and Organizational Form**

The name of the Association is **Huntley Community Association (HCA)**. The HCA operates as a not-for-profit corporation registered in the province of Ontario as Ontario Corporation 507834.

## **Article 2: Objectives**

The Association shall engage in, promote and organize recreational, social, cultural, benevolent, physical, and athletic sports and educational activities to serve people of all ages in the community in liaison with the responsible officials of the City of Ottawa. It shall also engage in activities that serve to develop and promote the community of Carp (Huntley) and Ward 5<sup>1</sup>.

## **Article 3: Conditions of Membership**

### **1. Eligibility**

Membership in the Association is open to persons interested in fulfilling the objectives of the Association. All persons living within the catchment area (as illustrated in Appendix A) are considered to be Members of the HCA.

### **2. Annual Fees**

There is no fee to be a Member of the HCA.

### **3. Withdrawal**

Withdrawal is implied if a Member moves out of the catchment area.

## **Article 4: Fees for Participation in HCA Recreational Sports**

There is an annual sports participation fee, which is \$35 per household. The fee is due at the time of the household's first sports registration during the calendar year.

## **Article 5: Meetings of Members**

### **1. Annual General Meeting**

The Association shall hold an annual general meeting (AGM) of Members in April of each year.

### **2. Open To Public**

The Annual General Meeting of Members shall be open to the public.

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<sup>1</sup> For a description of the approved HCA activities, reference should be made to Appendix A of the 'Agreement for an allocation of funding from the City's Renewable Funding Envelope for the delivery of programs/activities'

### **3. Business at the Annual General Meeting**

- a) At each AGM there shall be presented:
  - i. a report of the activities of the Association for the previous year;
  - ii. any motions to change the activities of the Association for the coming year<sup>2</sup>;  
and
  - iii. financial statements of the Association.
- b) The Members shall elect Directors for the ensuing year.

### **4. Notice of the Annual General Meeting**

- a) At least fourteen (14) days written notice of the day and time of the AGM shall be given.
- b) A minimum of three (3) days and a maximum of fourteen (14) days written notice of the day and time of any other meeting of Members shall be given.
- c) 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.

### **5. Other Meetings of Members**

The Association may hold other meetings of Members at the call of the Board of Directors or upon request in writing to the Board from not less than ten (10) Members of the Association. Such meetings shall be held on a day and at a time the Board of Directors determines.

### **6. Voting**

- a) Any Member shall have the right to vote on all motions put to the general Membership.
- b) Each Member shall have one vote.
- c) Voting by proxy is prohibited.
- d) Each motion raised at any meeting of Members shall be decided by a simple majority of votes. The President shall not vote except in the case where a tie needs to be broken.
- e) At any meeting, unless a recorded vote is demanded, a declaration by the President shall be conclusive evidence of the decision reached.
- f) All voting for the election of Directors shall be by secret ballot.

### **7. Quorum**

A quorum for the transaction of business at any meeting of Members shall consist of a simple majority those present and voting.

## **Article 5: Board of Directors**

### **1. Composition of Board of Directors**

The property and business of the Association shall be managed by a Board of Directors composed of a minimum of (5) Directors.

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<sup>2</sup> Material changes to HCA activities require City approval as per the Agreement between the HCA and the City

## **2. Term of Office**

Directors shall be elected for a term of one year.

## **3. Nominations**

Any Member may be nominated for election to the Board of Directors at the Annual General Meeting. The Member must accept or have consented to the nomination.

## **4. Election**

Available Directors' positions shall be elected by a majority vote of the Members of the Association present at the Annual General Meeting.

## **6. Removal from Office**

The office of Director shall be automatically vacated if:

- a) A Director resigns;
- b) A Director is found by a court to be of unsound mind;
- c) Two thirds (2/3) of members present pass a resolution that the officer be removed from office;
- d) that the Director be removed from office;
- e) A Director has failed to provide a clear Police Record Check; and
- f) A Director dies.

## **7. Remuneration**

Directors shall serve without any financial remuneration and no Director, nor their immediate family, shall directly or indirectly receive any profit from a tender or quote. Directors may be paid 'reasonable expenses incurred in the performance of their duties.

## **8. Filling Vacancies**

The Board of Directors, as long as there is a quorum of elected Directors then in office, shall have the power to fill any vacancy during the period between Annual General Meetings of the Association.

# **Article 6: Meetings of the Board of Directors**

## **1. Regular Meetings**

The Board of Directors shall meet in regular session on at least eight (8) occasions between Annual General Meetings.

## **2. Other Meetings**

Other meetings may be called by the President.

## **3. Notice of Meetings**

A reasonable amount of notice of a meeting of the Board of Directors shall be given.

## **4. Voting**

Each Director is authorized to exercise one vote. Resolutions shall be made by a simple majority of votes cast. The President shall not vote except in the case of a tie when the President shall have the deciding vote.

## **5. Recording Resolutions**

All Resolutions shall be recorded in the minutes of the Board of Directors' meeting at which the resolution took place. If the resolution was made by way of a written or electronic vote, the Resolution shall be reflected in the minutes of the subsequent Board of Directors' meeting. President

## **7. Quorum**

A Quorum for any meeting of the Board of Directors shall consist of five (5) Directors.

## **8. Open to Public**

All meetings of the Board of Directors shall be open to the public.

## **Article 7: Indemnities to Directors and Others**

Every Director or other person who has undertaken, or is about to undertake, any liability on behalf of the Association shall be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses which such Director or other person sustains or incurs in relation to the affairs of the Association except costs, charges and expenses occasioned by the Directors' wilful neglect or default.

## **Article 8: Powers of the Board of Directors**

### **1. General**

The Directors of the Association shall administer the affairs of the Association and, in its name, enter into any contract which the Association may lawfully enter into and may exercise such other powers and do other acts as the Association is authorized to do.

### **2. Expenditures**

The Board of Directors shall have the power to authorize expenditures on behalf of the Association and may delegate by resolution to an officer or officers of the Association the power to employ and pay salaries to employees.

### **3. Trust Fund**

The Directors shall have the power to enter into an arrangement with a bank or trust company for the purposes of creating a trust fund in which the capital and interest may be made available for the purpose of promoting the interests of the Association in accordance with such terms as the Board of Directors may prescribe.

## **4. Receipts**

The Directors may take the necessary steps to enable the Association to receive fees, legacies, gifts, bequests and donations of any kind for the purpose of furthering its objectives.

## **5. Books and Records**

The Directors shall see that all books and records of the Association are properly kept.

# **Article 9: Officers**

## **1. General**

The officers of the Association shall be a President, Vice-President, Secretary, Treasurer and such other as the Board may see fit to appoint or elect from time to time.

## **2. Membership Requirement**

Only Directors of the Association may be officers.

## **3. Multiple Offices**

Any Director may occupy more than one office.

## **4. Election of Officers**

Officers shall be elected by the Directors from among themselves.

## **5. Term of Office**

The officers of the Association shall hold office for a term of one year.

## **6. Remuneration**

Officers shall serve without remuneration and shall not, directly or indirectly; receive any profit from their position. Officers may however be paid reasonable expenses incurred in the performance of their duties.

## **7. Removal**

The Board of Directors may remove an officer from office provided two thirds (2/3) of the members present pass a resolution that the officer be removed from office.

# **Article 10: Duties of Officers**

## **1. President**

The President shall preside at all meetings of Members and of the Board. The President shall have the general and active management of the affairs of the Association. The President shall see that all decisions of the Board of Directors are carried out.



## **2. Vice-President**

The Vice-President shall, in the absence or disability of the President, perform the duties of the President and shall perform such other duties from time to time as directed by the Board of Directors.

## **3. Treasurer**

The treasurer shall have custody of the funds of the Association and shall keep full and accurate records of all assets, liabilities, receipts and disbursements of the Association in the books belonging to the Association and shall deposit all monies and other valuables in the name and to the credit of the Association in a bank or trust company. The treasurer shall disburse the funds of the Association as directed and shall render to the Board an account of all transactions. The treasurer shall also perform such other duties as directed by the Board of Directors.

## **4. Secretary**

The secretary shall carry out the affairs of the Association under the supervision of the officers and shall attend all meetings and act as clerk thereof, record all votes and minutes of proceedings in the books to be kept for that purpose. The secretary shall give notice of all meetings of Members and of the Board of Directors and shall perform such other duties as directed by the Board of Directors.

## **Article 11: Execution of Documents**

Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two officers and once so signed shall be binding upon the Association without any further authorization or formality.

## **Article 12: Amendments**

The by-laws of the Association may be repealed or amended by means of a by-law enacted by a decision of a majority of the Directors.

## Revision History

Approved Change	Date of Approval
Approved Constitution in preparation of the April 2015 AGM	March 12 <sup>th</sup> , 2015 Board Meeting

Enacted this \_\_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_

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President

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Vice-President

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Secretary

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Treasurer

# APPENDIX A – HUNTLEY COMMUNITY ASSOCIATION CATCHMENT AREA

