



# Constitution and By-Laws

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Huntley Community Association

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**Revision History**

Approved Change	Edited By	Date of Approval
Approved Constitution in preparation of the April 2015 AGM		March 12th, 2015 Board Meeting
Approved Constitution in preparation for May 2021 AGM	Judy Makin	April 8th, 2021 Board Meeting
Updates made based on input received from Brenda Denault, City liaison.	Judy Makin	May 6 <sup>th</sup> , 2021 circulation to Board via email.
Updates to <i>Article 2: Objectives</i> to clarify political activity. Updates to <i>Article 3: Conditions of Membership</i> to comply with terms of the Ontario Not-for-Profit Corporations Act.	Steve Fahie	Approved at AGM April 25 2024

**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 Huntley Community Association is a not-for-profit and transparent organization dedicated to promoting quality of life for residents within the Huntley community catchment area (as illustrated in Appendix A). This will be achieved through the following objectives:

- a) Promoting sports, recreation, social, cultural, benevolent, and educational events, and activities within the community.
- b) Promoting, maintaining and updating /growing community facilities and amenities.
- c) Providing various forums for residents to be informed about issues relevant to the community, facilitate discussion and to gather feedback from the community.

The Huntley Community Association is an apolitical body and shall not promote or oppose the candidacy of a person for elected office, or promote or oppose a question on a federal or provincial or municipal ballot.

**Article 3: Conditions of Membership****1. Eligibility**

Any person living within the catchment area (as illustrated in Appendix A) is eligible to become a Member of the HCA. Membership in the Association is also open to persons interested in supporting the objectives of the Association. All members must be 18 years of age or over.

**2. Application for Membership**

Any person who is eligible to become a member of the Association may apply to be a member using the Membership Application procedure that is in effect at the time. The application procedure may change from time-to-time as required.

**3. Term of Membership**

The term of a membership in the Association is one year. A membership term is to coincide with the fiscal year of the Association, which is a calendar year.

**4. Annual Fees**

The Annual Fee for membership is established by vote of members at an Annual General Meeting or other meeting of members of the HCA as permitted in the “Meetings of Members” section below.

## 5. Withdrawal

A member may withdraw their HCA membership by email or letter mail to the Association.

## Article 4: Meetings of Members

### 1. Annual General Meeting

The Association shall hold an annual general meeting (AGM) of Members in April of each year. In exceptional circumstances, and by resolution of the Board of Directors, this date may be postponed and/or the AGM may be held using an online/virtual format if a physical meeting of the members cannot safely be held.

### 2. Open to Public

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

### 3. Business at the Annual General Meeting

- a) At each AGM there shall be presented, and these materials shall be shared with the public at least three (3) days prior to the AGM:
  - i. A report of the activities of the Association for the previous year.
  - ii. Any motions to materially change the activities of the Association for the coming year<sup>1</sup>.
  - iii. The 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 public notice of the day and time of the AGM shall be given.
- b) As part of the announcement of the AGM there will be a list of vacant Director positions to be filled. Any Member interested in filling a vacant Director position shall provide the HCA President with a brief description of themselves and why they wish to serve as a Director at least three (3) days prior to the AGM.

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<sup>1</sup> Material changes to HCA activities, such as discontinuation of a recreation program(s) or significant changes to facility maintenance that are traditionally funded by the City Renewable Recreation Funding Agreement require City approval as per the Agreement between the HCA and the City.

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

- a) The Association may hold other meetings of Members as a decision of the Board of Directors or upon request in writing to the Board from not less than ten (10) Members of the Association.
- b) Such meetings shall be held on a day and at a time the Board of Directors determines.
- c) A minimum of fourteen (14) days public notice of the day and time of other meetings of Members shall be given.
- d) Notice of any meeting where special business will be transacted shall contain sufficient information to permit the Members to form a reasoned judgement on the decision to be taken.

## **6. Quorum**

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

## **7. Voting**

- a) Any Member aged 18 years or older shall have the right to vote by show of hand 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.

# **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 five (5) and a maximum of twenty (20) Directors.

## **2. Term of Office**

Directors shall be elected for a term of one year.

### **3. Nominations**

- a) 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 and must have provided advance notice of their intention to the President, as per Article 4 b.
- b) Any currently serving Director who is not a Member can be re-elected under a grandfather provision.

### **4. Election**

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

### **5. 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 mentally incompetent or guilty of a criminal offense.
- c) Two thirds (2/3) of members present at a General or Special meeting pass a resolution that the Director be removed from office.
- d) Two thirds (2/3) of Directors present at a Board meeting pass a resolution that the Director be removed from office.
- e) A Director has failed to provide a Police Record Check dated within the past year.
- f) A Director has failed to attend 3 consecutive Board meetings, unless such absences are due to illness or urgent family business, or unless the Director has been granted permission or a leave of absence from the President.

### **6. 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.

### **7. Filling Vacancies**

The Board of Directors, if 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.



## **8. Committees**

- a) The Board of Directors may appoint Committees of the Association to assist the Board in carrying out the work of the Association and will prescribe their terms of reference.
- b) Such Committees may deal with specific or general issues, event organization and/ or urgent business.
- c) The Chair of an Association Committee will normally be a member of the Board of Directors. Community members may also serve as volunteers on a Committee and may be appointed as Committee Chair by a majority vote of the Board of Directors. Committees report to the Board of Directors through the Committee Chair.

## **9. Assignment of Duties and Responsibilities**

At the first Board meeting after the AGM, Directors shall by resolution of the Board be assigned specific program responsibilities (e.g., Sports, Maintenance, Mess Hall, etc.) or they may serve as Directors-at-Large.

## **Article 6: 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 at the first Board meeting after the AGM.

### **5. Term of Office**

The Officers of the Association shall hold office for a term of two years; this term may be renewed. Ideally, half of the Officers will be elected each year, to ensure better continuity.

## **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 Directors pass a resolution that the officer be removed from office at a Special Meeting of the Board for which notice of this resolution has been given to all Directors at least seven (7) days in advance.

## **8. Vacancies**

If the office of the President, Vice President, Secretary or Treasurer, shall become vacant by reason of death, resignation, disqualification or otherwise, the Directors may elect or appoint an officer to fill such vacancy. This replacement will serve out the existing term of office. If a replacement is not possible, the remaining Directors will collectively assume the duties of the vacant Officer position.

## **9. Smart Serve Qualification**

The President, Vice President, Treasurer, Bar Manager and Mess Hall Director must all acquire a Smart Serve qualification, as required under the licence to sell alcohol by the Alcohol and Gaming Commission of Ontario (AGCO).

# **Article 7: Duties of Officers**

## **1. President**

The President shall provide leadership and guidance to the Board with respect to the achievement of the Association's Objectives and will preside at all meetings of Members and of the Board. The President shall have responsibility for 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 assist the President in managing the affairs of the Association. 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, recording all votes and minutes of proceedings in the records 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 8: 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. Such meetings will normally be held in person, but in exceptional circumstances, and by Board resolution, may be held using an online/virtual format or via teleconference.

#### **2. Other Meetings**

Other meetings may be called by the President.

#### **3. Notice of Meetings**

At least seven days' 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

## 6. Quorum

A quorum for any meeting of the Board of Directors shall consist of five (5) Directors or the majority of Directors, whichever is more, for the purpose of the transaction of business.

## 7. Open to Public

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

## Article 9: 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 (excluding the City's contribution) 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' willful neglect or default.

## Article 10: 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

- a) Authorization - 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 honorariums to workers.
- b) Minor Purchases - Directors shall each have the authority to spend up to \$500.00 per year to meet the needs of an HCA program or facility. They are not required to seek a prior vote of approval by the Board of Directors for expenditures under this limit. Within thirty (30) days of the purchase date receipts must be submitted to and recorded by the Treasurer. Receipts submitted outside of this period may be paid at the discretion of the Treasurer.
- c) Major Purchases and Contracts - Directors will solicit at least two (2) competitive quotes prior to contract award from service suppliers and/or vendors for presentation to the Board for financial decisions regarding major purchases and maintenance contracts.

### 3. Externally restricted Fund

The Directors shall have the power to designate a certain portion of reserve funds as "externally restricted" if these funds are donated by a community member(s) with the intention of being used in the future for a specific purpose. City funding would be excluded from this designation.

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

- a) Signing Authority for all banking transactions shall be given by a resolution of the Board to three or more Officers and Directors. Any two of these signatures will be required for the release of funds.
- b) Contracts in the ordinary course of the Association's operations approved by the Board of Directors, may be negotiated on behalf of the HCA by a Director authorized to do so by the Board.
- c) Contracts, documents, deeds, transfers and licenses or any instruments in writing on behalf of the Association requiring the signature of the Association shall be signed by any two of the following: President, Vice President, Secretary, Treasurer, one member of the Board of Directors associated with such instrument(s). Once so signed this shall be binding upon the Association without any further authorization or formality.
- d) Any two (2) of the President, Vice President, Secretary, Treasurer, one member of the Board of Directors may transfer any and all shares, bonds, or other financial securities from time to time standing in the name of the Association. Such transfers must first be approved by the board before any action is taken.

### **Article 12: Fees**

The Association has the authority to charge fees for activities that it governs. Fee structures and rates shall be established and modified as needed by resolution of the Board of Directors.

Rental or user fees shall also be established and modified as needed by resolution of the Board of Directors for use of the following HCA-managed facilities:

- a) The Huntley Mess Hall.
- b) The Huntley Community Centre building; multi-purpose ice pad.
- c) Ball Diamonds #1, 2, 3.
- d) Langstaff Drive Soccer Fields.
- e) Riverwalk Trail.

**Article 13: Policies**

The Board of Directors may create policies that will facilitate the management of the Association's affairs. Such policies must be in keeping with this constitution. Policies can be amended at any time by a resolution of the Board of Directors without impact on this constitution. Policies do not need to be approved by the Membership. These policies will be posted on the HCA website (hca-carp.ca).

**Article 14: Amendments to Constitution**

The constitution of the Association may be amended at an HCA Annual General meeting, or at any other general meeting called for that purpose provided:

- a) That the amendment is proposed and approved by the Board of Directors first and is given in writing to the Secretary or drawn up by the Secretary.
- b) That public notice of the amendment(s) to be considered and the proposed amendment has been reasonably publicized in the community at least one (1) week before the meeting.
- c) That such amendment is ratified by a majority (plus one) of the members present at the meeting.

**By-Laws Signature Page**

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

**TO BE RATIFIED BY THE MEMBERSHIP PRIOR TO SIGNATURES**

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President (sign and print)

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Vice-President (sign and print)

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Secretary (sign and print)

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Treasurer (sign and print)



APPENDIX A – Huntley Community Association Catchment Area

