



COMMUNITY ASSOCIATION, INC. • ASSOCIATION COMMUNAUTAIRE INC.
1064 RUE WELLINGTON ST. OTTAWA K1Y 2Y3 798-7987

CONSTITUTION

Revised September 28, 2001

1. PREAMBLE

We, the people in the Hintonburg area, wish to promote, by democratic cooperation, the provision of a healthy physical and economic environment, the maintenance of personal safety and security, and the improvement of the quality of life for all members of the community. We have determined that an Association of all the members of the community will best accomplish these goals.

Preamble

2. NAME

This Association shall be known by the name of the Hintonburg Community Association (Incorporated), and is referred to hereinafter as the "Association."

Name

3. BOUNDARIES

The boundaries of the Association are the east side of Holland Avenue to the west, the railway tracks to the east, the south side of Scott Street to the north, and the Queensway to the south.

Boundaries

4. OBJECTIVES

4.1 To act as a community spokesperson in promoting and protecting the interests of the community.

Spokesperson

4.2 To actively participate in the planning and future development of the Hintonburg area.

Planning issues

4.3 To support and undertake programs that provide for the safety and security of the community.

Safety and security

4.4 To communicate local news and events of interest to the community.

Communication

4.5 To undertake and encourage social, recreational, and commercial activities that the Association deems to be of benefit to the community.

Activities

4.6 To organize public participation in community issues.

Public participation

4.7 To make representation to governments.

Representation to governments

4.8 To cooperate with other community groups and businesses in the area and in the city.

Cooperation

5. MEMBERSHIP AND DUES

5.1 A Member shall be any person who is 18 years of age or over:

Membership admission rules

a) residing within the boundaries of the Association,

-for residents within boundaries

b) having their place of business or owning property within the said boundaries, or

-for businesses/ property owners within boundaries

c) residing, having their place of business, or owning property in an area that is next to and close by the said boundaries, and who is not currently represented by a Community Association or equivalent, and having paid Association membership dues.

-outside boundaries

5.2 Categories and terms of membership shall be fixed from time to time by the Board of Directors and shall become effective when confirmed by a vote at an Annual or other General Meeting.

Membership terms and criteria

5.3 A Member in Good Standing is a Member who has paid current membership dues. Alternatively, a Member in Good Standing is a Member who undertakes to perform voluntary work for the Association that is deemed equivalent in value to the dues by the Board of Directors.

Members in Good Standing

5.4 All Memberships in Good Standing will continue until September 30 of the year of their expiry, whereupon a new membership must be obtained.

Expiration of Memberships in Good Standing

5.5 Memberships in Good Standing may be revoked at any time by a two-thirds majority vote of the Board of Directors for reasons of misconduct, illegal activities, or the pursuance of issues or activities contrary to the objectives of the Association.

Revocation of Memberships

5.6 Dues shall be payable by Members in such amounts and at such times as shall be determined by the Board of Directors, and shall become effective when confirmed by a vote at an Annual or other General Meeting. Payment of such dues shall entitle a Member to become a Member in Good Standing.

Dues

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| 5.7 Each Member in Good Standing shall be entitled to one vote on each question arising at any Annual or other General Meeting of the Members, and shall have the right to hold elected office. | Rights |
| 5.8 Any Member or Member in Good Standing may resign from the Association by notifying the Board of Directors in writing of their resignation. | Resignation |

6. STRUCTURE OF THE ASSOCIATION

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| 6.1 Board of Directors | |
| a) The Board of Directors shall consist of 11 Members of the Association who are in Good Standing and have been elected at the Annual General Meeting. Notwithstanding the preceding, the number of members of the Board of Directors may be varied to a number greater than 11 by a vote at the Annual General Meeting. | Composition of Board of Directors |
| b) A person who is not a Member in Good Standing may be elected a Director, but must become a Member in Good Standing within 10 days of election or else cease to be a Director. | Membership rules for Directors |
| c) The Board of Directors may appoint an Association Member to a Board of Directors position should a vacancy occur during the term of office. This appointment shall terminate at the next election of Directors or at an expiration date set by the Board of Directors. | Interim appointment to the Board of Directors |
| d) The Directors shall conduct the affairs of the Association between Annual and other General Meetings. | Director's duties |
| e) If a Director misses three or more meetings of the Board of Directors per term, the position shall be deemed vacant. This provision will not apply if the Director notifies another member of the Board of their absence by the time of the meeting, and the absence is deemed acceptable by the Board of Directors. | Failure to attend Board meetings |
| f) A Director may be removed from the Board of Directors at any time by a two-thirds majority vote of the Members in Good Standing present at a General Meeting of the Members, for reasons of misconduct, illegal activities, or the pursuance of issues or activities contrary to the objectives of the Association. | Removal of Director from Board of Directors |

6.2 Executive Committee

The Executive Committee shall consist of a:

President,
Vice-President,
Secretary, and
Treasurer

Composition of
the Executive
Committee

a) The Executive Committee shall report to the Board of Directors on
Committee activities

Reporting

b) The Executive Committee shall perform such duties as prescribed
by the Board of Directors or President

Duties

6.3 Committees

Committees may be organized to meet the needs of the Membership
and shall be created and/or dissolved as deemed necessary by the
Board of Directors providing that:

Formation of
Committees and
requirements

a) Committee objectives are consistent with the purpose of the
Association

b) Committee members are Members in Good Standing of the
Association

c) the Committee agrees to all financial and membership policies of
the Association.

d) the Committee shall report its activities to the Board of Directors
on a regular basis.

7. DUTIES OF OFFICERS

7.1 The President

- a) Shall preside at all meetings of the Executive Committee and
Board of Directors, and at Annual and other General meetings
of the Association.
- b) Shall enforce observance of the Constitution and By-laws.
- c) Shall report to the Membership on the activities of the Association
at Annual or other General Meetings or at such times as may be
prescribed by the Board of Directors.
- d) Shall not make any motions or amendments.
- e) Shall not vote on any motion unless a vote results in a tie vote at a

Duties of
President

Board of Directors or Executive Committee meeting.

- f) Shall Perform other duties as may be prescribed by the Board of Directors.

7.2 Vice-President

- a) Shall help the President perform his/her duties and, in the absence or inability of the President, the Vice-President shall act as President with all the duties and powers of the President.
- b) Shall perform other duties as may be prescribed by the Board of Directors.

Duties of Vice-President

7.3 Secretary

- a) Shall attend all meetings of the Executive Committee, Board of Directors, and Annual and other General Meetings of the Association and act as Clerk thereof
- b) Shall record all votes taken at meetings and minutes in the books to be kept for that purpose.
- c) Shall name an appropriate stand-in when not performing the above duties.
- d) Shall be responsible for receiving, recording, and delivering all correspondence for the Association. The Secretary may authorize other Directors to also receive and deliver Association correspondence.
- e) Shall perform other duties as may be prescribed by the Board of Directors.
- f) Shall Chair meetings of the Board of Directors in the absence of the President or Vice President.

Duties of Secretary

7.4 Treasurer

- a) Shall be responsible for ensuring that a record of all receipts and disbursements of money is maintained for the Association.
- b) Shall ensure that the membership records are maintained. The Treasurer will maintain the membership records unless the Board of Directors forms a Committee to which this duty is delegated.
- c) Shall develop and establish, upon approval of the Board of Directors, all accounting and financial policies and procedures.
- d) Shall make available the books of the Association in good order upon request of the Membership.
- e) Shall perform other duties as may be prescribed by the Board of Directors.

Duties of Treasurer

8. ELECTION AND TENURE OF THE BOARD AND EXECUTIVE

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| 8.1 The Board of Directors shall be elected at each Annual General Meeting by a show of hands, unless a Member in Good Standing demands a secret ballot. Directors shall serve until the next Annual General Meeting, unless they resign or are removed. | Election of Board of Directors |
| 8.2 The Election of the Executive Committee shall take place by secret ballot every year at the first meeting of the Board of Directors that is held after the Annual General Meeting. | Election of Executive Committee |
| 8.3 Tenure limits and Service Requirement
a) The position of President and Treasurer shall not be held by the same individuals for more than two (2) consecutive terms.

b) The President and at least one other member of the Executive Committee must have served on the Board of Directors within the previous two years. | Tenure limits and service requirements for Executive |
| 8.4 Nominating Committee
The outgoing Board of Directors shall appoint a Nominating Committee at least one (1) month prior to the Annual General Meeting. This shall consist of at least three (3) and not more than five (5) Members in Good Standing of the Association. At least one member of the Executive, excluding the President, shall be on the Committee. | Composition of Nominating Committee |

9. MEETINGS

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| 9.1 Rules
All meetings of the Association shall be conducted in accordance with Roberts Rules of Order and shall be open to the public. | Roberts Rules of Order |
| 9.2 General Meetings
a) The Annual General Meeting shall be held in the month of September.

b) Other General Meetings may be held as or when required.

c) Notice of the time, date, and location of the Annual General Meeting and other General Meetings shall be given to the Members in Good Standing of the Association in writing not less than fourteen (14) days in advance of the meeting, and such notice shall include the proposed agenda.
The time, date, and location of the Annual General Meeting and other General Meetings shall also be published in a public | Annual General Meeting Date

General Meeting Frequency

Notice of Annual and Other General Meetings |

forum generally accessible to Members, not less than fourteen (14) days in advance of the meeting, and the appearance of this information in a newspaper generally circulated within the boundaries of the Association, or the posting of such information in public places within said boundaries, shall be deemed to satisfy this requirement.

- d) Every General Meeting shall include on the agenda an opportunity for an open forum. Open forum
- e) General Meetings of the Members may be called at any time by the Board of Directors or by at least ten (10) Members in Good Standing for reasons provided in writing to the Secretary of the Association. General Meetings called by Members
- f) Each Member in Good Standing shall, at all meetings of the Members, be entitled to one (1) vote on each question or motion, but may not vote by proxy. Voting at General Meetings

9.3 Board of Directors Meetings

Board of Directors meetings shall be held monthly, unless a majority of the Board of Directors agrees not to hold a meeting in a given month, or more often as required.

Frequency of Board of Directors meetings

9.4 Executive Committee Meetings

Executive Committee Meetings shall be held as required.

Frequency of Executive Committee meetings

9.5 Quorums

A quorum at a meeting shall be counted from those members in attendance who are entitled to vote as follows:

QUORUM requirements

- a) At General Meetings, a quorum shall be thirty (30) Members in Good Standing. In the absence of such a quorum, the president shall invoke the provision of Roberts Rules of Order (30 minute waiting period). at General Meetings
- b) At Executive Committee Meetings, a quorum shall consist of 50% of its membership, plus 1, and must include either the President or the Vice President. at Executive Committee meetings
- c) At Board of Directors Meetings, a quorum shall consist of five (5) members, and must include at least two members of the Executive Committee. at Board of Directors meetings

9.6 Motions

All motions shall be resolved by a simple majority vote of Members

Motion

in Good Standing who are entitled to vote in attendance, except where otherwise specified.

resolution

9.7 *In Camera* Discussion

In Camera items

Notwithstanding any other provisions, meetings of the Board of Directors or the Executive Committee may include items which are discussed *in camera*. For an item to be discussed *in camera*, agreement of a two-thirds majority of the Board of Directors or Executive Committee is required. Items which may be discussed *in camera* include those which might result in the disclosure of personal information or of information which puts the security of persons or property at risk.

9.8 Voting

a) All Members in Good Standing and 18 years of age and older except the President shall be entitled to vote at Annual or other General Meetings. Each Member of the Board of Directors or Executive Committee shall be entitled to vote and shall have one (1) vote at meetings of the Board of Directors or Executive Committee, except for the President, who may only vote in the case of a tie.

Entitlement to vote

b) Every question shall be decided by a show of hands unless a poll be demanded by any Member, except where specified otherwise.

Voting by show of hands

c) Upon a show of hands, every member having voting rights shall have one (1) vote. Unless a poll be demanded, a declaration by the Chair that a resolution has been carried or not carried will be made. An entry to that effect shall be made in the Minutes of the Association and shall be admissible in evidence as "prima facie" proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

Proof of resolution

d) If a poll be demanded and not withdrawn, the resolution shall be decided by a simple majority of votes given by the members present. The poll shall be taken in a manner as directed by the Chair; the results of such poll shall be deemed the decision of the Association in an Annual or other General Meeting upon the matter in question.

Poll demanded

e) In the case of an equality of votes at any General Meeting, whether by show of hands or at a poll, the question shall be deemed to have failed.

Equality of votes at a General Meeting

10. ASSOCIATION YEAR

The Association's fiscal year shall run from September 1 to August 31 of the

Fiscal Year

following year.

11. FINANCIAL PROCEDURES

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| 11.1 | The Association shall conduct its affairs on a non-profit basis so that no member derives financial advantage from the Association's transactions. | Non-profit basis |
| 11.2 | All Association funds will be kept on deposit with a Canadian chartered bank, trust company, credit union, or Caisse Populaire. | Deposit |
| 11.3 | Cheques or bills of exchange payable to the Association shall be endorsed by the Treasurer and cheques or bills of exchange payable by the Association shall be signed by any two (2) members of the Executive. The Board of Directors may designate additional members of the Board of Directors who may sign cheques or bills of exchange payable by the Association or endorse cheques or bills of exchange payable to the Association. | Authority to sign or endorse |
| 11.4 | All expenditures of the Association shall be authorized by the Board of Directors. In exceptional circumstances, expenditures may be authorized by the signing officers who shall report such circumstances at the first meeting of the Board of Directors following the authorization of such expenditures. | Authorization of expenditures |
| 11.5 | The financial statements to be submitted to the Association Membership at the Annual Meeting shall be audited by a Member of the Association who is not on the Board of Directors. This Auditor will report in writing to the Board of Directors on the adequacy and accuracy of the financial records. The Auditor shall be appointed by the Board of Directors. | Audit requirements |

12. BY-LAWS OF THE ASSOCIATION

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| The Association may make by-laws for the purpose of supplementing or clarifying the provisions of this Constitution or for any other purpose, providing that such by-laws are not contrary to: | By-laws |
| -the laws of the Government of Canada, or | |
| -the laws of the Government of Ontario, or | |
| -the by-laws of the City of Ottawa. | |

13. AMENDMENTS TO THE CONSTITUTION OR BY-LAWS

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| 13.1 | Notice of all proposals for amendments shall be given, in writing, to the Secretary, who will ensure that the proposal is included with the notice of the Annual or other General Meeting, and that the subject is then placed on the agenda of that meeting. | Notice of changes to Constitution or By-laws |
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13.2 An amendment or by-law shall be considered accepted by a two-thirds vote of Members in Good Standing present at the Annual or other General Meeting, provided there is a quorum in attendance.

Acceptance of amendments

Approved September 21, 1992 in the Regional Municipality of Ottawa-Carleton by the members of the Hintonburg Community Association

Revised October 3, 1994

Revised September 29, 1999

Revised September 28, 2001

By-Law

Respect Clause (adopted October 3, 1994)

Whereas the Hintonburg Community Association represents a diverse community, we must respect that diversity in all Association doings by refraining from profane language, racial, social, religious, ethnic, homophobic, and other slurs. Also, the Board Members share responsibility for implementing this policy.