

BY-LAW No. 1

A by-law relating generally to the conduct of the affairs of

The Carleton Heights and Area Residents' Association (CHARA)

(the "Corporation")

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BE IT ENACTED as a by-law of the Corporation as follows:

SECTION 1 - GENERAL

1.01 Definitions

In this by-law and all other by-laws of the Corporation, unless the context otherwise requires:

- a. "Act" means the *Canada Not-for-profit Corporations Act* S.C. 2009, c.23 including the Regulations made pursuant to the Act, and any statute or regulations that may be substituted, as amended from time to time;
- b. "articles" means the original or restated articles of incorporation or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Corporation;
- c. "Board" means the Board of Directors of the Corporation;
- d. "by-law" means this by-law and any other by-laws of the Corporation as amended from time to time, that are in force;
- e. "Director" means a member who is elected or appointed to manage the business of the corporation and is a member of the Board;
- f. "meeting of members" includes an annual meeting of members or a special meeting of members;
- g. "member" means an individual, eighteen years and over, whose principal residence is in the area defined as the Central Experimental Farm to the North; Rideau River to the East; Fisher Avenue to the West; junction of Fisher and Prince of Wales to the South, and who has applied to become a member at the Annual General Meeting, in a manner prescribed by the Board;

- h. "officer" means a Director of the Corporation who is appointed by the Board to a specific role;
- i. "ordinary resolution" means a resolution passed by a majority of not less than 50% plus 1 of the votes cast on that resolution;
- j. "special meeting of members" means a meeting of members, other than an annual meeting and which is called by the Board;
- k. "special resolution" means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution.

1.02 Interpretation

In the interpretation of this by-law, words in the singular include the plural and vice-versa. Other than as specified in 1.01 above, words and expressions defined in the Act have the same meanings when used in these by-laws.

1.03 Purposes of the Corporation

The purposes of the Corporation are:

- i) to promote the interests of the community in order to maintain and enhance residents' enjoyment of their community;
- ii) to inform residents of proposed developments or changes that could affect the community;
- iii) to advocate on behalf of the community in such areas as real property, planning, development, safety, security, transportation and essential services;
- iv) to support recreational and community events which benefit the residents and foster a sense of pride in the community; and
- v) to conduct outreach in order to involve members in issues affecting their community.

1.04 Corporate Seal

The Corporation may have a corporate seal in the form approved from time to time by the Board. If a corporate seal is approved by the Board, the secretary of the Corporation shall be the custodian of the corporate seal.

1.05 Execution of Documents

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) of its officers. In addition, the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal (if any) to the document. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.06 Financial Year End

The financial year end of the Corporation shall be determined by the Board.

1.07 Banking Arrangements

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a registered banking business in Canada or elsewhere 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 Corporation and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

1.08 Annual Financial Statements

Annual financial statements will be presented to the members at the Annual General Meeting and the Corporation will publish a notice to its members stating that the annual financial statements and documents provided in subsection 172(1) are available at the registered office of the Corporation and any member may, on request, obtain a copy free of charge at the registered office or by prepaid mail.

SECTION 2 - MEMBERSHIP –MATTERS REQUIRING SPECIAL RESOLUTION

2.01 Membership Conditions

There shall be one class of members in the Corporation. Membership in the Corporation shall be available only to individuals as outlined in 1.01 *Definitions*, and who are interested in furthering the Corporation's purposes. Each member shall be entitled to receive notice of, attend and have one vote at all meetings.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of the members is required to make any amendments to this section of the by-laws if those amendments affect membership rights and/or conditions described in paragraphs 197(1)(e), (h), (l) or (m) of the Act.

2.02 Notice of Meeting of Members

Residents who wish to receive notice must identify themselves to the Board. Notice of the time and place of a meeting of members shall be given to each member entitled to vote at the meeting by the following means:

- a. by mail, courier or personal delivery to each household entitled to vote at the meeting, during a period of 21 to 60 days before the day on which the meeting is to be held; or
- b. by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of 21 to 35 days before the day on which the meeting is to be held.⁵

⁵ Electronic means of giving notice – Under Subsection 63(2) of the Regulations, if the by-laws provide for an electronic means of giving notice, the by-laws must also provide for a non-electronic means of giving notice.

Pursuant to subsection 197(1) (Fundamental Change) of the Act, a special resolution of members in attendance at the Annual General Meeting or a Special meeting convened for this purpose is required to make any amendment to the by-laws of the Corporation to change the manner of giving notice to members entitled to vote at a meeting of members.

The Board may at its discretion call a special meeting of members.

2.03 Membership Dues

There shall be no membership fees or dues required of members, unless otherwise directed by the Board of the Corporation.

2.04 Termination of Membership

An individual ceases to be a member when he/she dies or ceases to reside in the geographic area, as defined in 1.01(g).

SECTION 3 - MEETINGS OF MEMBERS

3.01 Persons Entitled to be Present

The only persons entitled to be present at a meeting of members are members, Directors and such other persons who are entitled or required under any provision of the Act, articles or by-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the chair of the meeting or by resolution of the members.

3.02 Chair of the Meeting

In the event that the President and the Vice-President of the Corporation are absent, the remaining Board members shall elect an officer or Director-to chair the meeting.

3.03 Votes to Govern

Each member present at a meeting shall have the right to exercise one vote.

At any meeting of members every question shall, unless otherwise provided by the by-laws or by the Act, be determined by a majority of the votes cast on the question. In case of an equality of votes either on a show of hands or on a ballot or on the results of electronic voting, the chair of the meeting in addition to an original vote shall have a second or casting vote.

SECTION 4 - DIRECTORS

4.01 Election and Term

The Corporation shall be managed by a Board of a minimum of six (6) Directors and a maximum of nine (9) Directors. All Directors must be members.

The members will elect the Directors at each annual meeting at which an election of Directors is required, and each Director shall be elected to hold office for a term of two years. A Director may stand for re-election for one or more subsequent terms.

4.02 Quorum of Directors

More than fifty percent (50%) of the number of Directors constitutes a quorum.

4.03 Non-Remuneration

Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from this position as such, provided that a Director may be paid reasonable out-of-pocket expenses incurred in the performance of duties on behalf of the Corporation.

4.04 Termination of Directors

The term of a Director of the Corporation is terminated when:

- a) the Director resigns by delivering a written resignation to the President of the Board of the Corporation in which case such resignation shall be effective on the date specified in the resignation;
- b) the Director attends less than one-half of the regularly-scheduled meetings of the Board in a twelve-month period, unless the Board resolves otherwise;
- c) the Corporation is dissolved under the Act; or
- d) where the Board resolves that a Director is in breach of his/her duties, including fiduciary responsibilities or conflict of interest

4.05 Vacancy

If a vacancy occurs for any of the reasons described in section 4.04, the Board may, by resolution, appoint a member of the Corporation to fill that vacancy.

4.06 Powers of Directors

The Board shall take such steps as they may deem necessary to enable the Corporation 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 Corporation.

SECTION 5 - MEETINGS OF DIRECTORS

5.01 Calling of Meetings

Meetings of the Board may be called by the President or Vice-President of the Board, or any two (2) Directors at any time.

5.02 Notice of Meeting

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided at 2.02 of this by-law to every Director of the Corporation not less than 7 days before the time when the meeting is to be held. Notice of a meeting shall not be necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice of or have otherwise signified their consent to the holding of such meeting. Notice of an adjourned meeting is not required if the time and place of the adjourned meeting is announced at the original meeting. Unless the by-law otherwise provides, no notice of meeting need specify the purpose or the business to be transacted at the meeting except that a notice of meeting of Directors shall specify any matter referred to in subsection 138(2) (Limits on Authority) of the Act that is to be dealt with at the meeting.

5.03 Regular Meetings

The Board may appoint a day or days in any month or months for regular meetings of the Board at a place and hour to be named. A copy of any resolution of the Board fixing the place and time of such regular meetings of the Board shall be sent to each Director forthwith after being passed, but no other notice shall be required for any such regular meeting.

All regular Board meetings are open to all members of the Corporation, with the exception of any discussions that the Board resolves are to be held *in camera*.

A Director may participate in a meeting of the Board or of a Committee of the Board by teleconferencing or such other communication facilities as permit all persons participating in the meeting to hear each other, and a Director participating in such a meeting by such means is deemed to be present at the meeting.

5.04 Votes to Govern

At all meetings of the Board, each Director is authorized to exercise one vote. A Director, who is not able to be present at a meeting, may exercise his right to vote by providing written proxy to another Board member. Every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the chair of the meeting in addition to an original vote shall have a second or casting vote.

A resolution in writing, including electronic means, that is voted on by Directors is as valid as if it had been passed at a meeting of Directors or of a committee of Directors.

5.05 Committees

The Board may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and, subject to the Act, with such powers as the Board shall see fit. Any such committee may formulate its own rules of procedure, subject to such resolution as the Board may from time to time make. Committees report to the Board and as such, decisions must be brought to the Board for final vote and implementation, unless otherwise provided for in the bylaws. Any committee member may be removed by resolution of the Board.

5.06 Minutes

All minutes of Board meetings shall be available to members through web-posting and other means, unless the Board resolves that all or a portion of a Board meeting is deemed confidential, privileged, or both.

5.07 Confidentiality and Conflict of Interest

Annually, Board members shall review and submit to the Board a disclosure and undertaking with regard to confidentiality and conflict of interest in such form as required by the Board.

Whenever a Board member determines that they have a conflict of interest relating to an item under discussion, they shall inform the Board and not be present for the discussion, nor influence, nor vote on that issue.

5.08 Authority to Commit

Any Director may authorize expenditure by CHARA of up to one-hundred and fifty dollars (\$150). Any expenditure in excess of this amount must be authorized beforehand by a duly passed resolution of the Board.

SECTION 6 - OFFICERS

6.01 Designation and Appointment of Officers

Directors designate the offices and specify their duties. Officers are appointed annually by Directors at the first meeting of the Board following the Annual General Meeting of members. No officer may hold more than one office.

6.02 Description of Offices

Unless otherwise specified by the Board which may, subject to the Act modify, restrict or supplement such duties and powers, the offices of the Corporation, if

designated and if officers are appointed, will have the following duties and powers associated with their positions:

- a. **President** – The President shall be the chief executive officer of the Corporation and shall be responsible for implementing the strategic plans and policies of the Corporation. The president shall, subject to the authority of the Board, have general supervision of the affairs of the Corporation. The President shall, when present, preside at all meetings of the Board and of the members.
- b. **Vice President** - If the President is absent or is unable or refuses to act, the Vice-President shall, when present, preside at all meetings of the Board and of the members.
- c. **Secretary** – The Secretary shall attend and be the secretary of all meetings of the Board and of the members. The Secretary shall enter or cause to be entered in the Corporation’s minute book, minutes of all proceedings at such meetings. The Secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Corporation.
- d. **Treasurer** - The Treasurer shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and effects in the name and to the credit of the Corporation in such chartered bank or trust company as may be designated by the Board. The Treasurer shall disburse such funds of the Corporation as may be directed by proper authority taking proper receipts for such disbursements, and shall render to the President and Directors at the regular meeting of the Board, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Corporation. The Treasurer shall have such other powers and duties as the Board may specify.

The Board may, from time to time and subject to the Act, vary, add to or limit the powers and duties of any officer.

6.03 Vacancy in Office

The Board may remove, whether for cause or without cause, any officer of the Corporation. Unless so removed, an officer shall hold office until the earlier of:

- a. the officer’s successor being appointed,
- b. the officer’s resignation,
- c. such officer ceasing to be a Director,

If the office of any officer of the Corporation shall be or become vacant, the Directors may, by resolution, appoint a member to fill such vacancy. If a member is not available, the Directors may, by resolution, appoint another qualified individual to fill the vacancy.

SECTION 7 – Changes to By-laws; Omissions and Errors

7.01 Creation, Amendment or Repeal of By-laws

Directors make, amend or repeal by-laws except those requiring special resolution of members. The by-law, amendment or repeal is effective until the next meeting of members when members will be asked to confirm, amend or reject the by-law changes.

7.02 Invalidity of any provisions of this by-law

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.

7.03 Omissions and Errors

The accidental omission to give any notice to any member, Director, officer, member of a committee of the Board or public accountant, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the by-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

SECTION 8 - EFFECTIVE DATE

8.01 Effective Date

Subject to matters requiring a special resolution, this by-law shall be effective when made by the Board. It replaces any existing by-laws of the Corporation.

CERTIFIED to be By-Law No. 1 of the Corporation, as enacted by the Directors of the Corporation by resolution on the 23rd day of April, 2012 and confirmed by the members of the Corporation by special resolution on the 15th day of May, 2012

Dated as of the 15th day of May 2012.

Diane C. Gorman, President