

**CONSTITUTION AND BY- LAWS**  
**CORKERY COMMUNITY ASSOCIATION**  
**WEST CARLETON WARD**  
**CITY OF OTTAWA**

A Constitution and by-laws relating generally to the conduct of the affairs of the Corkery Community Association, West Carleton Ward, City of Ottawa -

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BE IT ENACTED AND IT IS HEREBY ENACTED as a Constitution and by-laws of the Corkery Community Association of West Carleton Ward, City of Ottawa, hereinafter called the "Association", as follows:

#### ARTICLE I - OBJECTS

- a) The Association shall engage in, promote and organize recreational and social activities for people of all ages in the community;
- b) The Association shall provide such services as will encourage and assist the development of optimum opportunities to meet the needs and interests of the inhabitants of the community;
- c) The Association shall encourage cooperation and coordination of the Association's activities and services;
- d) The Association shall provide information and where appropriate, advice, as required to all groups, organizations and institutions carrying on recreational activities in the community;
- e) The Association is to do all things as are incidental or conducive to the attainment of the above objects and in particular, subject to the relevant Act(s), to acquire, accept, solicit or receive, by purchase, lease, contract, donation, legacy, gift, grant, bequest or otherwise, any kind of real or personal property, and to enter into and carry out agreements, contracts and undertakings incidental thereto.
- f) The Association will liaise with the Corporation of the City of Ottawa in the obtainment of these objectives as required.

#### ARTICLE II - HEAD OFFICE

The Head Office of the Association shall be located in West Carleton, City of Ottawa, in the province of Ontario and at such place therein as the Board of Directors may from time to time by resolution, fix.

#### ARTICLE III - SEAL

The seal, an impression whereof is stamped in the margin thereof, shall be the seal of the Association.

#### ARTICLE IV - MEMBERSHIP

##### 1. General

Membership shall be open to individuals and organizations, whether incorporated or not, who support the objectives of the Association. Membership is non-transferable. At the time it makes application for annual membership, the governing body of each organization may name one person to represent it at any meeting of members. That person will have voting privileges. A change in representation must be submitted to the Head Office of the Association in writing.

##### 2. Classes of Membership

There shall be three (3) classes of membership in the Association, namely: honorary membership, individual membership and organizational.

a) Honorary members shall not be entitled to vote at, but may be entitled to notice of meetings of the members of the Association. They shall not be required to pay any membership fees.

b) Individual members shall be entitled to one vote for all meetings of members of the Association. They shall pay annual individual membership fees as prescribed in section 4 of this Article.

c) Organizational members, meaning any association, club, group, company, corporation or trust, etc., shall be entitled to one (1) vote per organizational member at all meetings of members of the Association. They shall pay annual organizational membership fees as prescribed in section 4 of this Article.

d) Family members shall be entitled to one vote at all meetings of members of the Association. They shall pay annual family membership fees as prescribed in section 4 of this Article.

### 3. Admission Procedures

Individuals and organizations wishing to become members must make application to the Association. They shall become members when their application has been formally accepted by the Board of Directors and the membership fee, if such is prescribed, is fully paid.

### 4. Membership Fee

The Board of Directors may establish an annual membership fee, payment of which shall be required to keep a member in good standing. The secretary may notify members of the fees payable by them from time to time and if such fees are not paid within thirty (30) days of the date of such notice, the members in default shall thereupon automatically cease to be members of the Association. Membership fees, in whole or in part, are not refundable.

The Board of Directors may at any time fix by resolution, membership fees for some portion of the membership year. The Board of Directors may at any time prescribe different rates of membership fees payable by individuals and by organizations. Further, the Board of Directors may by resolution waive, in whole or in part, payment of any membership fee otherwise prescribed.

### 5. Membership Year

Individual membership in the Association shall expire 31st March of each year, unless the Board of Directors otherwise resolves. Organizational membership in the Association shall expire December 31st unless otherwise resolved by the Board of Directors.

### 6. Resignation or Termination of Membership

A member of the Association may at any time resign by notice in writing to the Board of Directors. The Board of Directors may, upon resolution, at any time revoke or cancel for cause the membership of any member. The member or members affected shall be given notice of the intended termination of membership and shall be entitled to address the next meeting of the Board of Directors before the making of any resolution revoking membership.

## ARTICLE V - MEETINGS OF MEMBERS

### 1. Annual Meeting

The Annual Meeting of the members shall be held each year at such place within the West Carleton Ward, City of Ottawa or otherwise as determined by the Board of Directors, and on such day and at such time as the Directors may by resolution determine but not later than four (4) months after the end of each fiscal year. The annual meeting shall be open to the public.

### 2. Business at Annual Meeting

At each annual meeting there shall be presented a report of the activities of the Association for the previous year, a financial statement of the Association and the Auditor's report if any. The members shall appoint auditors if required, elect directors to fill vacancies for the ensuing year, and ratify By-laws and amendments.

### 3. Other Meetings of Members

Other meetings of members shall be held at the call of the Board of Directors, or upon the request in writing to the Board of Directors of not less than fifteen (15) members of the Association or ten percent (10%) whichever is lesser. Such meetings shall be held within the West Carleton Ward, City of Ottawa , on such day and at such time as the Directors may by resolution determine.

### 4. Notice of Meetings

A written notice of a meeting of members, stating the day, hour and place of meeting and the general nature of the business to be transacted shall be sent at least seven (7) days (exclusive of the day of mailing and of the day for which notice is given) before the date of such meeting to each member at his/her address as it appears on the books of the Association and if no address is given therein then to the last address of such member known to the Secretary or by public notice. Notice may also be given by means of publication in the Association's Newsletter, which shall be distributed to the public generally or by publication in one of the local newspapers. Notice of any meeting or any irregularity in any meeting or in the notice thereof may be waived by any member.

### 5. Error, Omission, Non-Receipt

The accidental omission to give notice of any meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

### 6. Voting

- a) Provided they have been members in good standing for at least one month prior to the meeting, all members shall have the right to vote on all questions put to the general membership. Each member shall have one vote on each question.
- b) Every question submitted to any meeting of members shall be decided by a majority of votes and in case of an equality of votes, the Chairperson shall have the deciding vote.
- c) At any meeting, unless a poll is demanded, a declaration by the Chairperson that a

resolution has been carried or carried unanimously or by a particular majority, or lost or not carried by a particular majority shall be conclusive evidence of the fact.

#### 7. Quorum

A quorum for the transaction of business at any meeting of members shall consist of ten (10) members in person or ten percent (10%) of the registered membership, whichever is lesser. No business shall be transacted at any meeting unless the requisite quorum be present.

#### 8. Adjournments of Meetings

The Chairperson presiding at a meeting of members may, with the consent of the members at the meeting and subject to such conditions as the meeting decides, adjourn the meeting from time to time to a fixed time and place and no further notice of the time and place for the holding of the adjourned meeting need be given to the members.

### ARTICLE VI - DIRECTORS

#### 1. Powers

A Board of Directors shall be responsible to the membership for the management and conduct of the affairs of the Association. The Directors may exercise all such powers and do all such acts and things as may be exercised or done by the Association, and that are not by the By-laws or any special resolution of the Association, or by Statute expressly directed or required to be done by the Association at a general meeting of members.

#### 2. Qualifications

A Director shall be eighteen (18) or more years of age, a resident of West Carleton Ward, City of Ottawa, a Canadian citizen or permanent resident and, subject to the provisions of the *Corporations Act* (Ontario), shall be a member of the Association.

#### 3. Composition of the Board

- a) The Board of Directors shall include the Officers and Directors. The Officers of the Association shall be the President, the Vice-President, the Past President, the Treasurer and the Secretary. In addition, there shall be at least three and no more than 10 Directors At Large.

#### 4. Term of Office

The Directors' term of office shall be from the date of the meeting at which they are elected or appointed until the annual meeting in the year in which their term of office expires or until their successors are elected or appointed. No member may serve as Director for more than six (6) years without a break of at least a year. The term of office shall be determined by resolution annually by the Board of Directors.

## 5. Nomination of Directors

A Nominating Committee, a standing committee of the Board of Directors may operate throughout the year. Within the provisions of the By-laws, and abiding by Board policy directives, the Nominating Committee is charged with ensuring that the Board of Directors always has a full complement of members who are representative of users and the community at large, and who are willing, and capable of giving expert advice about the policy and operational matters.

## 6. Election of Directors

Directors shall be elected by show of hands at an annual meeting of the Association by members in good standing. A Chairperson for the purpose of conducting the elections shall be selected by the Board of Directors prior to any meeting of members at which elections shall take place. The Chairperson shall not be a member of or a nominee for the Board of Directors for the ensuing year. Nominations shall be on an individual basis and the Chairperson shall not accept a blanket motion to elect Directors until after the nominations have been closed.

## 7. Remuneration

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

## 8. Removal from office

The members of the Association may by resolution by at least two thirds (2/3) of the votes cast at a general meeting of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of his/her term of office and may, by a majority of the votes cast at that meeting, elect any person in his/her stead for the remainder of his/her term.

## 9. Vacation of Office

The office of a Director of the Association shall be vacated if he/she:

- a) resigns his/her office by notice in writing to the Association;
- b) becomes bankrupt or suspends payment of compounds with his/her creditors or makes an authorized agreement or is declared insolvent;
- c) is found of unsound mind;
- d) is absent without the explicit consent of the Board from three(3)

successive regular meetings of the Board, or as otherwise resolved by the Board;

- e) ceases to be a member;
- f) is convicted of a criminal offence unless the Board otherwise resolves.

## 10. Filling of 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 occurring on the Board of Directors during the period between annual meetings of the Association.

## ARTICLE VII - MEETING OF DIRECTORS

### 1. Location

Meetings of the Board of Directors shall be held at any place within the Corkery community, West Carleton Ward, City of Ottawa, or otherwise as determined by the Board of Directors.

### 2. Regular Meetings

The Board of Directors shall meet in regular session on at least eight (8) occasions between annual meetings.

### 3. Order of Business

- a) Opening of Meeting
- b) Reading of Minutes of previous meeting
- c) Reports of Directors and/or Committee(s)
- d) Nominations and/or elections (where applicable)
- e) Communications or Correspondence
- f) Unfinished business
- g) New Business
- h) Adjournment

### 4. Other Meetings

Other meetings of Directors may be called by the President of the Board of Directors, or shall be called by the President upon the written request of five (5) or more Directors.

### 5. Notice

Notice in writing, including by electronic communications, or by telephone of any meeting of Directors shall be given to each Director not less than three (3) days (exclusive of the day on which the notice is



given and for which the notice is given) before the meeting is to take place. Meetings of the Board of Directors may be held at any time without formal notice if all the Directors are present or those absent waive notice or signify their consent in writing to the meeting being held in their absence. A Director may waive notice of any meeting or irregularity in any meeting or the notice thereof. The Board may appoint a day or days in a month for regular meetings at an hour to be named and for such regular meetings no notice need be given.

For a meeting of the Board of Directors at which a Director is appointed to fill a vacancy in the Board, no notice shall be necessary to the newly appointed Director.

#### 6. Error in Notice

The accidental omission to give notice of a meeting or the non-receipt of any notice by any member or members shall not invalidate any resolution passed or any proceedings taken at any meeting.

#### 7. Meeting to Elect Officers

Officers shall be elected at the first meeting of the Board of Directors held immediately following the annual general meeting of members. No notice shall be necessary in order legally to constitute the meeting, provided that a quorum of the Directors is present.

#### 8. Quorum

A majority of Directors in office shall be present in person to constitute a quorum for the transaction of business at any meeting of Directors.

#### 9. Voting

Questions arising at any meeting of Directors shall ordinarily be decided by a majority of the votes cast and in case of an equality of votes, the Chairperson shall have the deciding vote.

In no case shall a question be decided if less than two-fifths (2/5) of the Board of Directors vote in favour.

#### 10. Resolution

A declaration by the President that a resolution has been carried and an entry to that effect in the minutes is "prima facie" evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. A resolution in writing signed by all the Directors is as valid and as effective as if it had been passed at a meeting of the Board duly called and constituted.

### ARTICLE VIII - OFFICERS

#### 1. Election, Appointment of Officers

The Directors shall elect from among themselves a President, Vice-President, Secretary and Treasurer. They may remain in office until their successors are elected, or appointed by the Board of Directors to fill a vacancy. The Directors may appoint such other officers and agents as they shall deem

necessary who shall have such authority and shall perform such duties as may from time to time be prescribed by the Directors.

## 2. Remuneration

The Directors may fix the remuneration (if any) to be paid to the officers of the Association who are not Directors.

## 3. Removal of Officer(s)

Any officer(s) in the absence of agreement to the contrary shall be subject to removal by resolution of the Board of Directors at any time with or without cause.

## 4. Delegation of Duties of Officers

In case of the absence or inability to act of the President, the Vice-President or any other officer of the Association or for any other reason that the Directors may deem sufficient, the Director may delegate all or any of the powers of such officers to any other officer or to any Director for the time being.

## 5. Duties of officers

a) President - Subject to the provisions of any special resolution providing for the election of a Chairperson of the Board of Directors, the president shall, if present, preside at all meetings of the Directors, of the Executive Committee and of members. He/she shall sign all instruments that require his/her signature and shall perform all duties incident to his/her office and shall have other powers and duties as may from time to time be assigned to him/her by the Directors.

b) Vice-President - The Vice-President shall be vested with all the powers and shall perform all the duties of the President in the absence or disability or refusal to act of the President. The Vice-President shall have all the powers and duties as may from time to time be assigned by the Directors.

c) Secretary - The Secretary shall, when present, act as secretary of all meetings, shall have charge of the corporate minute books and the documents and registers and shall perform such other duties as the Directors require.

d) Treasurer - The Treasurer shall be responsible for supervising the general financial operations of the Association. He/she shall assure himself/herself and be responsible for seeing that full and accurate accounts of all financial transactions of the Association are kept in proper books of account and that all funds are deposited in the name and to the credit of the Association. He/she shall satisfy himself/herself that all funds of the Association are properly disbursed, that proper vouchers are prepared therefore and shall render to the Board, at regular meetings thereof or whenever required of him/her, an account of all financial transactions and of all the financial positions of the Association. He/she shall be responsible for seeing that all budgets are prepared for consideration by the Board. He/she shall also perform such other duties as may be determined from time to time by the Board.

## 6. Vacancies

If the office of the President, Vice-President, Treasurer or Secretary shall be or becomes vacant by reason of death, resignation, disqualification or otherwise, the Directors may appoint an officer to fill such a vacancy.

## ARTICLE XI - EXECUTIVE COMMITTEE

### 1. Powers

The Executive Committee shall have the powers and responsibilities as may be delegated to it from time to time by the Board of Directors.

### 2. Composition

The Executive Committee shall be composed of the officers of the Board of Directors. They shall hold office until their successors are elected or appointed by the Board of Directors to fill a vacancy.

## ARTICLE X - OTHER COMMITTEES

### 1. General

The Board of Directors may appoint a finance committee and may appoint such standing and special committees as it deems essential to expedite the business of the Board.

Any committee of the Board may meet for the transaction of business, adjourn and otherwise regulate its meetings as it sees fit. The mandate of such committees shall be reviewed annually.

### 2. Finance Committee

The Finance Committee shall be responsible to the Board for the financial policy of the Association and for the submission and control of the annual budget.

### 3. Membership

Except by resolution of the Board, at least two (2) Directors shall be members of each standing committee and at least one (1) Director shall be a member of ad hoc committees.

The membership of committees shall be reviewed at least annually, immediately subsequent to the annual meeting.

The President and Executive Coordinator, if any, shall be ex-officio members of all committees of the Board.

#### 4. Quorum

Unless otherwise determined by the Board of Directors, a majority of members of a committee shall be a quorum.

#### 5. Voting

Questions arising at any meeting of a committee shall be decided by a majority of votes and in case of an equality of votes, the Chairperson of the meeting shall have the deciding vote.

### ARTICLE XI - STAFF APPOINTMENTS AND RESPONSIBILITIES

The Board of Directors may from time to time appoint an Executive Coordinator and may delegate to him/her full authority to manage and direct the business and affairs of the Association (except such matters and duties as by law must be transacted or performed by the Board of Directors or by the members in general meeting) and to employ and discharge agents and employees of the Association or may delegate to him/her any lesser power. He/she shall conform to all lawful orders given to him/her by the Board of Directors. He/she shall at all reasonable times, give to the Directors, or any of them, all information they may require as recorded in minutes, document, registers of members and of Directors, books of accounts and accounting records of the Association. The Executive Coordinator shall be a non-voting member of the Board of Directors and of the Executive Committee.

### ARTICLE XII - CHEQUES, DRAFT AND NOTES

All cheques, drafts or orders for the payment of money and all notes and acceptances and bills of exchange shall be signed by such officer or officers or person or persons, whether or not officers of the Association, and in such manner as the Board of Directors may from time to time, by resolution designate.

### ARTICLE XIII - FISCAL YEAR

The fiscal year of the Association shall terminate on the 31st day of December in each year or on such other date as the Directors shall by resolution from time to time determine.

### ARTICLE XIV - EXECUTION OF INSTRUMENTS

When authorized by the Board of Directors, contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by two (2) of the President, Vice-President, Secretary, Treasurer or Executive Coordinator, or as otherwise designated by the President. 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 any officer or officers or any person or persons on behalf of the Association either to sign contracts, documents and instruments in writing.

The seal of the Association may when required be affixed to contracts, documents and instruments in writing signed as aforesaid or by any office or officers, person or persons, appointed as aforesaid by resolution of the Board of Directors.

The term "contracts, documents and instruments in writing" as used herein shall include deeds, mortgages, hypothecs, charges, conveyances, transfers and assignments of property, real or personal, immovable or moveable, agreements, releases, receipts and discharges for the payment of money or other obligations, conveyances, transfers and assignments of shares, stocks, bonds, debentures or other securities and all paper writings.

In particular, without limiting the generality of the foregoing, any three (3) of the above named five Directors and officers shall have the authority to seal, assign, transfer, exchange or convey any or all shares, stocks, bonds, debentures, rights, warrants or other securities owned by or registered in the name of the Association and to sign and execute (under the corporate seal of the Association or otherwise) all assignments, transfers, conveyances, powers of attorney and other instruments that may be necessary for the purpose of selling, assigning, transferring, exchanging, converting or conveying such shares, stocks, bonds, debentures, rights, warrants or other securities.

#### ARTICLE XV - BORROWING

The Directors may from time to time:

- a) borrow money on credit of the Association; or
- b) issue, sell or pledge securities of the Association; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Association, including book debts, or any money borrowed, or other debt, or any other obligation of liability of the Association.

From time to time, the Directors may authorize any Director, officer or employee of the Association or any other person to make arrangements with reference to the moneys borrowed or to be borrowed and as to the terms and conditions of the loan, and as to the securities to be given, with power to vary and modify such arrangements, terms and conditions and to give such conditional securities and any monies borrowed or remaining due by the Association as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Association.

#### XVI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

Every Director or officer of the Association or other persons who has undertaken or is about to undertake any liability on behalf of the Association and their heirs, executors, and administrators, and estate and effects, respectively, shall from time to time and at all time, be indemnified and saved harmless, out of the funds of the Association, from and against all costs,

charges and expenses whatsoever which such Director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him/her for or in respect of any act, deed, matter of thing whatsoever made, done or permitted by him/her or about the execution of the duties of his/her office or in respect of any such liability; and all other costs, charges and expenses, which he/she sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his/her own willful neglect or default.

Subject to the limitations contained in the *Corporations Act (Ontario)* the Association may purchase and maintain such insurance for the benefit of its Directors and Officers as such, as the Board may from time to time determine.

#### ARTICLE XVII - AMENDMENT OF BY-LAW

The Board may add to, amend, or repeal this By-law, but no such addition, amendment or repeal shall have any force or effect to be acted upon until the same has been confirmed and sanctioned by at least two-thirds (2/3) of the votes cast at a general meeting of the members duly called for that purpose.

#### ARTICLE XVIII - INTERPRETATION

##### 1. Gender

In all By-laws of the Association, the singular shall include the plural and the plural the singular; the word "person" shall include firms and corporations, and the masculine shall include the feminine and feminine shall include the masculine.

##### 2. Procedures

Where there is no provision in the By-law for interpretation of by-laws, or there is need for interpretation of procedures, Roberts' Rules of Order shall apply.

#### ARTICLE XIX - DISSOLUTION

Upon the dissolution of the Association and after the payment of all debts and liabilities, the remaining property of the Association shall be distributed or disposed of to charitable organizations which carry on their work solely in West Carleton Ward, City of Ottawa and whose objects are similar in whole or in part to the objects of the Association.

#### ARTICLE XX - BY-LAWS REPEALED

Any By-laws previously enacted, if any, of the Corkery Community Association, are hereby repealed, provided that such repeal shall not effect the previous operation of such By-law so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under the validity of any contract or agreement made pursuant to any such By-law prior to its repeal.

ENACTED this 21 day of September, 2004







