A by-law relating generally to the conduct
of the affairs of the
VANIER COMMUNITY ASSOCIATION

(the "Association" or “VCA”)

BE IT ENACTED as the Bylaw 2 of the Association as follows:

DEFINITION OF TERMS

1. **Definition**

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

“**annual general meeting (AGM)**” includes an annual meeting of members or a special meeting of members;

“articles” means the original or restated articles of in Association or articles of amendment, amalgamation, continuance, reorganization, arrangement or revival of the Association;

“association” means the Vanier Community Association, or “VCA”

“by-law” means this by-law and any other by-law of the Association as amended and which are, from time to time, in force and effect;

“Executive Directors” means the elected Executive Directors of the Association;

“Executive Director meetings” means meetings held on a regular basis to discuss the matters of the Association;

“ordinary resolution” means a resolution passed by a majority of not less than 50% plus 1 of the votes case on that resolution;

“proposal” means a proposal submitted by a member of the Association;

"special meeting of members" includes a meeting of any class or classes of members and a special meeting of all members entitled to vote at an annual meeting of members;

“special resolution” means a resolution passed by a majority of not less than two-thirds (2/3) of the votes cast on that resolution; and

“Vanier” means the former electoral district of Vanier prior to amalgamation with the City of Ottawa.

ADMINISTRATION OF THE ASSOCIATION

2. **Interpretation**

This bylaw supersedes all previous versions of the by-laws of the Association in acting as a Corporate entity.

In the interpretation of this by-law, words in the singular include the plural and vice versa, words in one gender include all genders, and "person" includes an individual, body corporate, partnership, trust and unincorporated organization.

Other than as specified above, words and expressions defined in the Ontario Business Corporations Act have the same meanings when used in these by-laws.

This bylaw shall be governed and interpreted under the *Ontario Not-or-Profit Corporations Act* (S.C. 2010, c. 15).

3. **Execution of Documents**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Association may be signed by any two (2) of its Executive Directors as approved by motion. In addition, the executive 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 signing Executive Director may certify a copy of any instrument, resolution, by-law or other document of the Association to be a true copy thereof.

4. **Objects of the Association**

The objects of the Association are to advance the interests of the Vanier community. The association may:

- act as a voice for the membership and the community as a whole;
- organize activities or events for the benefit of the membership and citizens of Vanier; •

collaborate with other community organizations;

- advocate on issues and policies affecting the Vanier community; and
- pursue the on-going development of the Association; and
- promote and support the heritage and cultural development of the community.

5. **Financial Year**

The financial year end of the Association shall be December 31* in each year.

6. **Banking Arrangements**

The banking business of the Association shall be transacted at such bank, trust company or other firm or Association carrying on a banking business in Canada, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by an Executive Director or Executive Directors of the Association and/or other persons as the

executive of Executive Directors may by resolution from time to time designate, direct or

authorize.

7. **Borrowing Powers**

The association shall not hold any borrowing powers. Nothing herein limits or restricts the borrowing of money by the Association on bills of exchange or promissory notes made, drawn, accepted or endorsed by or on behalf of the Association.

8. **Annual Financial Statements**

The Association will provide copies of the annual financial statement on a publicly available website.

9. **Dissolution**

Upon the dissolution of the Association and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable non-profit organizations which carry on work consistent with the objectives of the Association in advancing the Vanier community.

MEMBERSHIP OF THE ASSOCIATION

10. **Membership Conditions**

Subject to the articles, there shall be one class of members in the Association. Membership in the Association shall be available to persons interested in furthering the Association's purposes, specifically:

- persons (individuals over the age of 18 or corporations) resident of Vanier,
- property owners in Vanier,
- those who have applied for and been accepted into membership in the Association by resolution of the executive, or
- in such other manner as may be determined by the Executive Directors.

11. **Membership Dues and Term**

Members may be subject to dues. Members shall only be considered members when membership dues are paid. The term of membership, dues paid, and renewal date shall be set by the Executive Directors.

12. **Membership Close Date**

Memberships cannot be provided or authorized two (2) weeks prior to an AGM.

13. **Membership Termination**

A membership in the Association is terminated when:

- the member dies or resigns;

- the member is expelled or their membership is otherwise terminated in accordance with the articles or by-laws;
- the member's term of membership expires; or
- the Association is liquidated and dissolved.

Subject to the articles, upon any termination of membership, the rights of the member, including any rights in the property of the Association, automatically cease to exist.

14. **Members Discipline**

The Association shall have full right to qualify membership except in extreme and usual circumstances. The Association withholds the right to discipline, expulse or suspend of a Member, based on the following grounds:

- violating any provision of the articles, by-laws, or written policies of the Association; •

carrying out any conduct which may be detrimental to the functioning Association; or

- for conduct that is objectively unbecoming of membership or the mandate of the Association.

15. **Member Expulsion or Suspension**

In accordance with the preceding paragraph, the Association may discipline, expulse or suspend a member under the following procedure. The Association shall provide fifteen (15) calendar days' notice to the member with reason(s), regarding the proposed suspension or expulsion. The member may make written submissions to the Association in response to the notice. This response will be given due consideration by the Board of Executive Directors. The Board's decision shall be final and binding on the member, without any further right of appeal, except those under law.

MEMBERSHIP ANNUAL GENERAL MEETING (AGM)

16. **Member Annual General Meetings (AGM)**

On an annual basis, the members shall hold an annual meeting to discuss the matters of the Association, and elect Executive Directors, as necessary. The Association may further present an annual report of the activities and undertakings of the association as well an annual financial statement.

17. **AGM Notice**

Notice of the time and place of a AGM shall be given to each member entitled to vote at the meeting by telephonic, electronic or other communication facility to each member entitled to vote at the meeting, during a period of at least three (3) weeks before the day on which the meeting is to be held.

18. **AGM Location**

Meetings of the members may be held at any place within Vanier as determined by the Executive Directors or, if all of the members entitled to vote at such meeting so agree, outside Vanier.

19. **AGM Attendance**

Members, non-members, Executive Directors of the Association are entitled to be present at a meeting of members. However, only those members entitled to vote at the members' meeting according to the by-laws are entitled to cast a vote at the meeting.

20. **AGM President**

In the event that the President of the Executive Directors and the Vice-President of the Executive Directors are absent, the members who are present and entitled to vote at the meeting shall choose one of their members to preside the meeting.

21. **AGM Quorum**

A quorum at any meeting of the members shall be twenty-two (22) members. If a quorum is present at the opening of a meeting of members, the members present may proceed with the business of the meeting even if a quorum is not present throughout the meeting.

22. **AGM Voting**

Each member shall be entitled to receive notice of, attend and hold one vote at all AGM meetings.

23. **AGM Votes to Govern**

At any AGM every question shall, unless otherwise provided by the articles or by-laws or by the Act, be determined by a majority of the votes cast on the questions. 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 President of the meeting in addition to an original vote shall have a second or casting vote.

24. **AGM Special Resolutions**

A Special Resolution is required for a *fundamental change*, specifically to make any amendment to the by-laws of the Association, including to change the manner of giving notice to members entitled to vote at a Members Meeting.

For a Special Resolution, voting shall be determined by two thirds (2/3) of the votes cast by Members. In case of 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 carrying vote.

25. **AGM Absentee Voting**

A member entitled to vote at AGM may vote by means of a telephonic, electronic or other

communication facility if the Association has a system that:

- enables the votes to be gathered in a manner that permits their subsequent verification, and

- permits the tallied votes to be presented to the Association without it being possible for the Association to identify how each member voted.

A special resolution of the members is required to make any amendment to the by-laws of the Association to change this method of voting by members not in attendance at a meeting of members.

26. **AGM Not Held Entirely by Electronic Means**
Meetings of members may not be held entirely by telephonic, an electronic or other communication facility.

27. **AGM Executive Director Election**
Any proposal may include nominations for the election of Executive Directors. The Board of Association Executive Directors shall be comprised of the fixed number of Executive Directors as determined from time to time by the members by ordinary resolution attaining the minimum of five Executive Directors. Executive Directors shall be members in good standing of the association.

28. **AGM Cost of Publishing Proposals**
The member who submitted the proposal shall pay the cost of including the proposal and any statement in the notice of meeting at which the proposal is to be presented unless otherwise provided by ordinary resolution of the members present at the meeting.

29. **AGM Special General Meetings**
Thirty three percent (33%) of the membership may call a Special General Meeting (SGM) at any time. The SGM will follow the rules of an AGM and all resolutions presented must follow the Special Resolutions at AGM.

ASSOCIATION EXECUTIVE DIRECTORS

30. **Executive Director Office Description**
The Executive Directors of the Association may appoint any Executive Director to any of the following executive titles and responsibilities.

- **President** – If appointed, the President of the executive, if any, shall, when present, preside at all meetings of the executive of Executive Directors and of the members. The President shall have such other duties and powers as the executive may specify.

- **Past President –** The previously appointed President may sit to provide experience and context to the executive.

- **Vice-President –** If appointed, if the President of the executive is absent or is unable or refuses to act, the Vice-President of the executive, if any, shall, when present, preside at all meetings of the executive of Executive Directors and of the members. The vice President shall have such other duties and powers as the executive may specify.

- **Secretary –** If appointed, the secretary shall enter or cause to be entered in the Association's minute book, minutes of all proceedings at such meetings; the secretary shall give, or cause to be given, as and when instructed, notices to members, Executive Directors, the public accountant and members of committees; the secretary shall be the custodian of all books, papers, records, documents and other instruments belonging to the Association. The secretary shall also ensure that meeting minutes and resolutions are publicly available.

- **Treasurer –** If appointed, the treasurer shall have such powers and duties regarding budgetary activities and financial reporting (including financial and budgetary records) as the executive may specify.

- **Executive Director-at-Large** – If an Executive Director is not appointed to the above the positions, the Executive Director will hold the title of "Executive Director-at-Large."

31. **Executive Director Term**

The Executive Directors shall be elected to hold office for a term expiring not later than the close of the second annual meeting of members following the election.

32. **Executive Director Vacancies**

In the absence of a written agreement to the contrary, the Executive Directors may remove, whether for cause or without cause, any Executive Director of the Association. Unless so removed, an Executive Director shall hold office until the earlier of:

- the Executive Director's successor being appointed,

- the Executive Director's resignation,

- such Executive Director ceasing to be a member of the association (if a necessary qualification of appointment), or

- such Executive Director's death.

If the office of any Executive Director of the Association shall be or become vacant, Executive Directors may, by resolution, appoint a person to fill such vacancy.

33. **Executive Director Authorities and Responsibilities**

All Executive Directors shall:

- act in the best interests of the association over all other personal or professional interests;
- require two Executive Directors to provide authority of signing financial accounts and authorized expenses by the Association;
- represent the association in advocacy, outreach and engagement;

- provide an annual budget for approval by the Executive;
- approve all expenses by way of motion authorizing the maximum amount authorized, the period of authorization and the purpose or activity to be funded;
- declare, prior to any vote, conflict of interest, either real or perceived at which the Executive may assess if the Executive Director is required to recuse of the vote; and
- shall not allocate or approve funds or activities in which the primary object is to pursue or support a political candidate or political party.

MEETINGS OF THE EXECUTIVE DIRECTORS

34. **Executive Director Meetings (EDM)**

On a regular basis, the Executive Directors shall hold meetings from time to time to discuss the matters of the Association and follow Roberts Rules of Order.

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

35. **EDM Notice**

Notice of the time and place for the holding of a meeting of the board shall be given in the manner provided in the section on giving notice of meeting of Executive Directors of this by law to every Executive Director of the Corporation not less than three (3) days before the time when the meeting is to be held.

Meetings of the Executive Directors may be called by the President, the Vice-President or any three (3) Executive Directors at any time. If the Corporation has only one Executive Director, that Executive Director may call and constitute a meeting.

36. **EDM Location**

Meetings of the Executive Directors may be held at any place within Vanier as determined by

the Executive Directors.

37. **EDM Meetings in Camera**

Meetings of the Executive Directors shall be open to the public except for meetings held in camera. Executive Directors may opt to hold a meeting in camera, upon their discretion and providing cause, which may include issues relating to appointments, committees, governance, litigation or other sensitive issues. Resolutions cannot be passed in camera. In camera meetings are not subject to the section entitled “Method of Giving Any Notice”.

38. **EDM Quorum**

The quorum will be five (5) Executive Directors.

39. **EDM Voting**

At all meetings of the Executive Directors, every question shall be decided by a majority of the votes cast on the question. In case of an equality of votes, the President of the meeting in addition to an original vote shall have a second or casting vote.

40. **Executive Director Committees**

Executive Directors 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 Executive Directors shall see fit. Any such committee may formulate its own rules of procedure, subject to such regulations or directions as the board may from time to time make. All committee members must be members in good standing of the VCA. Any committee member may be removed by resolution of the Executive Directors. All committees are expected to provide an annual summary of activities and financial report to be submitted prior to the AGM.

MEETING NOTICE REQUIREMENTS

41. **Method of Giving Any Notice**

Any notice including meeting, including: AGM pursuant to the by-laws or otherwise to a member, Executive Director, shall be sufficiently given:

- if delivered personally to the person to whom it is to be given or if delivered to such person's postal address or email address as shown in the records of the Association;
- if sent to such person by telephonic or other communication facility at such person's recorded address for that purpose;
- posted on a social media website in which the person is a subscribed member; or •

if provided in the form of an electronic document.

A notice so delivered shall be deemed to have been given when it is mailed, send electronically.

The secretary may change or cause to be changed the recorded address of any member, Executive Director, Executive Director, public accountant or member of a committee of the executive in accordance with any information believed by the secretary to be reliable. The declaration by the secretary that notice has been given pursuant to this by-law shall be sufficient and conclusive evidence of the giving of such notice. The signature of any Executive Director or Executive Director of the Association to any notice or other document to be given by the Association may be written, stamped, type-written or printed or partly written, stamped, type-written or printed.

DISPUTE RESOLUTION

42. **Mediation and Arbitration**

Disputes or controversies among members, Executive Directors, Executive Directors, committee

members, or volunteers of the Association are as much as possible to be resolved in accordance with mediation and/or arbitration as provided in the section on dispute resolution mechanism of this by-law.

43. **Dispute Resolution Mechanism**

In the event that a dispute or controversy among members, Executive Directors, Executive Directors, committee members or volunteers of the Association arising out of or related to the articles or by-laws, or out of any aspect of the operations of the Association is not resolved in private meetings between the parties then without prejudice to or in any other way derogating from the rights of the members, Executive Directors, Executive Directors, committee members, employees or volunteers of the Association as set out in the articles, by-laws or the Act, and as an alternative to such person instituting a law suit or legal action, such dispute or controversy shall be settled by a process of dispute resolution as follows:

- The dispute or controversy shall first be submitted to a panel of mediators whereby the one party appoints one mediator, the other party (or if applicable the executive of the Association) appoints one mediator, and the two mediators so appointed jointly appoint a third mediator. The three mediators will then meet with the parties in question in an attempt to mediate a resolution between the parties.

- The number of mediators may be reduced from three to one or two upon agreement of the parties.

- If the parties are not successful in resolving the dispute through mediation, then the parties agree that the dispute shall be settled by arbitration before a single arbitrator, who shall not be any one of the mediators referred to above, in accordance with the provincial or territorial legislation governing domestic arbitrations in force in the province or territory where the registered office of the Association is situated or as otherwise agreed upon by the parties to the dispute. The parties agree that all proceedings relating to arbitration shall be

kept confidential and there shall be no disclosure of any kind. The decision of the arbitrator shall be final and binding and shall not be subject to appeal on a question of fact, law or mixed fact and law.

All costs of the mediators appointed in accordance with this section shall be borne equally by the parties to the dispute or the controversy. All costs of the arbitrators appointed in accordance with this section shall be borne by such parties as may be determined by the arbitrators.

INDEMNIFICATION

44. **Executive Director Indemnification**

Corporation shall indemnify a corporate director (executive director) a former director or officer of the Corporation or a person who acts or acted at the Corporation's request as a director or officer of a body corporate of which the Corporation is or was a shareholder or creditor, and

his/her heirs and legal representatives to the extent permitted by the *Ontario Not For Profit Corporations Act.*

42. **Indemnity of others**

Except as otherwise required by the *Ontario Business Corporations Act,* the Corporation may from time to time indemnify and save harmless any person who was or is a party or is threatened to be made a party to any threatened, pending or completed activity, suit or proceeding, whether civil, criminal, administrative or investigative (other than an activity by or in the right of the Corporation) by reason of the fact that he or she is an employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee, agent of or participant in another body corporate, partnership, joint venture, trust or other enterprise, against expenses (including legal fees), judgments, fines and any amount actually and reasonably incurred by him/her in connection with such activity, suit or proceeding if he/she acted honestly and in good faith with a view to the best interests of the Corporation and, with respect to any is enforced by a monetary penalty, had reasonable grounds for believing that his/her conduct was lawful. The termination of any activity, suit or proceeding by judgment, order, settlement or conviction shall not, of itself, create a presumption that the person did not act honestly and in good faith with a view to the best interests of the Corporation and, with respect to any criminal or administrative activity or proceeding that is enforced by a monetary penalty, had no reasonable grounds for believing that his/her conduct was lawful.

43. **Right of indemnity not exclusive**

The provisions for indemnification contained in the by-laws of the Corporation shall not be deemed exclusive of any other rights to which any person seeking indemnification may be entitled under any agreement, vote of shareholders or directors or otherwise, both as to activity in his/her official capacity and as to activity in another capacity, and shall continue as to a person who has ceased to be a director, officer, employee or agent and shall inure to the benefit of the heirs and legal representatives of such a person.

44. **No liability of directors or officers for certain matters.**

To the extent permitted by the by-laws, no director or officer for the time being of the Corporation shall be liable for the acts, receipts, neglects or defaults of any other director or officer or employee or for joining in any receipt or act for conformity or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the moneys of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or body corporate with whom or which any moneys, securities or other assets belonging to the Corporation shall be lodged or deposited or for any loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with any moneys, securities or other assets belonging to the Corporation or for any other loss, damage or misfortune whatever that may happen in the execution of the duties of his/ her respective office or trust or in relation thereto unless the same shall happen by or through his/ her failure to act honestly and in good faith with a view to the best interests of the Corporation and in connection therewith to exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances. If any director or officer of the Corporation shall be employed by or shall perform services for the Corporation otherwise than as a director or officer or shall be a member of a firm or a

shareholder, director or officer of a body corporate that is employed by or performs services for the Corporation, the fact of his/her being a director or officer of the Corporation shall not disentitle such director or officer or such firm or body corporate, as the case may be, from receiving proper remuneration for such services.

ADMINISTRATION OF THE BY-LAWS

45. **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.

46. **Omissions and Errors**

The accidental omission to give any notice to any member, Executive Director, Executive Director, member of a committee of the executive or public accountant, or the non-receipt of any notice by any such person where the Association 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.

BY-LAW EFFECTIVENESS

47. **Regulation of by-laws**

The executive of Executive Directors may not make, amend or repeal any by-laws that regulate the activities or affairs of the Association without having the by-law, amendment or repeal confirmed by the members by ordinary resolution. The by-law, amendment or repeal is only

effective on the confirmation of the members and in the form in which it was confirmed.

48. **Effective Date**

Subject to matters requiring a special resolution, this by-law shall be effective when made and replace all previous versions.

Certified to be By-Law No. 2 of the Association, as enacted by the Executive Directors of the Association by resolution on the _____ day of_____, 2020 and confirmed by the members of the Association by a special resolution on the _____day of_____, 2020.

Enacted as of the _____day of_____, 2020

_____

President, Vanier Association

APPENDIX A

EXECUTIVE COMMITTEE TERMS OF REFERENCE

The VCA may form Committees to advance the Vanier community.

Mandate and Objectives: The mandate of Committee(s) will be provided by a resolution by the VCA Executive Directors.

Membership: The membership of the Committee(s) will consist of members of the Vanier Community Association (VCA).

Structure: The VCA Executive Directors will appoint a Chairperson of each Committee(s). The Chairperson will report directly, and in person, to the Executive Directors on the progress of the Committee in attaining the committee's mandate and objectives. The Chairperson's term is at the discretion of the Executive Directors.

Decision Making: A Committee may present findings, evidence, information, programming, policy recommendations, or events/engagements to the VCA Executive Directors. Committees do not bind,

publicly represent, nor decide upon policy positions, or undertake activities, without the express direction and consent of the VCA Executive Directors.

Budget: A Committee may have a budget, as approved by the VCA Executive Directors.

Fundraising: A Committee may undertake fundraising activities pursuant to the object of the committee. Funds raised must be solely used to advance mandate of the committee or as per any other object as authorized by the Association.

Reporting: All committees are expected to provide an annual summary of activities to be submitted prior to the Association AGM.

Peter Kucherepa, Barrister & Solicitor E&OB