

KBCA Bylaws

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Author: **Kevin McCarthy**

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1. SECTION 1 - GENERAL

1.1 Definitions

In this by-law, unless the context otherwise requires:

- a. "Act" means the Not-for-Profit Corporations Act, 2010 (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time;
- b. "ASSOCIATION" shall mean this non-profit corporation, namely THE KANATA-BEAVERBROOK COMMUNITY ASSOCIATION.
- c. "Board" means the board of directors of the Corporation;
- d. "By-laws" means this by-law (including the schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force;
- e. "Chair" means the chair of the Board;
- f. "Corporation" means the corporation that has passed these by-laws under the Act or that is deemed to have passed these by-laws under the Act;
- g. "Director" means an individual occupying the position of director of the Corporation by whatever name he or she is called;
- h. "Member" means a member of the Corporation;
 - (a) "HONOURARY MEMBER" shall mean any adult person granted membership for a specified period of time, including life, by resolution of the Board.
 - (b) "ASSOCIATE MEMBER" shall mean any adult person granted limited membership upon such terms as the Board at its pleasure may from time to time, by resolution, decide.
 - (c) "CORPORATE MEMBER" shall refer to a person, firm or corporation which operates a business within the jurisdiction and which is granted such form of membership as the Board at its pleasure may from time to time, by resolution, decide. A landlord owning a property or properties within the Jurisdiction will be considered a member with one vote only, regardless of the number of properties owned.
- i. "GUEST" shall mean any person or persons who are Non-Residents.
- j. "Officer" means an officer of the Corporation specifically the President, 1st Vice-President, 2nd Vice-President, 3rd Vice-President, Secretary and Treasurer. Officers are also considered Directors for purposes of provisions of these By-Laws.
- k. "OWNER" or "OWNERS" shall mean such person or persons, firm or firms, corporation or corporations as shall be shown as having any registered proprietary interest in one or more residences in any part of the Properties according to the records of the Regional Municipality of Ottawa- Carleton, Registry Office and the words "owned" or "owning" shall have the like import, but shall not include any person, firm or corporation taking title to any part of the properties as security for the payment of money or for the performance of an obligation.
- l. "RESIDENCE" shall mean any self-contained residence, whether detached, semi-detached or forming part of a multiple residence structure situated in and upon the Properties.
- m. "RESIDENT" shall mean any person dwelling within the Beaverbrook Community.
- n. "SPECIAL MEETING" shall mean a meeting not regularly scheduled.

1.2 Interpretation

Other than as specified in Section 1.1, all terms contained in this by-law that are defined in the Act shall have the meanings given to such terms in the Act. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

1.3 Severability and Precedence

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. If any of the provisions contained in the By-laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.

1.4 Seal

The seal of the Corporation, if any, shall be in the form determined by the Board.

1.5 Execution of Contracts

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person 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 Director or Officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

1.6 Vision, Mission and Purpose of the KBCA

1.6.1 Vision

Beaverbrook is a vibrant, inclusive, safe and healthy community.

1.6.2 Mission

Kanata Beaverbrook Community Association will engage and nurture our community by facilitating programs and events, advocating for issues that matter to residents, and fostering the unique character of Beaverbrook.

1.6.3 Purpose

- a. To establish an effective administration and method of representation for all such residents as shall qualify for membership in the Association from time to time in accordance with the By-Laws of the Association in respect of all matters of common concern in the Beaverbrook Community.
- b. Generally to do all such things as will promote the general welfare of the residents of the Beaverbrook Community and maintain and enhance the property values of the lands in the said area, all as permitted by law.
- c. For the objects aforesaid:
 - I. to accept donations, gifts, legacies and bequests;

2. DIRECTORS

2.1 Election and Term

The affairs of this Association shall be managed by a Board of Directors, consisting of two or more representatives from each cluster (or from the general community if it is not possible to find nominees from each cluster), and officers. They shall be elected as herein set out, and shall hold office until the election of their successors.

The Directors shall be elected by the Members. The term of office of the Directors (subject to the provisions, if any, of the articles) shall be from the date of the meeting at which they are elected or appointed until the next annual meeting or until their successors are elected or appointed.

All members in good standing shall be entitled to vote for the election of Members nominated to be Directors.

2.2 Vacancies

The office of a Director shall be vacated immediately:

- a. if the Director resigns office by written notice to the secretary, which resignation shall be effective at the time it is received by the secretary or at the time specified in the notice, whichever is later;
- b. if the Director dies or becomes bankrupt;
- c. if the Director is found to be incapable of managing property by a court or under Ontario law; or
- d. if, at a meeting of the Members, a resolution is passed by at least a majority of the votes cast by the Members removing the Director before the expiration of their term of office.

2.3 Filling Vacancies

A vacancy on the Board shall be filled as follows:

- a. a quorum of Directors may fill a vacancy among the Directors;
- b. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in the articles, the Directors in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting, the meeting may be called by any Member;
- c. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by a majority vote and any Director elected to fill the vacancy shall hold office for the remainder of the removed Director's term; and
- d. the Board may fill any other vacancy by a majority vote, and the appointee shall hold office for the remainder of the unexpired portion of the term of the vacating Director. After that, the appointee shall be eligible to be elected as a Director.

2.4 Committees

Committees may be established by the Board as follows:

- a. The Board may appoint from their number a managing Director or a committee of Directors and may delegate to the managing Director or committee any of the powers of the Directors excepting those powers set out in the Act that are not permitted to be delegated; and

b. Subject to the limitations on delegation set out in the Act, the Board may establish any committee it determines necessary for the execution of the Board's responsibilities. The Board shall determine the composition and terms of reference for any such committee. The Board may dissolve any committee by resolution at any time.

2.5 Remuneration of Directors

The Directors shall serve as such without remuneration and no Director shall directly or indirectly receive any profit from occupying the position of Director; provided that:

a. Directors may be reimbursed for reasonable expenses they incur in the performance of their Directors' duties;

b. Directors may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to the Corporation in their capacity other than as Directors, provided that the amount of any such remuneration or reimbursement is:

(i) considered reasonable by the Board;

(ii) approved by the Board for payment by resolution passed before such payment is made; and

(iii) in compliance with the conflict of interest provisions of the Act; and

c. Notwithstanding the foregoing, no Director shall be entitled to any remuneration for services as a Director or in other capacity if the Corporation is a charitable corporation, unless the provisions of the Act and the law applicable to charitable corporations are complied with.

2.6 Duties and Powers of the Board of Directors

The following provisions will guide the activities of the Board of Directors:

(a) The Board in managing the affairs of the Association shall have the power to impose and collect dues from the membership and generally to do all things and exercise all rights and procedures normally and properly the function of the managing board, provided the same be not inconsistent with any restrictions or limitations, expressed or implied, contained in the Association's By-Laws, and subject always to the following specific exception, namely,

(1) Amend the Association's Constitution or By-Laws, but shall refer any such matter to a general meeting of the members for decision.

(b) Subject to and without limiting the generality of the foregoing, the Board may:

(1) Call special meetings of the members whenever it deems necessary;

(2) Recommend courses of action and adoption of procedures by the Association;

(3) Establish, levy and collect annual and special dues and assessments against members;

(4) Retain and discharge solicitors, engineers, builders and other professional and non-professional workers;

(5) Nominate or elect honorary and associate members;

(6) Negotiate and contract with any relevant person, organization, governmental authority or board;

(7) Purchase equipment and supplies for the performance of the Association's duties;

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(8) Purchase such fire, liability and general insurance as may appear necessary to protect the properties and interests of the Association and to indemnify the Directors, Officers and employees of the Association;

(c) The Board shall cause to be kept all books, records, accounts, registers, rosters and other documentation reasonably necessary to record the financial operations and the state of membership of the Association and shall present a statement of the Association's affairs, including a Financial Statement at each Annual General Meeting, or at any special meeting whenever requested in writing so to do by twenty-five (25) members in good standing.

(d) The Board shall prepare for and present at each Annual General Meeting a recommendation for the ensuing year including a forecast of the probable expenditures of the Association.

(e) The Board may designate one or more committees, each to consist of a Chairman thereof, together with such other members as such Chairman may designate and the Board approve, to exercise such functions and adopt such procedures as the Board shall from time to time by formal resolution decide.

(f) The President, 1st Vice-President, 2nd Vice-President and 3rd Vice-President, Secretary and Treasurer of the Board will comprise an Executive Committee of the Board who shall supervise the day to day operations and activities of the Association, and to whom committees of the Board shall report and be directly responsible, and the Executive Committee shall render an account of its functions and the operations of all committees at all meetings of the Board whenever and to the extent required by any Director. The Executive may ask the Past President to act in an advisory capacity for a period of one year.

3. BOARD MEETINGS

3.1 Calling of Meetings

Meetings of the Directors may be called by the Chair, president or any two Directors at any time and any place on notice as required by this by-law, provided that, for the first organizational meeting following incorporation, an incorporator or a Director may call the first meeting of the Directors by giving not less than five days notice to each Director, stating the time and place of the meeting.

3.2 Regular Meetings

The Board may fix the place and time of regular Board meetings and send a copy of the resolution fixing the place and time of such meetings to each Director, and no other notice shall be required for any such meetings.

A regular meeting of the Board should normally be held on the first Thursday of the month, or at any other time or frequency as determined by the President, at the Association's office.

A majority of the Directors shall constitute a quorum for the transaction of business at any meetings of the Board, but if less than the majority be present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without notice.

All decisions of the Board shall be by simple majority and in the event of a tie the issue under consideration will be deemed not to have been approved; the Chairman shall not have the deciding vote as per Paragraph 3.6 below.

3.3 Special Meetings

Special meetings of the Board may be called by the President or any five (5) Directors, and in any event there shall be a minimum, including the said regular Annual Meeting, of six (6) Board Meetings per annum.

Notice of all special meetings shall be given promptly by the Secretary and in any event, not less than seven (7) days in advance of any such meeting. Notice may be given orally, in writing or by email or other on-line means commonly in use and if any Director is not readily available, such notice may be left or given to any responsible person at the Director's place of business or at his place of residence.

In the event either the President, the Vice-Presidents, Secretary or Treasurer be of the bona-fide opinion reasonably held that an emergency exists requiring the immediate attention of or action by the Board, the aforesaid provision as to notice may be dispensed with and the meeting called at such time and place as any three of the six officers shall agree upon.

Any action required by law to be taken at a meeting of Directors or any action which may be taken at a meeting of Directors may be taken without a meeting if the consent in writing (or by other methods including email) setting forth the action so taken shall be signed by all the Directors.

3.4 Notice

Notice of the time and place for the holding of a meeting of the Board shall be given in the manner provided in Section 10 of this by-law to every Director of the Corporation not less than seven (7) days before the date that the meeting is to be held. Notice of a meeting is not necessary if all of the Directors are present, and none objects to the holding of the meeting, or if those absent have waived notice or have otherwise signified their consent to the holding of such meeting. If a quorum of Directors is present, each newly elected or appointed Board may, without notice, hold its first meeting immediately following the annual meeting of the Corporation.

3.5 Chair

The Chair shall preside at Board meetings. In the absence of the Chair, the Directors present shall choose one of their number to act as the Chair.

3.6 Voting

Each Director has one vote. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall not have a second or casting vote.

3.7 Participation by Telephone or Other Communications Facilities

If all of the Directors of the Corporation consent, a Director may participate in a meeting of the Board or of a committee of Directors by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting. A Director participating by such means is deemed to be present at that meeting.

4. FINANCIAL

4.1 Banking

The Board shall by resolution from time to time designate the bank in which the money, bonds or other securities of the Corporation shall be placed for safekeeping.

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Rules and policies regarding the authorization of payments, contracting of services and handling of other financial matters will be covered under the KBCA Financial Management Procedures document. This document will be approved by and available to the Membership.

4.2 Financial Year

The financial year of the Corporation ends on December 31 in each year or on such other date as the Board may from time to time by resolution determine.

5. OFFICERS

5.1 Officers

The Board shall appoint from among the Directors a Chair and may appoint any other person to be president, treasurer and secretary at its first meeting following the annual meeting of the Corporation. The office of treasurer and secretary may be held by the same person and may be known as the secretary-treasurer. The office of Chair and president may also be held by the same person. The Board may appoint such other Officers and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

5.2 Office Held at Board's Discretion

Any Officer shall cease to hold office upon resolution of the Board.

5.3 Duties

Officers shall be responsible for the duties assigned to them and they may delegate to others the performance of any or all of such duties.

5.4 Duties of the Chair

The Chair shall perform the duties described in sections 3.04 and 9.05 and such other duties as may be required by law or as the Board may determine from time to time.

5.5 Duties of the President

The president shall perform the duties described in Schedule A and such other duties as may be required by law or as the Board may determine from time to time.

5.6 Duties of the Treasurer

The treasurer shall perform the duties described in Schedule B and such other duties as may be required by law or as the Board may determine from time to time.

5.7 Duties of the Secretary

The secretary shall perform the duties described in Schedule C and such other duties as may be required by law or as the Board may determine from time to time.

6. PROTECTION OF DIRECTORS AND OTHERS

6.1 Protection of Directors and Officers

No Director, Officer or committee member of the Corporation is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:

- a.complied with the Act and the Corporation's articles and By-laws; and
- b.exercised their powers and discharged their duties in accordance with the Act.

7. CONFLICT OF INTEREST

7.1 Conflict of Interest

A Director who is in any way directly or indirectly interested in a contract or transaction, or proposed contract or transaction, with the Corporation shall make the disclosure required by the Act. Except as provided by the Act, no such Director shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

7.2 Charitable Corporations

No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

8. MEMBERS

8.1 Members

The following shall be members of the Association:

All principal residents, while ordinarily resident in and upon the Jurisdiction, Honourary Members, Associate Members and Corporate Members, for whom the applicable membership fee for the current fiscal year has been paid.

8.2 Limitations on Membership

Any Resident ceasing ordinarily to reside in and upon the Jurisdictions or any Honourary, Associate, or Corporate Members whose membership shall have terminated by the effluxion of time or have been terminated by the Board, shall cease to be a member and shall upon demand deliver up to the Board any card, certificates or token of membership in the Association which may have been issued to him. In any event any contention shall be made by any person other than an Associate or Honourary Member that he or she is still qualified as a member and in some manner or degree entitled to the rights of membership, she or he shall be entitled to be heard before a special meeting of

the Board called for such purpose and the decision of the Board shall, in the absence of fraud or gross error, be final and binding.

8.3 Proof of Membership

The Board may provide for issuance of certificates, cards or tokens evidencing membership, in such form or forms as the Board may from time to time determine, to be signed or stamped by or in the name of the President and Secretary of the Association. In the case that the Board does not issue such certificate, card or token, proof of membership would be some form of identification issued by any level of government showing an address within Beaverbrook.

At any meeting, the Board or any member thereof or any person designated by the Board, may require production of any such certificate, card or token evidencing such person's right to attend or vote at such meeting.

8.4 Conditions of Membership

Membership in the Association requires compliance by all members with all the provisions of the By-Laws, Rules and Regulations and entitles each member to exercise the rights accorded thereunder and always with due regard for the rights and privileges of the other members.

No member may transfer or assign his membership in the Association, and such purported transfer or assignment shall be null and void.

8.5 Disciplinary Act or Termination of Membership for Cause

- a. Upon 15 days' written notice to a Member, the Board may pass a resolution authorizing disciplinary action or the termination of membership for violating any provision of the articles or By-laws.
- b. The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

9. MEMBERS' MEETINGS

9.1 Annual Meeting

The annual meeting shall be held on a day and at a place within Ontario fixed by the Board. Any Member, upon request, shall be provided, not less than 21 days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or articles.

The business transacted at the annual meeting shall include:

- a. receipt of the agenda;
- b. receipt of the minutes of the previous annual and subsequent special meetings;
- c. consideration of the financial statements;
- d. report of the auditor or person who has been appointed to conduct a review engagement;
- e. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;

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f.election of Directors; and

g.such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member's proposal has been given to the secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

If at any Annual General Meeting of the Association the business thereof shall not be completed by midnight, the Chairman shall have the right to adjourn the meeting and either fix a time and place for the completion thereof or to require the Board to notify members of the time and place to be fixed for such completion, but such time shall be not later than thirty (30) days after the date of such adjourned meeting

General meetings of the members may be called by any two (2) of the President, Vice-Presidents, Secretary, Treasurer or by any person or persons entitled to cast in the aggregate of fifty (50) votes on any matter at a general meeting, provided that in the event of any such request from the members, there shall be lodged with the Secretary a brief written statement of the reason or reasons for the calling of such special meeting and in the case of members, a petition with the fifty (50) names as specified above. This statement shall be set out in the Agenda accompanying the notice of the meeting.

Any members proposing to put or table a resolution at any meeting shall deliver a draft thereof to the Secretary at least seven (7) days prior to the date of the meeting provided that the President may, if the circumstances appear to him or her to warrant it, waive this requirement and may permit the putting or tabling of any resolution notwithstanding.

9.2 Special Meetings

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition of not less than 50 of the Members for any purpose connected with the affairs of the Corporation that does not fall within the exceptions listed in the Act or is otherwise inconsistent with the Act, within 21 days from the date of the deposit of the requisition.

9.3 Notice

Subject to the Act, not less than 10 and not more that 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken. Notice of each meeting must remind the Member of the right to vote by proxy.

Every notice of any meeting shall be accompanied by a general Agenda briefly setting forth the matters proposed to be tabled, discussed and voted upon, provided always that the Chairman of the Meeting may alter the Agenda if in his opinion there are reasonable causes for so doing. If challenged by any voting member, such alteration of the Agenda shall only be allowed upon a majority vote in support thereof.

9.4 Quorum

A quorum shall be considered constituted at an Annual or Special meeting if the number of members exceeds the number of Directors present.

9.5 Chair of the Meeting

The Chair shall be the chair of the Members' meeting; in the Chair's absence, the Members present at any Members' meeting shall choose another Director as chair and if no Director is present or if all of the Directors present decline to act as chair, the Members present shall choose one of their number to chair the meeting.

9.6 Voting of Members

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:

- a. each Member shall be entitled to one vote at any meeting;
- b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
- c. an abstention shall not be considered a vote cast;
- d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
- e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
- f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

9.7 Voting Rights and Privileges

Notwithstanding that all members (save for Associate and Honourary Members) shall have the right to express opinions at and to support or oppose resolutions, proposals or By-Laws placed before any general or special meeting of the Association, voting rights shall be determined as defined hereunder.

- a. Where a residence is occupied by one principal resident he or she may cast one vote and where a residence is occupied by an additional principal resident, these persons may together cast two votes at or in connection with any meeting of the Association.
- b. In the case where the residents described above do not own the property in which they reside, the landlord or property owner shall also be entitled to a vote. However a landlord owning more than one property in Beaverbrook shall not be entitled to more than one vote
- c. Matters which create a new expenditure or obligation by an amount in excess of \$3,000.00 in the total in any fiscal year, or change membership fees to exceed \$25.00 (but not fees for participation in an activity), shall when voted upon by the membership at large, require an affirmative vote of two-thirds of the votes cast.
- d. Notwithstanding any other provisions of these By-Laws, voting rights shall exist only for residents whose annual membership fees have been paid, but for purposes of the Annual General Meeting voting rights shall also exist for residents who were members during the past year.

- e. Any member qualified to vote as hereinbefore set out may vote in person or by proxy, but all proxies shall be in writing and filed with the Secretary. No such proxy shall extend beyond the period of eleven months and every proxy shall cease upon the member ceasing to qualify as a voting member as hereinbefore set out. No member may have more than five (5) proxy votes.
- f. The Board may from time to time make such regulations not contrary to the Association's By-Laws as they deem advisable in regard to evidence of the right to vote, the appointment and the duties of vote inspectors and generally such other matters as may relate to voting procedures including the taking of vote by mail.

9.8 Adjournments

The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and no notice of such adjournment need be given to the Members, unless the meeting is adjourned by one or more adjournments for an aggregate of 30 days or more. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same.

9.9 Persons Entitled to be Present

The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditors of the Corporation (or the person who has been appointed to conduct a review engagement, if any) and others who are entitled or required under any provision of the Act or the articles to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

9.10 Amendment to Rules Concerning Meetings

The Board may make such regulations not contrary to these By-Laws or to the general law applicable to incorporations incorporated under Part III of the Ontario Corporations Act as it deems advisable for any meeting of members concerning the calling, holding and disposition of meetings, and such regulations shall be binding on the Association and its members.

10. NOTICES

10.1 Service

Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement shall be provided by telephone, delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member or Director at their latest address as shown in the records of the Corporation and to the auditor or the person who has been appointed to conduct a review engagement at its business address, or if no address be given then to the last address of such Member or Director known to the secretary; provided always that notice may be waived or the time for the notice may be waived or abridged at any time with the consent in writing of the person entitled thereto.

10.2 Computation of Time

Where a given number of days' notice or notice extending over any period is required to be given, the day of service or posting of the notice shall not, unless it is otherwise provided, be counted in such number of days or other period.

10.3 Error or Omission in Giving Notice

No error or accidental omission in giving notice of any Board meeting or any Members' meeting shall invalidate the meeting or make void any proceedings taken at the meeting.

11. ADOPTION AND AMENDMENT OF BY-LAWS

11.1 Amendments to By-laws

The Members may from time to time amend this by-law by a majority of the votes cast. The Board may from time to time in accordance with the Act pass or amend this by-law other than a provision respecting the transfer of a membership or to change the method of voting by members not in attendance at a meeting of members.

Enacted 9 May 2017

Neil Thompson - President Kanata Beaverbrook Community Association

Anthony Vantellingen – Acting Secretary Kanata Beaverbrook Community Association

12. SCHEDULE A

12.1 Position Description of the President

12.1.1 Role Statement

The president provides leadership to the Board, ensures the integrity of the Board's process and represents the Board to outside parties. The president co-ordinates Board activities in fulfilling its governance responsibilities and facilitates co-operative relationships among Directors and between the Board and senior management, if any, of the Corporation. The president ensures the Board discusses all matters relating to the Board's mandate.

12.2 Responsibilities

12.2.1 Agendas

Establish agendas aligned with annual Board goals and preside over Board meetings if also holding the office of Chair. Ensure meetings are effective and efficient for the performance of governance work. Ensure that a schedule of Board meetings is prepared annually.

12.2.2 Direction

Serve as the Board's central point of communication with the senior management, if any, of the Corporation; provide guidance to senior management, if any, regarding the Board's expectations and concerns. In collaboration with senior management, develop standards for Board decision-support packages that include formats for reporting to the Board and level of detail to be provided to ensure that management strategies and planning and performance information are appropriately presented to the Board.

12.2.3 Performance Appraisal

Lead the Board in monitoring and evaluating the performance of senior management, if any, through an annual process.

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12.2.4 Work Plan

Ensure that a Board work plan is developed and implemented that includes annual goals for the Board and embraces continuous improvement.

12.2.5 Representation.

Serve as the Board's primary contact with the public.

12.2.6 Reporting

Report regularly to the Board on issues relevant to its governance responsibilities.

12.2.7 Board Conduct.

Set a high standard for Board conduct and enforce policies and By-laws concerning Directors' conduct.

12.2.8 Mentorship

Serve as a mentor to other Directors. Ensure that all Directors contribute fully. Address issues associated with underperformance of individual Directors.

12.2.9 Succession Planning

Ensure succession planning occurs for senior management, if any, and Board.

12.2.10 Committee Membership

Serve as member on all Board committees.

13. SCHEDULE B

13.1 Position Description of the Treasurer

13.1.1 Role Statement

The treasurer works collaboratively with the president and senior management, if any, to support the Board in achieving its fiduciary responsibilities.

13.2 Responsibilities

13.2.1 Custody of Funds

The treasurer shall have the custody of the funds and securities of the Corporation and 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 other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board from time to time. The treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the Chair 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 also perform such other duties as may from time to time be directed by the Board.

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13.2.2 Board Conduct.

Maintain a high standard for Board conduct and uphold policies and By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

13.2.3 Mentorship

Serve as a mentor to other Directors.

13.2.4 Financial Statement

Present to the Members at the annual meeting as part of the annual report, the financial statement of the Corporation approved by the Board together with the report of the auditor or of the person who has conducted the review engagement, as the case may be.

14. SCHEDULE C

14.1 Position Description of the Secretary

14.1.1 Role Statement

The secretary works collaboratively with the president to support the Board in fulfilling its fiduciary responsibilities.

14.2 Responsibilities

14.2.1 Board Conduct

Support the president in maintaining a high standard for Board conduct and uphold policies and the By-laws regarding Directors' conduct, with particular emphasis on fiduciary responsibilities.

14.2.2 Document Management

Keep a roll of the names and addresses of the Members. Ensure the proper recording and maintenance of minutes of all meetings of the Corporation, the Board and Board committees. Attend to correspondence on behalf of the Board. Have custody of all minute books, documents, registers and the seal of the Corporation and ensure that they are maintained as required by law. Ensure that all reports are prepared and filed as required by law or requested by the Board.

14.2.3 Meetings

Give such notice as required by the By-Laws of all meetings of the Corporation, the Board and Board committees. Attend all meetings of the Corporation, the Board and Board committees.

Appendix A - Kanata Beaverbrook Map Showing Neighbourhood Clusters

