

# Manor Park Community Association Constitution and Bylaws

revised 2024

1. This Association shall be called the Manor Park Community Association (hereinafter referred to as the “Association”, or the “Corporation”).

## **Objectives**

2. The Association is a not-for-profit corporation incorporated pursuant to the provisions of *Part 3 of the Corporations Act* (Ontario), to be continued under the *Canada Not-for profit Corporations Act*, and has the following objects:

2.1 The establishment and maintenance of a community organization for the purposes of:

2.1.1 promoting and articulating the interests of the tenants and property owners of Manor Park of the City of Ottawa;

2.1.2 working co-operatively with civic organizations and other public or community associations to ensure responsible community planning and development, both within the Manor Park area and the community of Ottawa as a whole;

2.1.3 assisting in the production and co-ordination of community activities for the purpose of the promoting good citizenship and fellowship;

2.1.4 promoting and participating in activities which safeguard and enhance the quality of life in the Manor Park community;

2.2 Such other complementary purposes not inconsistent with these objects.

2.3 The Manor Park community association is an apolitical body and shall

not promote or oppose the candidacy of a person for elected office, or

promote or oppose a question on a federal or provincial or municipal ballot.

## **Conditions of membership**

3. There shall be one class of members in the Corporation. Membership in the Corporation shall be available to residents of Manor Park, as defined in paragraph 5, who have applied for and been accepted into membership of the Association in such manner as may be determined by the Board of Directors. Each member shall be entitled to receive notice of, attend and vote at all meetings of the members of the Association.

3.1 Individuals who are not residents of Manor Park can be admitted into the membership of the Association by the Board of Directors by a majority vote by virtue of a current or past position that they hold, whether internally or externally to the Association, or in recognition for their long and exceptional service to the

Association, or due to having an interest in the objectives of the Association.

4. One resident of each household which has a valid membership shall be entitled to one vote at all general and special meetings of the Association.

5. "Association boundaries" shall mean the area bounded by the following lines, as depicted in the appended map:

5.1 Commencing at the intersection of Birch Avenue and Sandridge Avenue (the point of commencement);

5.2 Then following a line running south on Birch Avenue to Hemlock Avenue;

5.3 Then south to Montreal Road along the former city of Ottawa/City of Vanier boundary;

5.4 Then east on Montreal Road to the intersection with the Aviation Parkway;

5.5 Then in a northerly direction following the Aviation Parkway to where the Sir George-Étienne Cartier Parkway intersects a line drawn in a northerly direction from the point of commencement.

6. There shall be no fee associated with membership.

7. Any member may withdraw from the Association by delivering to the Association a written resignation and lodging a copy of the same with the Secretary of the Association.

8. A member shall cease to be a member of the Association if at a meeting of the Board of Directors a resolution is passed by a two thirds vote of the members present at the meeting that his or her membership shall terminate.

### **Head office**

9. The head office of the Association shall be in the City of Ottawa,

### **Ontario. Board of Directors**

10. The property and business of the Association shall be managed by a Board of between 7 to 18 Directors.

11. The applicants for incorporation shall be the first Directors of the Association and the first voting members of the Association. The first Directors of the Association shall manage the business and affairs of the Association until their replacement at the first annual meeting of members. This Constitution and By-law shall come to force upon the commencement of the first annual meeting of members.

12. A nominating committee composed of the immediate past president of the Board of Directors who is still a resident, a Director and a member of the Association appointed by the Board of Directors shall seek and present to the Board of Directors and subsequently to the annual general meeting of the Association nominees for the Board of Directors who will, to the greatest extent possible, represent all neighborhoods within the Association boundaries.

12.1 In the event the immediate past president is not available to serve on the nominating committee, the Board of Directors shall appoint a member of the Association other than a member of the Board of Directors to serve instead.

13. One of the Director positions on the Board must be made available to the holder of the following office: the immediate past president of the Association who is still a resident. This position is not held as of right and the director will be subject to the same rules of votes at the annual general meeting of members of the Association. The said Director shall be included in the total number of Directors pursuant to paragraph 10 hereof.

14. The results of the nominating committee's deliberations and nominees for election to the Board of Directors of the Association shall be given to the President and the Secretary of the Board of Directors for presentation to the membership of the Association at the annual general meeting pursuant to the provisions of paragraph 40 hereof.

15. Further nominations may be made to the Association's membership at the annual general meeting. In the event a member wishes to make further nominations for the Board of Directors for election to the Board of Directors at the annual general meeting, the nominating member shall provide the President or the Secretary with seven days written notice of such nomination before the annual general meeting of members.

16. Directors shall be eligible for re-election at the annual general meeting of

members. 17. The office of Directors shall be automatically vacated:

17.1 if the Director shall resign his or her office by delivering a written resignation to the Secretary of the Association;

17.2 if the Director is found to have become unable to fulfill the duties of the position;

17.3 if at a meeting of members called for such purpose not less than two thirds of the Board members present vote for a resolution that he or she be removed from office;

17.4 on the death of the Director.

Provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors may by priority vote, fill the vacancy.

18. Meetings of the Board of Directors will be held monthly at a time and place to be determined by the Directors. At all meetings of the Board of Directors the presence of a majority of the current Directors shall constitute Quorum. The Board of Directors shall hold a minimum of 6 meetings in a 12 month period. A formal written notice shall be necessary to notify Directors of any special meeting and email, fax, regular mail or personal delivery shall be acceptable. The President or any two officers shall have the power to call a special meeting of the Directors subject always to the prior written notice as herein provided.

19. At all meetings of the Directors, every proposal shall be guided by the parliamentary procedure set out in Robert's Rules of Order Newly Revised.

20. The Directors of the Association, as such, shall not be entitled to receive remuneration for their services.

21. A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which his or her retirement is accepted.

22. At the first annual meeting of members, the Board of Directors then chosen pursuant to this Constitution and By-laws shall replace the first Directors named in the letters patent of the Association.

23. The Board of Directors may appoint such agents as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties and receive such compensation as shall be prescribed by the Board of Directors at the time of such appointment.

24. The Board of Directors of the Association may appoint ad hoc advisory committees from time to time as deemed necessary by the Board. The members of the advisory committee who are not directors shall not be entitled to vote at any meeting of the Board of Directors but may attend all meetings of Directors and, with the consent of the Chairperson of any meeting, may participate in discussions at such meetings.

25. The Board of Directors shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit, or receive legacies, gifts, grants, settlements, bequests, endowments, and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.

26. The Directors of the Association may administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter

provided, generally may exercise all such powers and do all such other acts and things as the Association is, by its character or otherwise, authorized to execute and do.

27. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association. The Directors shall have the power to enter into trust arrangements with a trust company for the purpose of having such company administer the investments or other holdings of the Association and under such trust arrangements that capital and interest may be made available for the benefit of promoting the objectives of the Association in accordance with such terms as the Board of Directors may prescribe.

28. The Association hereby consents that each and every Director or Officer of the Association shall be deemed to have assumed office on the express understanding and agreement and condition that every Director and Officer of the Association and their heirs,

executors, and administrators and estate and effects respectively shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever, which such director or officer sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her or them for or in respect of any act, deed, matter or thing whatsoever made and done or permitted by him or her or them in or about the execution of the duties of his or her or their office or offices, and also from and against all other costs, charges, and expenses which he or she or they sustain or incur in or about or in relation to the affairs of the Association.

### **Officers**

29. The officers of the Association shall be the President, Vice President, Secretary, and Treasurer.

30. Officers' appointments are dissolved at the annual general meeting and are reappointed from the new Directors of the Association by the Board of Directors at the annual general meeting.

31. The Officers of the Association may hold office until their successors are elected or appointed notwithstanding the provisions of paragraph 17 herein.

### **Duties of Officers**

32. Any member of the Board of Directors, including an Officer, may be removed by the recommendation of a tribunal composed of any three Board Members nominated by the Board of Directors and a vote passed by a two-thirds majority of the members of the Board of Directors or by a vote of the majority of the members at a general or special meeting called for such purpose.

33. The President shall be the Chief Executive Officer of the Association and shall preside at all meetings of the Association and of the Board of Directors and shall have the general and active management of the affairs of the Association. The President shall ensure that all orders and resolutions of the Board of Directors are carried into effect.

33.1 For greater certainty and to provide flexibility in the management and direction of the Association, the members may elect two (2) persons to act jointly as President.

33.2 Where two members are elected to act as President in any given year they shall hold the title of "Co-President" and they shall each have joint and several authority as President and as the Chief Executive Officer of the Association.

33.3 Any reference to "President" in this Constitution and bylaws shall also be considered as a reference to "Co-President" in any year where such persons have been elected in place of a single President.

34. The Vice President shall in the absence or disability of the President perform the duties and exercise the powers of the President and shall perform such other duties as shall from time to time be imposed by the Board of Directors.

35. The Treasurer shall be responsible for the custody of the funds and securities of the Association and shall keep full and accurate accounts of all assets, liabilities, receipts, and disbursements of the Association in the books belonging to the Association and shall deposit all monies, securities, and other valuable effects in the name and to the credit of the Association in such chartered bank or trust company or, in the case of securities, with such registered dealer in securities as may be designated by the Board of Directors from time to time. The Treasurer shall disburse the funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and the Directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position of the Association. The Treasurer shall also perform such duties as may from time to time be directed by the Board of Directors.

36. The Secretary shall attend meetings and act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose. The Secretary shall give or cause to be given notice of all meetings of the members and of the Board of Directors and shall perform such other duties as may be prescribed by the Board of Directors or the President. The Secretary shall deliver to the Board of Directors a written record of the proceedings of any meeting or hearing at the following regular meeting and when requested.

37. The immediate past President who is still a resident and member of the Board shall be asked to, in the absence or disability of the President and Vice President, exercise the duties of the President, shall be a member of the nominating committee and shall perform other such duties as shall from time to time be imposed by the Board of Directors.

38. The duties of all other Officers of the Association shall be such as the Board of Directors requires of them.

39. Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two of the President, Vice President, Past President, Treasurer, and Secretary, and all contracts, documents, and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents, and instruments in writing. The Directors may give the Association's power of attorney to any chartered bank, trust company or registered dealer in securities for the purposes of the transferring of and dealing with any stocks, bonds, and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents, and instruments in writing signed as aforesaid by an officer.

### **Meetings**

40. Meetings and special meetings of the Board of Directors shall be held online or at a suitable location within or near the Manor Park neighbourhood and on such date and at such time as the said Directors shall appoint in accordance with the requirements of the Act. Directors may participate in any meeting by means of a conference telephone call or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participating by such means shall constitute presence in person at such meetings.

40.1 Members of the Association may observe any meeting of the Board of Directors without notice and may participate in debate.

40.2 A member or a group of members may address the Board of Directors in writing or, at the pleasure of the Board, by making a presentation at any meeting by giving notice to any officer and having an entry confirmed on the agenda by agreement of the officers of the Board. Only members of the Board of Directors designated in this Constitution and By-laws may vote at board meetings.

40.3 The representative of the Manor Park Community Council so designated by the Council and the duly elected President of any association of residents of Cardinal Glen are to be invited to attend Board of Directors meetings as guests of the Board.

41. At every annual meeting of members, in addition to any other business that may be

transacted, the report of the Directors summarizing the Association's activities for the year, the financial statement, and the Notice to Reader from a Certified Public Accountant shall be presented and a Board of Directors elected and accountant(s) appointed for the ensuing year. The members may consider and transact any business at any meeting of the members. The Board of Directors or the President or Vice President shall have power to call, at any time, a general meeting of the members of the Association.

42. Fourteen calendar days prior public notice shall be given to members of the Association and to each member of any ad hoc advisory Committee of any annual general meeting and seven calendar days public notice shall be given for a special general meeting of the members. Fifteen members present shall constitute a quorum. All tenants and property owners in Manor Park presenting themselves at an Annual General Meeting or Board of Directors meeting shall be presumed to be members in the absence of any evidence to the contrary.

43. At all meetings of the members every proposal shall be decided by majority of the votes cast on the proposal unless otherwise specified in Robert's Rules of Order Newly Revised. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

#### **Financial year**

44. The fiscal year end of the Association shall be the 30th day of April in each year.

45. An annual meeting must be called no later than 15 months after the previous annual meeting and no later than 6 months after the corporation's preceding financial year-end.

#### **Amendments of by-laws**

46. The by-laws of the Association may be repealed or amended by resolution enacted by a majority of the Directors at a meeting of the Board of Directors and approved by an affirmative vote of at least two-thirds of the voting members present at the next annual meeting of members.

#### **Accountants**

47. The members shall, at each annual meeting of members, appoint an accountant to review the accounts of the Association and prepare a Notice to Reader for the previous fiscal year. Such accountant shall hold office until the next annual meeting provided that the Directors may fill any casual vacancy in the office of accountant. The remuneration of the accountant shall be fixed by the Board of Directors.

#### **Books and records**

48. The Directors shall ensure that all necessary books and records of the Association required by the by-laws of the Association or by an applicable statute or law are regularly and properly kept.



**Rules and regulations**

49. The Board of Directors may prescribe such rules and regulations not inconsistent with these by-laws relating to the management and operation of the Association as they deem expedient provided that such rules and regulations shall have force and effect only until the next annual meeting of the members of the Association when they shall be confirmed and, failing such confirmation at such annual meeting of members shall at and from that time cease to have any force and effect.

**Interpretation**

50. In these bylaws and in all other by-laws of the Association hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender, as the case may be, and vice versa, and their references to persons shall include corporations.

51. Robert's Rules of Order Newly Revised shall be the parliamentary authority governing these rules and shall be the determinant of proper procedure where this Constitution and By-law is silent or unclear on any course of action unless it conflicts with any part herein.

*This Constitution and By-laws were voted into force by a two thirds majority of members at an annual general meeting held on April 16, 2024 at 1805 Gaspé, Ottawa.*

*Signed in the city of Ottawa this \_\_\_\_nd day of April 2024.*

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*Natalie Belovic, President*

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*Diana Poitras, Secretary*

