

BY-LAW No. 1

A BY-LAW RELATING GENERALLY TO THE TRANSACTION OF THE BUSINESS AND AFFAIRS OF SOUTH KEYS GREENBORO COMMUNITY ASSOCIATION

BE IT ENACTED and it is hereby enacted as a by-law of
SOUTH KEYS GREENBORO COMMUNITY ASSOCIATION
(hereinafter referred to as the "Corporation") as follows:

ARTICLE I

GENERAL

Section 1.01 - Head Office

The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario, and at such place therein as the directors may from time to time determine.

Section 1.02 - Interpretation

In this by-law and all other by-laws of the Corporation hereinafter passed unless the context otherwise required, words importing the singular number of the masculine gender shall include the plural number of the feminine gender, as the case may be, and vice versa, and references to persons shall include firms and corporations.

ARTICLE II

DIRECTORS

Section 2.01 - Composition

The affairs of the Corporation shall be managed by a board of **no less than three** directors, the number to be determined at the annual meeting of Members, each of whom at the time of his election and throughout his term of office shall be a member of the Corporation. **[Three is the minimum under ONCA.]**

Section 2.02 - Term

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[Commentary]

Each director shall be elected to hold office until the first annual meeting of Members after he shall have been elected or until his successor shall have been duly elected and qualified.

Section 2.03 - Re-election

The whole board shall be retired at each annual meeting of Members, but shall be eligible for re-election if otherwise qualified.

Section 2.04 - Election

The election of directors may be by a show of hands, unless a ballot be demanded by any Member.

Section 2.05 - Removal

The Members may, by **Special** Resolution passed by at least two-thirds of the votes cast at a general meeting of which notice specifying the intention to pass such a resolution based on the conduct of a Member being inconsistent with the objectives, by-laws or resolutions of the association of inconsistent with its best interest has been given, remove any director before the expiration of his term of office, and may, by a majority of the votes cast at that meeting, elect any person in his stead for the remainder of his term. **[Makes terminology consistent with other changes.]**

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[Commentary]

Section 2.06 - Vacancies

Vacancies on the board of directors, however caused, may so long as a quorum of directors remain in office, be filled by the directors from among the Members, if they shall see to do so, otherwise such vacancy shall be filled at the next annual meeting of the Members at which the directors for the ensuing year are elected, but if there is not a quorum of directors, the remaining directors shall forthwith call a meeting of the Members to fill the vacancy and, in default, or if there are no directors then in office, the meeting may be called by any Member.

Section 2.07 - Increase in Directors

If the number of directors is increased between the terms, a **the** vacancy or vacancies, to the number of the authorised increase, shall thereby be deemed to have occurred which may be filled in the manner above provided. **[Grammatical correction.]**

Section 2.08 - Powers

The directors shall manage the affairs of the Corporation in all things and make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provide, generally, may exercise all such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorised to exercise and do; provided that the directors may by resolution from time to time delegate such of its powers to a committee of the Board of Directors as it may see fit. Without in any way derogating from the foregoing, the directors are expressly empowered, from time to time, to purchase, lease or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, moveable or immoveable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

Section 2.09 - Quorum

A majority of the voting directors shall form a quorum for the transaction of business. **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.** **[Added text is from the Standard By-Law and is consistent with current practice as permitted by the Province during COVID.]**

Section 2.10 - Place

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[Commentary]

Except as otherwise required by by-law, the board of directors may hold its meeting at such place or places as it may from time to time determine.

Section 2.11 - Waiver of Notice

No formal notice of any such meeting shall be necessary if all the directors are present. Or if those absent have signified their consent to the meeting being held in their absence, or if such meeting was announced or indicated at a previous meeting.

Section 2.12 - Calling

Director's meetings may be formally called by the **Chair**-President or the Secretary or by the Secretary on direction in writing of two Directors. **[Consequential change to reflect title change.]**

Section 2.13 - Notice

Notice of such meetings shall be delivered, electronically transmitted, or telephoned to each Director not less than one day before the meeting is to take place or shall be mailed to each Director not less than four days before the meeting is to take place, or may be announced or indicated at a prior meeting.

Section 2.14 - Regular Meetings

The Board of Directors may appoint a day or days in any month or months for regular meetings at an hour to be named and of such regular meeting no notice may be sent out.

Section 2.15 - Meeting after Annual Meeting

Directors meetings may also be held, without notice, immediately following the annual meeting of Members.

Section 2.16 - Errors in Notice

No error or omission resulting from inadvertence or made in good faith in giving such notice for a meeting of directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat. **[Typo]**

Section 2.17 - Method of Voting

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[Commentary]

Questions arising at any meeting of Directors shall be decided by a majority of votes. All votes at any such meeting shall be taken by ballot if so demanded by any Director present but if no demand be made, the vote shall be taken in the usual way by assent or dissent.

Section 2.18 - Remuneration

The Directors shall receive no remuneration for acting as such but they may be reimbursed for expenses incurred for the Corporation provided such work and expenses are approved by the Board of Directors.

Section 2.19 - Rules and Regulations

The Board of Directors shall have the power to make rules and regulations from time to time concerning the administration of the Corporation.

Section 2.20 - Resignation

Any Director may resign from their position by delivering a written resignation to the Secretary, or other Officer. [New, did not exist for Directors.]

Section 2.21 - Conflict of Interest

A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material 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 during which the contract or transaction is discussed or vote on any resolution to approve any such contract or transaction. [New section to include specifics of the Act.] [Simplified]

ARTICLE III

OFFICERS

[Changes to 3.01, 3.02, 3.04, 3.05, and 3.08 to reflect the need for a Chair.]

Section 3.01 - Officers

There shall be a Chair, President, Vice-President, Secretary, Treasurer and other such other officers as the Board of Directors may determine by resolution from time to time.

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[Commentary]

Section 3.02 - Appointment

One person may hold more than one office, except the offices of Chair-President and Treasurer. The Chair-President, Vice-President, Secretary and Treasurer shall be elected to the Board of Directors from among their number at the first meeting of the Board after the annual meeting of Members.

Section 3.03 - Other Officers

The other officers of the Corporation need not be directors and in the absence of written agreement to the contrary, the employment of all officers shall be settled from time to time.

Section 3.04 - Chair-President

The Chair-President shall, when present, preside at all meetings of Members and of the Board of Directors. The Chair-President shall be charged with the general management and supervision of the affairs and operations of the Corporation and shall perform such other duties as shall from time to time be prescribed by the Board of Directors. The Chair-President with the Secretary or other officer appointed by the Board of Directors for the purpose shall sign all by-laws.

Section 3.05 - Vice-President

During the absence or inability of the Chair-President, his duties and powers may be exercised by the Vice-President and if the Vice-President or such other Director as the board may from time to time appoint for the purpose, exercises any such duty or power, the absence or inability of the Chair-President shall be presumed with reference thereto. The Vice-President shall perform such other duties as shall from time to time be prescribed by the Board of Directors.

Section 3.06 - Secretary

The Secretary shall attend all meetings of the Board of Directors and the Members, keep proper record of all votes and minutes of all proceedings, and he shall perform such other duties as may from time to time be determined by the Board of Directors.

Section 3.07 - Treasurer

The Treasurer shall attend all meetings of the Board of Directors and the Members and shall maintain proper books of account. The Treasurer shall also keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all monies or other valuable effects in the name of

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[Commentary]

and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefor and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all transactions as Treasurer and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

Section 3.08 - Execution of Documents

Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by the **Chair-** President or the Vice-President and the Secretary. Contracts in the ordinary course of the Corporation's operations may be entered into on behalf of the Corporation by any two of the **Chair-** President, the Vice-President or the Secretary. Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons, by whom, any particular instrument, contract or obligations of the Corporation may or shall be executed.

Section 3.09 - Resignation

Any Officer may resign from their position by delivering a written resignation to the Secretary, or other Officer. [New, did not exist for Directors.]

ARTICLE IV

MEMBERSHIP

Section 4.01 - Membership

No person shall be a member of the Corporation unless he is eighteen years of age and the resident or owner of a home in the South Keys or Greenboro communities. For the purpose of this by-law, the South Keys and Greenboro communities shall be defined as such portion of the area bounded on the west by Bank Street, on the north by Johnston Road, on the east by Conroy Road, on the south by Hunt Club Road, and such other area or areas as the Board of Directors may by resolution designate from time to time.

Section 4.02 – Resignation

Any member may resign from the Corporation by delivering a written resignation to the Secretary.

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[Commentary]

Section 4.03 - Membership Fees

There shall be no fees payable by the Members except such, if any, as shall from time to time be fixed by unanimous vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the Members at an annual or general meeting.

ARTICLE V

MEETINGS OF MEMBERS

Section 5.01 - Meetings

The annual or any other general meeting of the Members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

~~Section 5.02 – Business at Annual Meeting~~

~~At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and, when required, the report of the auditors shall be presented and a Board of Directors elected and, when required, auditors appointed for the ensuing year and the remuneration of the auditors shall be fixed. [Section deleted and replaced with a new more complete version from the Standard By-Laws. The need for a special resolution to waive an audit or review engagement added.]~~

Section 5.02 - Business at Annual Meeting

The business transacted at the annual meeting shall include: receipt of the agenda; receipt of the minutes of the previous annual and subsequent special meetings; consideration of the financial statements; report of the auditor or person who has been appointed to conduct a review engagement, when required; reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year, when required; special resolution to waive both an audit and a review engagement as permitted by the Act, when required; election of Directors; and 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 has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Section 5.03 - Calling

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[Commentary]

The Board of Directors, the **Chair**-President or the Vice-President shall have the power to call at any time a general meeting of the Members. **[Consequential change to reflect title change.]**

Section 5.04 – Notice

No public notice or advertisement of Members meetings, annual, general or special meeting shall be required, but notice of the time and place of every such meeting shall be given to each Member by delivering the notice ten days before the time fixed for the holding of such meetings; provided that any meetings of the Members may be held at any time and place without such notice if all the Members of the Corporation are present thereat, and at such meeting any business may be transacted which the Corporation at annual or general meetings may transact; notwithstanding anything else herein contained,

Section 5.04 - Notice

Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director 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, and state the text of any special resolution to be submitted to the meeting. Any notice of an annual, general or special meeting may be sufficiently given by publication of media having public access in the South Keys and Greenboro communities. **[Outdated version, as previously modified in 2017, replaced with Standard by-law version while retaining the last sentence with respect to media.]**

Section 5.05 - Errors in Notice

No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general of the Members shall invalidate such meeting or make void any proceedings taken thereat and any Member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

Section 5.06 - Adjournments

Any meetings of the Members or of the Directors may be adjourned at any time and from time to time and such business may be transacted at such adjourned meetings from which such adjournment took place. No notice

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shall be required on any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

Section 5.07 - Quorum

A quorum of the transaction of business at any meeting of Members shall consist of not less than ten Members present in person. Any person entitled to attend a meeting of the members may participate in the meeting by telephonic or electronic means that permits all participants to communicate adequately with each other during the meeting if the corporation makes such means available. A person participating by such means is deemed to be present at the meeting. [Added text is extracted from the ONCA and is with current practice as permitted by the Province during COVID.]

Section 5.08 - Voting

Each Member of the Corporation shall at all meetings of Members be entitled to one vote. No Member may vote by proxy.

Section 5.09 - Method of Voting

At meetings of Members every Special Resolution shall be decided by two-thirds of the members present in person. At meetings of Members every Extraordinary Resolution shall be decided by eighty percent of the members present in person. At meetings of Members every other questions shall be decided by a majority of the votes of the Members present in person. [The Special Resolution is consistent with Article 7.01 for amending By-laws. The extraordinary Resolution is required by ONCA to waive an audit or Review Engagement.]

Section 5.10 - Poll

Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any Member. The demand for a poll may be withdrawn, but if a poll is demanded and not withdrawn, the question shall be decided by a majority of votes given by the Members present, and such poll shall be taken in such manner as the chairman of the meeting shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question.

Section 5.11 - Declaration of Resolution Passed

A declaration by the chairman of the meeting at a meeting of Members or of the Directors or certificate of the Secretary that a Resolution has been carried and an entry to that effect in the Minutes shall be admissible in

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evidence as prima facie proof of the fact without proof of the number or proportion of votes recorded in favour of or against such resolution.

Section 5.12 - Members Requisitions for Meeting

Not less than ten Members entitled to vote at the meeting proposed to be held may request the Board of Directors to call a meeting of the Corporation for any purpose concerned with its affairs that is not inconsistent with the Corporations Act. The requisition shall state the general nature of the business to be presented to the meeting and shall be signed by the requisitionists and shall be deposited with the Secretary and may consist of several documents in like form and each signed by one or more of the requisitionists.

Section 5.13 - Requisitioned Meeting

Upon deposit of the requisition, the Board of Directors shall call forthwith a meeting of the Corporation for the transaction of the business stated in the requisition. If the Board of Directors does not within 21 days from the date of the deposit of the requisition call and hold such meeting, any of the requisitionists may call such a meeting which shall be held within 60 days from the date of the deposit of the requisition. A meeting called pursuant to this and the preceding clause shall be called as nearly as possible in the same manner as meetings are called under the by-laws.

ARTICLE VI

FINANCIAL YEAR

Section 6.01 - Financial Year

Unless otherwise noted by the Board of Directors, the financial year of the Corporation shall terminate on the 31st day of December in each year.

ARTIVCLE VII [Correction]

AMENDMENTS

Section 7.01 - Amending By-Laws

The by-laws of the Corporation may be enacted and the by-laws repealed or amended by a by-law enacted, by the vote of the majority of the Directors at a meeting of the board of Directors; and, such by-law shall be effective only until the next annual or general meeting of the Members, duly called for the purpose of

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considering the said by-law, unless such by-law is sanctioned by an affirmative vote of at least two-thirds of the Members present at such meeting.

ARTICLE VIII

COMMITTEES

Section 8.01 - Terms of Reference

Committees will review and report on all matters arising out of the terms of reference laid down by the Board of Directors.

Section 8.02 - Powers

Committees will exercise only such powers as may be delegated from time to time by the Board of Directors within the terms of reference laid down in these by-laws.

Section 8.03 - Establishment of Committee Members

Except as otherwise provided in these by-laws, the Board of Directors from time to time may establish committees for defined purposes and any such committee or member of the said will continue during the pleasure of the Board of Directors.

ENACTED this 21st day of June 2017 [Date to be determined]

Original Signed by

Original Signed by

Martin J. Eley
Chair-President

Sandra Bruff
Secretary

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[Commentary]