

BY-LAW NO. 1

A by-law relating generally to the conduct and activities of the affairs of

THE COMMUNITY ACTIVITIES GROUP – OTTAWA EAST ("CAG")

1. Definitions

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

- 1.1 "Act" means the *Corporations Act*, R.S.O. 1990, Chapter C. 38.
- 1.2 "annual general meeting" means the annual meeting of members of CAG.
- 1.3 "board" means the board of directors of CAG.
- 1.4 "board meeting" means regular meetings of the board.
- 1.5 "director" means a member of the board.
- 1.6 "interim board meetings" means meetings of the board that do not follow a predetermined schedule and are normally called to discuss an urgent or specific issue.
- 1.7 "Old Ottawa East" means the geographical area in the City of Ottawa, in the Province of Ontario which is bounded by the Rideau Canal to the west, the Rideau River to the east, the Transitway to the north and by Avenue Road to the south. It includes the streets on the east side of Main Street north of the Rideau River. A map indicating the area of Old Ottawa East is attached as Annex A.
- 1.8 "resident of Old Ottawa East" means a person who lives in Old Ottawa East, and/or a person who operates, on a full-time basis, a municipally licensed business establishment in Old Ottawa East, and/or a person who owns real property in Old Ottawa East.
- 1.9 "special meeting of the members" means meetings other than the annual general meeting called by the board or the members of CAG to discuss specific issues.

2. Mission Statement

- 2.1 CAG is a voluntary, not-for-profit, community-based organization that works in partnership with the City of Ottawa to provide the residents of Old Ottawa East with programming, recreation and special event opportunities that are local, affordable, inclusive and of interest to members of the community.

3. Membership

- 3.1 All residents of Old Ottawa East who are 18 years of age or older may become members of CAG by applying for membership in writing, including by e-mail.
- 3.2 Every member has one vote and anyone who has been a member for a minimum of 30 days may vote at every annual general meeting or at a special meeting of members.

4. Board of Directors and Officers

4.1 Composition of the Board

- 4.1.1 Any member of CAG can become a director of the board.
- 4.1.2 The board of directors will have a minimum of three (3) and maximum of eight (8) elected members and shall be composed at a minimum of the Chair, Secretary, Treasurer, and any other officers and members who are elected.

4.2 Election of Directors

- 4.2.1 To be eligible for election, members must be:
 - a) Nominated by a director of the board, or
 - b) Have attended 3 (three) consecutive board meetings and have volunteered for CAG activities.
- 4.2.2 Prior to the election, the board will request nominations for directors from members of CAG.
- 4.2.3 All nominations must be submitted to the board prior to the annual general meeting.
- 4.2.4 The members standing for election must accept the nomination either verbally or in writing.
- 4.2.5 Based on received nominations, the board will prepare a list of candidates to be presented to the membership for their approval at the annual general meeting.
- 4.2.6 Directors will be elected by members at the annual general meeting by a show of hands, or by ballot if so requested by a member.
- 4.2.7 Directors are elected for a two- (2) year term which runs from the date of their election until the second annual general meeting after their election.
- 4.2.8 Directors may serve a maximum of four (4) years (two (2) terms) in any one position. In special circumstances, exceptions can be made where two-thirds (2/3) of the members present at the annual general meeting agree.

4.3 Vacation of Office

- 4.3.1 A director ceases to hold office when he or she:
 - a) resigns,
 - b) ceases to be a resident of Old Ottawa East,
 - c) is removed from office by the board of directors,
 - d) becomes disqualified to serve as a director, or

- e) dies.
- 4.3.2 A director may resign from office by giving a written resignation to the other board members of CAG. This resignation becomes effective when received by the board or at the time specified in the resignation, whichever is later.
- 4.3.3 A director may be removed by a two-thirds (2/3) majority vote of the board before the expiration of his/her term of office for any of the following reasons:
- a) as a result of being absent from three (3) consecutive board meetings without valid excuse being given to the chair or person chairing the meeting, prior to each meeting;
 - b) as a result of not fulfilling, in the opinion of a majority of directors, the functions to which they have been assigned by the board;
 - c) as a result of conduct unbecoming a director. Such conduct may be assessed as being unbecoming by a majority vote of the board of directors.
- 4.3.4 No director shall be removed from office pursuant to any of these provisions without an opportunity to be heard.
- 4.3.5 Three- (3) weeks' notice must be given to the director prior to the board meeting at which it is proposed that that director be removed.
- 4.3.6 Should a vacancy on the board occur, the board of directors may elect a replacement to serve until the next annual general meeting. Any vacancies not so filled shall be filled at the next annual general meeting.
- 4.3.7 If no quorum of directors is possible due to vacancies, the remaining directors must call a special meeting of the members as soon as possible to fill the vacancies by election. If no director is left in office or the remaining directors fail or refuse to call such a special meeting, any member may call the special meeting.

5. Meeting of Directors and Quorum

- 5.1 The board will meet at least six (6) times a year; these board meetings will be called by the chair.
- 5.2 Quorum for a board meeting is a simple majority, defined as one half the board members plus one.
- 5.3 Interim board meetings may be called by the chair or by a two-thirds (2/3) majority of the directors. Directors must be notified, by e-mail or by telephone, at least three days before the interim meeting.
- 5.4 No error or omission in giving notice of any meeting of directors shall invalidate the meeting or any proceedings at the meeting.
- 5.5 Any person, however, who failed to attend a meeting because of such an error or omission, may re-open any matter considered during that meeting at the next meeting of the board.

6. Voting

- 6.1 A simple majority of votes, defined as fifty (50) percent plus one, is sufficient to pass any motion before the directors present at the meeting. Voting shall be by a show of hands or, if requested by a director, by ballot. Under exceptional circumstances, votes by proxy can be accepted.

- 6.2 The chair may vote on any question but has only one vote. In the case of a tie, the resolution is defeated.
- 6.3 A majority of the votes cast carries any motion, including the adoption of new by-laws. However, a two-thirds (2/3) vote is necessary to carry a special resolution, as defined by the Act, or a by-law amendment, or to remove a director.
- 6.4 The secretary shall keep the minutes of the meetings. An entry in the minutes that the chair declared a motion carried is admissible in evidence as prima facie proof that the motion passed. Unless a recorded vote is asked for, the secretary need not record the votes for or against.

7. Roles and Responsibilities

7.1 Powers of the Board

- 7.1.1 The directors may administer and run CAG's business in all respects and may enter into contracts on behalf of CAG, and do any other acts authorized by its Letters Patent or By-Laws, as therein contained and amended.
- 7.1.2 There shall be no remuneration of directors of CAG for their role on the board, except for provision of reasonable expenses incurred by a director during their duties as a director and/or officer.
- 7.1.3 One person may hold more than one office except for the office of the chair.
- 7.1.4 Where a director of the board either on their own behalf or while acting for or through another, has an actual or perceived conflict of interest, direct or indirect, in any matter and is present at a meeting of CAG, at which the matter is the subject of consideration, the director:
 - a) shall, prior to any consideration of the matter at the meeting, disclose the interest and the general nature thereof;
 - b) shall not take part in the discussion of or vote on any question in respect of the matter;
 - c) shall not attempt in any way whether before, during, or after the meeting to influence the voting on any such question.
- 7.1.5 The board may from time to time appoint any committee or advisory body, as it deems necessary or appropriate for its purposes.

7.2 Duties of the Chair

- 7.2.1 The chair shall be the executive officer of CAG and they shall oversee the general management and administration of CAG and its business.
- 7.2.2 In the absence of the chair, the chair may delegate their authority, subject to the approval of the board.
- 7.2.3 The chair shall preside over the annual general meeting and board meetings or as otherwise delegated.
- 7.2.4 The directors may give other duties and powers to the chair from time to time.

7.3 Duties of the Treasurer

- 7.3.1 The treasurer shall keep or oversee full and accurate accounts of receipts and disbursement in books belonging to CAG and shall oversee the deposit of all monies and valuable effects in the name and to the credit of CAG.
- 7.3.2 The treasurer shall report regularly to the board on the financial position of CAG and account for all their transactions as treasurer.

7.4 Duties of the Secretary

- 7.4.1 The secretary shall keep the Corporate Seal and the minute books, records, correspondence and other papers of CAG.
- 7.4.2 The secretary shall keep the minutes of all meetings of the board and membership.
- 7.4.3 The secretary shall perform such other duties as may be prescribed by the board or chair, under whose direction they shall be.
- 7.4.4 The secretary and chair shall sign all by-laws of CAG and membership certificates if applicable.

7.5 Other Officers of the Board

- 7.5.1 The roles and responsibilities of other officers of the board shall be determined by the board from time to time.

7.6 Duties of the Executive Director/Coordinator

- 7.6.1 The executive director/coordinator shall be responsible for establishing and operating the various programs and other activities of CAG as directed by the board.
- 7.6.2 The executive director/coordinator will make recommendations to the board concerning the operations of CAG.
- 7.6.3 The executive director/coordinator is not a member of the board, but may be invited to attend and participate in board meetings, either personally or represented by another staff member that they designate.
- 7.6.4 The executive director/coordinator or designated staff member has a voice but no vote at meetings of the board of directors.

7.7 City of Ottawa

- 7.7.1 A City of Ottawa representative is entitled to attend board meetings.

8. Meetings of Members

8.1 Annual General Meeting

- 8.1.1 An annual general meeting of the members of CAG shall be held once a year at such date and time as the board may determine.
- 8.1.2 The annual general meeting will be held at the head office of CAG or elsewhere, in Old Ottawa East, in the City of Ottawa, as the board may designate.

- 8.1.3 All members of CAG may attend the meeting and shall have privilege to vote, subject to section 3.2.
- 8.1.4 At every annual general meeting, in addition to any other business, the following must be considered:
 - a) Chair's report,
 - b) Treasurer's financial report,
 - c) Election of new directors.

8.2 Special Meeting of Members

- 8.2.1 The board of directors may at any time call a special meeting of members for transacting any business which may be properly brought before the members.
- 8.2.2 Subject to 4.3.7, the board of directors shall call a special meeting of the members on a written request by ten (10) percent of the members.

8.3 Notice

- 8.3.1 At least thirty (30) days prior to the annual general meeting, the board shall give notice of the meeting.
- 8.3.2 At least seven (7) days prior to a special meeting of members, the board shall give notice of the meeting.

9. Books, Records, and By-laws

9.1 Legal Requirements

- 9.1.1 CAG must keep at its head office:
 - a) Minutes of all board meetings and annual general meetings,
 - b) Copy of the Letters Patent and any supplementary letters patent,
 - c) All by-laws and special resolutions,
 - d) The registry of directors,
 - e) The registry of members,
 - f) Proper books of account and accounting records.

9.2 Minutes

- 9.2.1 The minutes of the previous board meeting shall be approved at the next board meeting,
- 9.2.2 The minutes of the previous annual general meeting shall be approved at the next annual general meeting,
- 9.2.3 Once the minutes are approved, either the chair of the meeting that approved the minutes or the chair of the meeting that the minutes were about, shall sign the minutes. Once so signed, the minutes are admissible in evidence as prima facie proof of the proceedings.

9.3 By-Laws and Special Resolutions

9.3.1 The chair and secretary shall sign any by-laws or any special resolutions passed.

9.4 Registry of Members and Directors

9.4.1 The secretary shall keep a registry of the members.

9.4.2 The registry of members shall consist of an alphabetical list of the names of all the people who are members or have been members of CAG within the last ten (10) years, including their addresses when they were members.

9.4.3 The secretary shall keep a registry of the directors.

9.4.4 The registry of directors shall consist of a list of the names and addresses of all persons who are or have ever been directors, together with the various dates when each became or ceased to be a director.

9.5 Proper Books of Account

9.5.1 Proper financial records of CAG will be maintained and will include:

- a) All monies received or spent by CAG , including when, where and how the money was spent or received,
- b) All sales and purchases by CAG,
- c) All assets and liabilities of CAG,
- d) All other transactions affecting the financial position of CAG.

9.6 Contracts

9.6.1 The officers of CAG and any people so authorized by the board of directors, may enter into contracts on behalf of CAG.

9.6.2 Contracts required by law to be under seal, such as long term leases and real estate transactions, may be made on behalf of CAG under CAG's seal.

9.6.3 Contracts in writing and not required to be under seal, may be signed by any person authorized to enter into contracts on behalf of CAG. The person or persons so signing should sign their names and write beside it "on behalf of the Community Activities Group – Ottawa East".

9.6.4 Verbal contracts not required by law to be under seal or in writing may be entered into by any person authorized to enter into contracts on behalf of CAG. The person or persons so doing should make it clear that they are contracting on behalf of CAG.

9.7 Cheques and Bank Accounts

9.7.1 The board of directors may appoint any officers of CAG to be signing officers for any of the bank accounts CAG maintains.

9.7.2 Signing officers may, from time to time, upon direction from the board of directors:

- a) Borrow money on the credit of CAG,
- b) Issue, sell or pledge securities of CAG,
- c) Charge, mortgage, hypothecate or pledge all or any of the real or personal property of CAG , including book debts, rights, powers,

franchises and undertakings, to secure any securities or any money borrowed or other debt, and any other obligation, liability of CAG , subject to the terms of the Letters Patent and Supplementary Letters Patent of CAG.

- 9.7.3 The directors may authorize any director to make arrangements about the money borrowed or to be borrowed including the power to negotiate or vary terms and conditions of the loan including the method of payment or security.
- 9.7.4 At the first meeting after the annual general meeting each year, the board will set for the year that follows, the maximum amount that any director or directors may spend without prior board approval.

9.8 Financial Accounting

- 9.8.1 Unless otherwise ordered by the board of directors, the fiscal year of CAG shall terminate on the last day of December in each year.
- 9.8.2 At the end of the fiscal year, an audit will be done according to the Act, and a report given to the board.
- 9.8.3 A financial statement and report will be prepared by the Treasurer of CAG for the next annual general meeting.
- 9.8.4 The financial statement and report will be presented to the board together, with the auditor's report, for approval by the board of directors.
- 9.8.5 The financial statement and report will then be filed in the minutes of the board as a permanent record.
- 9.8.6 Copies of the financial statement should be made available upon demand by any of the members of CAG.

10. Indemnity of Directors and Officers

- 10.1 Subject to the Act, CAG may indemnify a director or officer of CAG, a former director or officer of the CAG or another individual who acts or acted at CAG's request as a director or officer or in a similar capacity of another entity, and such person's heirs and legal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by such person in respect of any civil, criminal, administrative or investigative action or other proceeding in which the individual is involved because of that association with the corporation or other entity if,
- a) he or she acted honestly and in good faith with a view to the best interests of CAG, as the case may be, to the best interests of the other entity for which the individual acted as director or officer or in a similar capacity at the CAG's request; and
- (b) in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful.
- 10.2 CAG may indemnify such person in all such other matters, actions, proceedings and circumstances as may be permitted by the Act or the law. Nothing in this by-law shall limit the right of any person entitled to indemnity to claim indemnity apart from the provisions of this by-law.

- 10.3 CAG may purchase and maintain insurance for the benefit of any person entitled to be indemnified by CAG pursuant to the immediately preceding section.
- 10.4 With respect to the defense by a director or officer of any claims, actions, suits or proceedings, whether civil or criminal, for which CAG is liable to indemnify a director or officer pursuant to this by-law, CAG may advance to the director or officer such funds as may be reasonably necessary for the defence of such claims, actions, suits or proceedings upon written notice by the director or officer to CAG disclosing the particulars of such claims, actions, suits or proceedings and requesting such advance.

These by-laws being found to be to the approval of the undersigned, and in accordance with the desires and guidelines of the Community Activities Group – Ottawa East, are hereby accepted under the Seal of the said Corporation and by the undersigned.

DATED in the CITY OF OTTAWA, on the _____ day of _____ AD 2009.

DIRECTOR

DIRECTOR