

By-law relating to transaction of business by the **NEW EDINBURGH COMMUNITY ALLIANCE**

**BE IT ENACTED** as a By-law of the New Edinburgh Community Alliance as follows:

## **Section 1 – General**

### **1.01 Mandate**

The New Edinburgh Community Alliance (NECA) is a not for profit corporation registered under the laws of the Province of Ontario whose mandate is the following:

- a. developing and fostering a sense of community among the residents of New Edinburgh;
- b. researching, developing positions and making representations on matters affecting New Edinburgh;
- c. co-ordinating activities of NECA with those of organizations, associations and individuals with similar interests or activities whether inside or outside of New Edinburgh;
- d. promoting organized events and other community endeavours, particularly those that uphold one or more of the first three NECA mandates listed above;

and other complementary purposes not inconsistent with these mandates.

### **1.02 Headquarters**

The headquarters of NECA shall be in New Edinburgh in the City of Ottawa.

### **1.03 Geographic Boundaries**

New Edinburgh, in the City of Ottawa, embraces the area bounded by the Ottawa River, Princess Avenue, Lisgar Road, Rideau Terrace, Springfield Road, Beechwood Avenue and the Rideau River.

### **1.04 Definitions**

In this by-law, unless the context otherwise requires: “Board” means the board of directors of NECA;

“By-laws” means this by-law (including any schedules to this by-law) and all other by- laws of NECA as amended and which are, from time to time, in force;

“Conflict of Interest” means where a Director who is in any way directly or indirectly interested, outside their duty as a Director, in a contract or transaction, or proposed contract or transaction, with NECA or NEN;

“NECA” means the corporation that has passed these by-laws under the laws of Ontario or that is deemed to have passed these by-laws under the laws of Ontario;

“NEN” means the New Edinburgh News newspaper;

“Director” means an individual occupying the position of director of NECA by whatever name he or she is called;

“Member” means a member of NECA; “Members” means the collective membership of NECA; and “Officer” means an officer of NECA.

### **1.05 New Edinburgh News**

NECA is the publisher and owner of the New Edinburgh News. As such NECA appoints the Editor and manages the publication finances.

### **1.06 Interpretation**

Other than as specified in Section 1.04, all terms contained in this by-law that are defined in the applicable laws of Ontario shall have the meanings given to such terms in the applicable laws of Ontario. Words importing the singular include the plural and vice versa, and words importing one gender include all genders.

### **1.07 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 Letters Patent or the applicable laws of Ontario, the provisions contained in the Patent or the applicable laws of Ontario, as the case may be, shall prevail.

### **1.08 Execution of Contracts**

The Board may make or cause to be made any kind of contract which NECA may lawfully enter into and may generally exercise all such other powers and do all such other acts as required to fulfill the mandate as indicated in the Letters Patent or otherwise authorized to exercise and do. Any such contract requiring execution by NECA shall 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 NECA to be a true copy thereof.

## **Section 2 – Members**

### **2.01 Members**

Membership in the NECA with voting rights shall consist of all persons, excluding corporations:

- a. residing in New Edinburgh; or
- b. owning real property in New Edinburgh who have requested verbally or in writing to be added to the membership list.

### **2.02 Associate Members**

Membership in the NECA without voting rights shall consist of all persons, excluding corporations, who support the mandate of NECA and have requested verbally or in writing to be added to the membership list. An associate member may not be a Director.

### **2.03 Withdrawal of Membership**

A membership in the NECA is not transferable and automatically terminates if the Member or Associate Member resigns by providing notice to the Secretary or such membership is otherwise terminated in accordance with the law of Ontario.

## **Section 3 – The Board**

### **3.01 Responsibilities**

The Board shall be responsible for deciding the policies, procedures and programs of NECA, consistent with the objectives in the Letters Patent, and shall be responsible for their implementation.

### **3.02 Strategic Priorities**

The Board should create and periodically update a strategic priorities document and present it at the Annual General Meeting (AGM.)

### **3.03 Board Composition**

The Board shall consist of no less than seven (7) and no more than fifteen (15) Directors, comprising of:

1. three Officers, namely the President, Treasurer, and Secretary;
2. Chairs of committees and task forces;
3. the Editor of NEN as an ex officio, non-voting Director; and
4. Directors at large elected for their suitability to contribute to NECA priorities and their commitment to NECA work.

### **3.04 Posting**

The names, positions, and contact information for board members should appear in a visible and conveniently accessible place in the NEN and on the NECA website.

## **Section 4 – Directors**

### **4.01 Election and Term**

The Members shall elect the Directors. Only members of NECA in good standing are eligible for election as Directors. The term of office of the Directors shall be for two years starting from the date of Annual General Meeting at which they are elected. For purposes of continuity, the Board shall endeavour to ensure that approximately half of the Board is elected each year.

### **4.02 Vacancies**

The office of a Director shall be vacated immediately if:

1. a 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;
2. a Director dies or becomes bankrupt;
3. a Director is found to be incapable of managing property by a court or under Ontario law;
4. 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 the Director's term of office; or
5. a Director has not participated in three consecutive meetings without reasonable explanation for the absences.

### **4.03 Filling Vacancies**

A vacancy on the Board shall be filled as follows:

1. a quorum of Directors may fill a vacancy among the Directors;
2. if there is not a quorum of Directors or there has been a failure to elect the minimum number of Directors set out in this by-law, 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;
3. 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.

Notwithstanding a vacancy on the Board, the remaining Directors may continue to act so long as the minimum number of Directors remains in office.

#### **4.04 Committees**

The Board may establish any committee or task force 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 or task force. The Board may dissolve any committee or task force by resolution at any time.

#### **4.05 Standing Committees**

The Standing Committees of the Board shall be the: a. Advisory Committee for the NEN; and b. Heritage and Development Committee

#### **4.06 Chairs of Committees and Task Forces**

All NECA committees and task forces should normally be chaired by a Director, and in circumstances where they are not, the Chair will agree to report to the Board as required. The President is an ex officio member of all committees and task forces.

#### **4.07 Posting**

The following shall be posted to the NECA website: a list of current NECA committees and task forces, their respective terms of reference, and the name of the respective committee Chair.

#### **4.08 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 and Committee members may be reimbursed for expenses they incur in the performance of their Directors' duties provided that the amount of any such 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 laws related to conflict of interest;

b. Directors and Committee members may be paid remuneration and reimbursed for expenses incurred in connection with services they provide to NECA 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 laws related to conflict of interest.

Where a conflict of interest exists, the Director shall make the disclosure to the NECA Board.. Except as provided by any applicable law,, no Director in a conflict of interest shall attend any part of a meeting of Directors or vote on any resolution to approve any such contract or transaction.

## **Section 5 – Board Meetings**

### **5.01 Calling of Meetings**

Meetings of the Directors may be called by President or any two Directors at any time and any place on notice as required by this by-law.

### **5.02 Regular Meetings**

The Board will meet monthly or as required during the period September–June. The Board shall 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, post it on the NECA website, and publish it in the NEN.

### **5.03 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 10.01 of this by-law to every Director not less than seven 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 member may, without notice, hold its first meeting immediately following the annual meeting of the NECA.

### **5.04 Quorum**

The quorum for a Board meeting shall be more than half of the current number of Directors.

### **5.05 Voting**

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

### **5.06 Participation by Telephone or Other Communications Facilities**

If all of the Directors of the NECA 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.

## **Section 6 – Financial**

### **6.01 Banking**

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

### **6.02 Cheques**

Any cheque written on behalf of NECA shall be signed by at least two (2) Directors. 6.03  
Financial Year

The financial year of the NECA ends on June 30 in each year, or on such other date as the Board may from time to time by resolution determine.

## **Section 7 – Officers**

### **7.01 Officers**

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

### **7.02 Office Held at Board's Discretion**

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

### **7.03 Duties of the President, Treasurer and Secretary**

The President of NECA shall preside at the Annual Meeting, at General Meetings and at monthly meetings of Directors. The President shall be responsible for the general supervision of the affairs of NECA.

The Secretary shall keep minutes of all meetings of NECA and its Board of Directors, provide notice of such meetings, and be custodian of all books, records, correspondence and other documents belonging to NECA. The Secretary shall also be responsible for distributing Minutes of Board Meetings to Board members.

The Treasurer shall be responsible for the general supervision of the financial procedures, expenditures and financial records of NECA. The Treasurer shall prepare financial reports and distribute them to the Board at least once quarterly.

Additionally, the President, Treasurer and Secretary shall perform the duties as may be required by law and as may be resolved by the Board from time to time.

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

## **Section 8 – Protection of Directors and Others**

### **8.01 Protection of Directors and Officers**

No Director, Officer or committee member of the NECA is be liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the NECA for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the NECA shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or 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 complied with the laws of Ontario and NECA's by-laws.

## **Section 9 – Members' Meetings**

### **9.01 Annual Meetings**

The Annual meeting of NECA shall be held not later than October 31 of each calendar year at a place to be decided upon by the President within the boundaries of New Edinburgh.

### **9.02 Documents**

Any Member, upon request, shall be provided, not less than 10 days before the annual meeting, with a copy of the approved financial statements and other financial information required by the By-laws. Copies of these documents will be made available at the Annual meeting.

### **9.03 Business to be Transacted**

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. election of Directors; and
- e. 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, so that such item of new business can be included in the notice of annual meeting.

#### **9.04 Special Meetings**

The Directors may call a special meeting of the Members. The Board shall convene a special meeting on written requisition, with reasons for the meeting, of not less than 25 members for any purpose connected with the affairs of the NECA, within 30 days from the date of the deposit of the requisition.

#### **9.05 Notice**

Not less than 10 and not more than 30 days written notice of any annual or special members' meeting shall be given to each Member. Notice shall be given by publishing the date, time and location of the meeting in the New Edinburgh News and on the NECA web site. Non- receipt of the New Edinburgh News by any member shall not invalidate any resolution passed or proceeding taken at the meeting. 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.

#### **9.06 Quorum**

A quorum for the transaction of business at a Members' meeting is twenty-five (25) Members entitled to vote at the meeting and present in person. If a quorum is present at the opening of a meeting of the Members, the Members present may proceed with the business of the meeting, even if a quorum is not present throughout the meeting.

#### **9.07 Voting of Members**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by law 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;
- 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 a minimum of three Members 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.

### **9.08 Adjournments**

Meetings may be adjourned with the majority consent of the Members.

### **9.09 Persons Entitled to be Present**

The only persons entitled to attend a Members' meeting are the Members, the Directors, and others who are entitled or required under any legislative provision to be present at the meeting. Any other person may be admitted only if invited with the majority consent of the Members present at the meeting.

## **Section 10 – Notices**

### **10.01 Service**

Any notice required to be sent to any Member or Director 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 NECA, or if no address is 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.

### **10.02 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.

### **10.03 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.

**Section 11 – Adoption and Amendment of By-laws and Dissolution**

**11.01 Amendments to By-laws**

The Members may amend this by-law by a majority of the votes cast at a meeting of members.

The Board may in accordance with applicable legislation amend this by-law other than a provision respecting the transfer of membership or to change the method of voting by members. Any such amendments made by the Board must be published 30 days in advance of coming into force in the NEN and on the website. Such amendments must be then ratified at the next meeting of members.

**11.02 Dissolution**

In the event of dissolution of NECA, all assets that remain, after payment of liabilities, shall be distributed to local charitable organizations as decided by the Board.

Enacted on the \_\_\_\_\_ day of \_\_\_\_\_ in the year 2015

\_\_\_\_\_

President

\_\_\_\_\_

Secretary