

QTN COMMUNITY ASSOCIATION

QUEENSWAY TERRACE NORTH COMMUNITY ASSOCIATION

Constitution

1.0 Name

The Association shall be known as the “Queensway Terrace North Community Association,” hereinafter referred to as the “QTNCA” or the “Association.”

2.0 Boundaries

The Queensway Terrace North community is bounded by:

- Carling Avenue on the north;
- Pincrest Road on the west;
- Highway 417 on the south;
- OC Transpo Transit corridor on the east.

3.0 Status of the Association

- 3.1 The Association shall be a voluntary, non-profit, and non-partisan organization.
- 3.2 Any funds raised by the Association shall be for the sole purpose of defraying expenses incurred in the pursuit of the objectives of the Association.

4.0 Objectives of the Association

- 4.1 To promote and protect the interests and quality of life of the residents of the Queensway Terrace North community;
- 4.2 To monitor current or proposed legislation and government policies and practices that affects or may affect the community;
- 4.3 To inform community residents of any matters that may have an impact on the interests and quality of life of the community;
- 4.4 To organize activities that fosters a sense of community;
- 4.5 To contribute to the general wellbeing and interests of the City of Ottawa.

5.0 Membership

- 5.1 Association membership is open to any individual who resides within the community boundary, as described in section 2.0 and shall be 18 years of age or older.

6.0 Structure of the Association

- 6.1 The business of the QTNCA shall be administered by a Board of Directors (hereinafter referred to as “the Board”), comprised of an Executive Committee consisting of a President, Vice President, Treasurer and Secretary (hereinafter



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- referred to as “the Executive”) and a maximum of ten (10) Directors at Large, for a total of fourteen (14) members maximum.
- 6.2 The Board is the sole body empowered to act for the QTNCA in all policy matters.
 - 6.3 Officers of the Board shall be elected at the Annual General Meeting in accordance with section 10. The Executive of the QTNCA shall be chosen by the members of the Board during the first Board meeting following the Annual General Meeting.
 - 6.4 If a Board office becomes vacant mid term, the Board must solicit nominations from the membership and may appoint a willing QTNCA member who has put forward their name and an expression of interest to serve until the next Annual General Meeting. Vacant positions must be filled by way of resolution at a Meeting of the Board in accordance with section 9.0.
 - 6.5 Sub-Committees may be formed, as required from time to time, at the discretion of the Board. Committee chairs will normally be members of the Board but could also be other members.
 - 6.6 The Board may appoint a member to chair committees, head projects, or represent segments of the community, e.g. streets or buildings.
 - 6.7 Attempts will be made to solicit new Board members from the community in order to provide wide representation and offer new residents the opportunity to serve in accordance with article 10.3.
 - 6.8 The office of a member of the Board shall be automatically vacated if:
 - 1) at a special general meeting, a resolution is passed by two-thirds (2/3) of the members present at the meeting that they be removed from office;
 - 2) if a member of the Board has resigned their office by delivering a written resignation to the secretary; or,
 - 3) if a member of the Board has not attended three consecutive meetings of the Board without sending regrets.
 - 6.9 All members of the Board, upon terminating their post, shall pass on to the Executive Committee, all documents, accounts, books (in paper and electronic format) and monies belonging to the QTNCA.
 - 6.10 The Board shall serve without remuneration and no member of the Board shall directly or indirectly receive any profit from their position.

7.0 Duties of the Board

7.1 Duties of the Executive

The **President** shall:

- preside at all meetings except as provided hereunder;
 - report to the membership on the activities of the Association at the Annual General Meeting (hereinafter referred to as the “AGM”) or at such times as may be prescribed by the Executive;
 - vacate the chair while introducing business or speaking to a motion or amendment;
- and



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- perform such other duties as may be prescribed by the Board;
- act as an advisor to his or her successor, in the interests of continuity.

The **Vice President** shall:

- assist and advise the President as required;
- perform the duties of the President in the absence or disability of the President; and
- perform such other duties as may be prescribed by the President or the Board.

The **Secretary** shall:

- act as the clerk of all meetings and record and file the Minutes;
- if unable to attend a meeting, make arrangements for the Minutes of the previous meeting to be available and ensure that the books are properly updated after the meeting;
- receive and record any correspondence to the Association as required;
- when requested, issue notices of meetings; and
- perform such other duties as may be prescribed by the President or the Board.

The **Treasurer** shall:

- receive and disburse funds on behalf of the Association and record all such transactions in books kept for that purpose;
- when required, issue numbered receipts for funds received and deposit the funds promptly;
- keep at least one account, and not more than three, in the name of the Association at a Canadian chartered bank or an Ontario-regulated trust company covered by the Canada Deposit Insurance Corporation Act, ensuring that chequing privileges are secured and that banking fees are minimized;
- report on the status of the Association's financial condition at each meeting of the Board;
- upon request, make available all financial records of the QTNCA to any member of the Board;
- prepare an annual financial statement for the Board and for subsequent presentation to the AGM; and
- perform such other duties as may be prescribed by the President or the Board.

7.2 Duties of Directors at Large

Directors at Large shall:

- participate fully in the business of the Board; and
- perform such duties as may be prescribed by the President or the Board.



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8.0 Meetings of the Membership

- 8.1 The Annual General Meeting and Special General Meetings shall constitute the senior policy-making authority of the QTNCA.
- 8.2 The Annual General Meeting will be held on any date between September 1 and November 30, at a place and time to be set by the incumbent Board. The agenda shall include the following:
- Presentation of activities during the previous year;
 - A financial report covering the previous fiscal year, and a proposed budget for the coming year to be voted on by the membership;
 - Discussion of activities/issues in the upcoming year;
 - Any changes to the Constitution; and,
 - Election of members of the Board.
 - Special presentations as determined by the Board.
- 8.3 Special General Meetings shall be held on an ad hoc basis, as determined by the Board.
- 8.4 Each member in attendance shall be entitled to one vote on each issue raised. Votes may be cast by proxyholder. To cast a vote by proxy, a QTNCA member must present, in writing, their proxy to the proxyholder and Secretary of QTNCA prior to the time of voting. The proxyholder is entitled to full voting rights subject to any restrictions outlined by the proxy member. Proxyholders are not required to be QTNCA members.
- 8.5 At all QTNCA General Meetings, a majority vote of members present is required for the approval of ordinary business. Proxies shall also be included in the vote.
- 8.6 Notice of the Annual General Meeting or any Special General Meeting of the QTNCA will be provided to the membership at least 7 days in advance of the meeting, in accordance with article 13.0, and posted to the QTNCA website. No errors or omissions, other than in the date, time and location, in giving such notice shall invalidate the meeting, or any decision or action taken at such meeting.
- 8.7 In the case of urgent matters, the notification of a Special General Meeting may, by exception, occur less than 7 days in advance of the meeting. In such a case, the notification to members shall be done as widely as possible; in addition, justification for the short notice shall be given to the membership at the meeting.
- 8.8 A quorum for any general meeting shall consist of a majority of the Board in office.
- 8.9 A Special General Meeting of the QTNCA shall be called by the Board upon being presented with a written request to do so, signed by at least 50 members, or at the discretion of the Board.
- 8.10 Members wishing to make presentations at the Annual General Meeting and/or Special General Meetings are encouraged to advise the Executive in advance of their intentions.
- 8.11 Minutes of the Annual General Meeting, Annual Treasurer's Report and all Special General Meetings shall be posted on the website.
- 8.12 Non-members may attend meetings as non-voting participants.



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9.0 Meetings of the Board

- 9.1 The Board shall meet on a regular basis at a time and date that are convenient for a quorum of the Board members to discuss ongoing QTNCA business.
- 9.2 Voting: Each director is authorized to exercise one (1) vote. In case of an equality of votes, the chair of the meeting shall not have a second or casting vote in addition to an original vote. No director shall vote by proxy at any meeting of the board of directors of the Association. A declaration by the chair of the meeting that a resolution has been carried and an entry to that effect in the minutes of such meeting shall be admissible in evidence as prima facie proof of the fact that such resolution was carried without the necessity of proof of the number or the proportion of votes recorded in favour of or against such resolution.
- 9.3 Telephone Participation: The directors of the Association may meet by teleconference provided that either a majority of the directors consent in writing to meeting by teleconference or meetings by teleconference have been approved by resolution passed by the board of directors at a meeting of the directors of the Association.
- 9.4 Meetings by Other Electronic Means: The directors of the Association may meet by other electronic means that permits each director to communicate adequately with each other, provided that:
 - 9.4.1 the board of directors of the Association has passed a resolution addressing the mechanics of holding such a meeting and dealing specifically with how security issues should be handled, the procedure for establishing quorum and recording votes;
 - 9.4.2 each director has equal access to the specific means of communication to be used; and
 - 9.4.3 each director has consented in writing in advance to meeting by electronic means using the specific means of communication proposed for the meeting.
- 9.5 Participation by Telephone or Electronic Means: A director participating in a meeting either by telephone or other electronic means shall be deemed for the purposes of the Act to have been present at that meeting. Written consent to meeting by teleconference or electronic means may be given before or after the meeting to which it relates or may be a "blanket" consent relating to all meetings of the board of directors of the Association and/or committees of the board of directors. A majority of the Board present can defer any motions to the Annual General Meeting or to a Special General Meeting.
- 9.6 The quorum for all meetings shall consist of 40% of the Board.
- 9.7 Meetings of the board must be made known on the QTNCA website at least 7 days in advance of the date of the meeting or within a reasonable timeframe.
- 9.8 Meetings of the board shall occur within the boundaries of QTNCA as described in section 2.0 or within a reasonable proximity.
- 9.9 Any member of the Association may attend a meeting of the Board.

10.0 Elections and Tenure of the Board

- 10.1 Election of officers to the Board shall be held during the Annual General Meeting and be conducted by resolution.
- 10.2 All terms for officers of the Board will be for a period of 2 years.



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- 10.3 The Executive shall solicit nominations for the Board at least one month before the date of the Annual General Meeting. Nominations may also be made at the Annual General Meeting, provided that the nominee is present and agrees to stand or has submitted their written consent to stand to the secretary in advance of the meeting.
- 10.4 Any Association member not elected to an available position on the Board at the AGM meeting may submit their name and an expression of interest to the President for consideration to fill positions on the Board that may become vacant during the upcoming year.

11.0 Fiscal Year

The QTNCA fiscal year shall be January 1st to December 31st.

12.0 Financial Procedures

- 12.1 All expenditures must be approved by majority vote of a quorum of the Board and documented in meeting minutes.
- 12.2 Cheques payable by the Association shall be numbered and signed by any two of the following Executive officers: the President, the Vice President or the Treasurer. The Treasurer shall normally sign and record all expenditures and deposit all funds.
- 12.3 Expenditures of the Association shall be authorized by the Board, except for minor administrative expenditures (up to \$100) related to an approved event (e.g., AGM expenses). In exceptional circumstances, an expenditure may be authorized by the signing officers who shall report the circumstances and the expenditure to the secretary and at the first Board meeting following such an expenditure for approval by the Board.
- 12.4 Approved expenditures paid by members of the Board may be reimbursed out of QTNCA funds, upon production of a receipt.
- 12.5 An annual financial statement shall be prepared by the Treasurer and presented at the AGM.

13.0 Communications Procedures

- 13.1 The Board shall make all reasonable efforts to communicate to Association members issues of relevance to the Association using communications vehicles deemed to be most effective. These vehicles may include, but are not limited to: the QTCNA website, email, social media, and print materials (flyers, posters).
- 13.2 Every effort shall be made to protect the personal information of Association members and other individuals.
- 13.3 The Board shall endeavor to use environmentally-friendly and cost-effective communication vehicles and shall use current forms of electronic communications, while ensuring that personal information is protected.



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14.0 Amendments to the Constitution

- 14.1 Amendments to the Constitution of the Association shall be voted on at the Annual General Meeting, or any Special General Meeting called for that purpose.
- 14.2 Notice of any proposed amendments shall be provided to the Association, in accordance with article 13.0, and posted to the QTNCA website at least 30 days in advance of the meeting.
- 14.3 Amendments to the Constitution require the approval of 2/3 of those members present at the meeting.

15.0 Dissolution of the Association

- 15.1 The QTNCA may be dissolved at the will of the membership or due to lack of interest.
- 15.2 A final meeting of QTNCA will be held to effectuate the dissolution.
- 15.3 Notification of intent to dissolve the QTNCA must be posted to the QTNCA website, by email distribution, and notice to the city councilor at least 30 days in advance of a meeting to dissolve the QTNCA.
- 15.4 In the event of dissolution of the QTNCA, all liquid assets which remain after payment of liabilities shall be distributed to a charitable organization as dictated by QTNCA members. The treatment of any other items will be determined during the final meeting.

16.0 Coming into Force

This Constitution came into force upon adoption by the Annual General Meeting of the QTNCA at Severn School in Ottawa, Ontario, on the 12th day of November, 2014.

