

Constitution: Vars Community Association (Vars CA) / Association Communautaire de Vars (AC Vars)

1. NAME

The organization described in this constitution is to be known as the Vars Community Association (Vars CA) / Association Communautaire de Vars (AC Vars).

2. AREA

The Association is defined as those people who wish to participate in the Association and who reside within the defined boundaries of the Village of Vars and surrounding area, as determined by the boundaries of the Vars and R.R. 3 postal routes as they may exist at any given time (the current area is described at the end of this document for reference). The head office of the association will be located in the Vars area, in the City of Ottawa, Province of Ontario.

3. PURPOSE

The purposes of the Association are to develop and foster community spirit; to promote, encourage and assist the educational, charitable and recreational endeavors of the community; to promote the development of recreational activities and facilities; to promote cultural life in the community; to hold public meetings to consider and discuss all questions affecting the interests of the community; to develop, operate and maintain a web site for the purpose of promoting communication to and between residents of the Vars area; to promote the development and implementation of a specific plan for the Vars area; to detail the history of the community; to promote the development and realization of a community hall for Vars; and to promote new services represented by needs and interests of the community; all on a non-profit, non-sectarian and non-political basis, including the recognition and promotion of the respect for the two official languages in the community.

The Association will achieve its objectives by applying for grants, soliciting contributions, representing the community's interests to the appropriate levels of government on a neutral basis, and volunteering time and skills.

The corporation shall be carried on without the purpose of gain for its members and any profits or other accretions to the corporation shall be used in promoting its objects. The corporation shall be subject to the applicable governing legislation. For the above objects, and as incidental and ancillary thereto, the Association may exercise any of the powers normally associated with a non-profit, charitable corporation, except where such power is limited by these letters patent or the statute or common law relating to charities.

4. MEMBERSHIP

A. Any individual at least 14 years of age who resides within the Vars district boundaries described above is entitled to be a member, and becomes a member simply by choosing to participate in the association's activities. Any member may withdraw by ceasing to participate or by delivering a written resignation to one of the directors. There are no membership dues.

B. Any person residing outside the Vars district boundaries described above and who supports the purpose of the Association can apply to the Executive Committee to be recognized as an Associate Member, with a right to speak at the Association's General Meetings but not to vote.

5. VOTING

A. All members are entitled to one vote in person at all of the Association's General Meetings. Proxy votes are not allowed. If duly challenged, members must be able to indicate proof of their membership status.

B. All motions will be decided by a simple majority, of fifty percent plus one of the votes cast, unless these by-laws or the applicable governing legislation provides otherwise. Any motion to be considered must be moved and seconded by a member. A tie vote will be recorded as a tie vote and the motion will be declared defeated.

C. Except for the election of the Executive Committee, voting will be by a show of hands unless a secret ballot is requested by one third of members present. Election of Executive Committee members will be by secret ballot. The Chief Election Officer for the election of Executive Committee will be chosen by the members present at the Annual General Meeting.

Voting at Executive Committee meetings

D. Only members of the Executive Committee have the right to vote at a meeting of the Committee. In the case of a tie, the motion will be declared defeated. All votes at Executive Committee meetings will normally be taken by assent or dissent. Votes will be taken by secret ballot only if demanded by any three executive committee members present, and the votes will be decided by majority vote, unless these by-laws or the applicable governing legislation provide otherwise. Members of the Executive Committee who cannot attend an Executive Committee in person are permitted to attend by telephone and express their votes by telephone, or by such other method as is agreed to by a majority of the Directors.

6. EXECUTIVE COMMITTEE

A. The affairs of the Association are to be administered by the Executive Committee (Committee), consisting of a minimum of five (5) and a maximum of seven (7) directors. If there are seven or more candidates, there will be seven directors elected, if there are six candidates, there will be six directors, and if there are five candidates, there will be five directors. Directors can be nominated and elected even if they are not personally present at the vote, so long as they have consented to the nomination in advance of the election. The director positions are to be filled by members who are at least eighteen (18) years of age and have the legal power to contract, to be elected at the Annual General Meeting. The director positions are:

1. President
2. Vice-President
3. Secretary
4. Treasurer
- 5, 6 and 7 Up to three Directors at large

The directors will serve without remuneration and no director may directly or indirectly receive any profit from his or her position. This does not preclude the director or a director's family member from selling services or goods to the Association, in accordance with the terms of this constitution, so long as the director does not participate in the decision of the Association to purchase services or goods from that director or a family member.

The directors may administer the affairs of the Association 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 do all such other acts and things as the Association is authorized by this constitution and the applicable governing legislation to do. The directors have the power to authorize expenditures on behalf of the Association from time to time as provided for by this constitution. The directors may take such steps as they consider necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objects of the Association.

Term of office

B. Term of office is for one (1) year. The Committee is to be elected at the Annual General Meeting. Only members can be elected to the Executive Committee.

Vacancies on Executive Committee

C. Should a vacancy occur on the Committee at any time and for any reason, the Committee may appoint any member of the Association to fill the position with all privileges and rights of an elected officer until the next Annual General Meeting.

D. Any member of the Committee failing to attend two (2) consecutive Executive Committee and/or General Meetings, or five meetings in a 12 month period without reasonable and proper notification to the President or the Vice-President will be deemed to have resigned her or his position.

E. Upon the written request addressed to at least two of the Directors, of at least 20 members requesting a vote to remove one or more directors, a General Meeting must be held to vote on the removal of the director(s). If three-quarters of the members present vote to remove the director(s), the director(s) will stop being a director(s). If a director is removed, a replacement director must be chosen at the same General Meeting. The General Meeting to vote on the removal request must be held within 30 days of the request being received, and notice to the community that there will be a General Meeting to vote on whether to remove the named director(s) must be provided to the community at least 10 calendar days before the General Meeting is held.

Responsibilities of the Executive Committee members

F. The President's duties are:

- Chair all the meetings of the Executive Committee, calling special meetings as required
- Provide leadership to the Executive Committee and the Association
- Represent the Executive Committee and speak on behalf of the Association at public functions and activities
- Sign documents on behalf of the Association, co-signed by at least one other director. (Cheques must be signed by the Treasurer and any one of: President, Vice-President or Secretary.)
- Ensure that the members of the Association and appropriate staff of the City of Ottawa are kept informed of the Association's activities, and ensure that working relations with the City remain amicable and productive
- Make presentations as applicable to the appropriate committees of the City of Ottawa or City Council

G. The Vice-President's duties are:

- Fulfill all the duties of the President in his or her absence
- Prepare a yearly action plan for the Association
- Ensure proper information and publicity are provided for the Association and its activities
- Fulfill additional duties as assigned by the President

H. The Secretary's duties are:

- Keep a record of the deliberations and attendance at all meetings of the general membership and of the Executive Committee
- Provide access to the above records to members upon their request, to be made available no later than at the next General Meeting
- Prepare correspondence as instructed by the President or alternate
- Ensure that minutes of the meetings are approved by the Executive Committee
- Prepare agendas for upcoming meetings, in consultation with the President or alternate
- Maintain copies of Letters Patent, Supplementary Letters Patent, By-Laws, Special Resolutions and the Corporate Seal
- Maintain a register of members who have attended meetings and directors
- Ensure that the following are posted as quickly as is reasonably possible on the community web site:

1. Constitution
2. Last year's financial statement
3. Current's year's proposed budget
4. Agendas and dates for upcoming meetings
5. Description of the decisions taken at each Executive Committee, General and Annual General meeting

I. The Treasurer's duties are:

- Deposit and keep all monies received by him or her on behalf of the Association in a double signature account(s) maintained in the name of the Association at a chartered bank or credit union.
- Record all financial transactions in the books of account(s) of the Association
- Maintain appropriate financial records and receipts
- Prepare the annual financial statement
- Provide access to previous financial statements to members, upon their request with reasonable notice
- Make all required financial transactions such as deposits, payments and other transactions in accordance with approved financial procedures

- Sign all cheques issued by the Association, co-signed by any one of: President, Vice-President or Secretary

J. Every director of the Association or other person who has undertaken or is about to undertake any liability on behalf 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: (a) all costs, charges and expenses which such director or other person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of his office or in respect of any such liability; and (b) all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

7. MEETINGS

A. The Association will have Executive Committee meetings, General Meetings, and an Annual General Meeting. All General and Executive Committee meetings must be open to all members. There must be at least six General Meetings (including the Annual General Meeting) each year. All meetings are to be held in the Vars area, City of Ottawa, Province of Ontario.

B. Written notice must be displayed in prominent places in the Community to all residents of the Vars area at least 14 days in advance of all General and Executive Committee meetings showing the place, time and main agenda item(s) for the upcoming meeting. Notice should be on the Vars.ca web site, through the Vars email network, on the sign outside Alcide Trudeau park, on the bulletin board beside the local convenience store, and on such other bulletin boards as are likely to be viewed by numerous residents. The notice requirement will be fulfilled by mailing a flyer to all homes at least 14 days in advance of the meeting (in which case, other forms of notice can occur less than 14 days before the meeting), but a flyer is not required for each meeting. Placing a notice in the "community announcements" or similar section of regional newspapers is recommended, but it is not sufficient notice. For Executive Committee meetings, the President must provide direct notice to all directors at least 10 calendar days in advance, unless this requirement is waived by a director in respect of notice to him or herself. At Executive Committee meetings, members are entitled to speak but cannot vote.

C. The President, or in his or her absence the Vice-President, will preside at all meetings.

D. The attendance of at least ten (10) persons at any General Meeting of the Association constitutes a quorum.

E. A quorum for Executive Committee meetings exists with the presence of three members of the Committee, one of whom must be either the President or Vice-President. When two (2) consecutive Executive meetings fail to produce a quorum, the President or the Vice-President may call a General Meeting to evaluate or rectify the situation.

F. An Annual General Meeting must be held during the month of September each year. If for some reason this cannot occur, the Annual General Meeting must be held no later than 15 months following the previous Annual General Meeting. It is the responsibility of the current year's Executive Committee to organize the Annual General Meeting.

G. The written advance notice for the Annual General Meeting of the Association must contain:

1. Date, Time and Place of the meeting
2. Report of the Nominating Committee (if there is one)
3. Meeting objective and/or agenda

H. The agenda of the Annual General Meeting must contain the following:

1. Confirm quorum
2. Adopt agenda
3. Approve of the minutes of the most recent General Meeting (the minutes of the most recent Executive Committee, General and Annual General Meeting are to be available for consultation at the Annual General Meeting and to any member upon their request with reasonable notice, in advance of the Annual General Meeting)

4. Summary of the Association's and Executive Committee's operations in the past year
5. Report of Auditor on the financial statement of the Association for the previous fiscal year
6. Consideration of proposed amendments to the constitution
7. Appointment of an auditor for the upcoming year (the auditor may not be a director or employee of the corporation without the consent of all members)
8. Election of Directors
9. Inauguration of the New Executive
10. Other business

I. The first General Meeting chaired by the new Executive Committee must be held no later than the end of October. At that meeting, the Executive Committee must present a calendar of at least six (6) General Meetings (including the next Annual General Meeting) and the planned Executive Committee meetings for the upcoming year, and must set out its objectives and proposed budget for the upcoming year. To the extent possible, General Meetings should be held at regular times from year to year.

J. The annual financial statement and minutes of the last Annual General Meeting will be available from the Executive Committee in advance of the meeting upon request.

K. If any of the above notice requirements are not fulfilled, the members who attend a meeting of the Association can vote to dispense with the requirement for notice on condition that (a) reasonable attempts were made to notify the community of the meeting in the circumstances; (b) any decisions made at the meeting will be explained and reviewed at the following meeting; and (c) the failure to comply with the notice requirements was not the result of bad faith to prevent some persons from attending.

8. FUNDS

A. The Association's fiscal year will be from September 1 through August 31.

B. The Executive Committee's financial responsibilities are to:

1. Keep proper records of the Association's revenues and disbursements in accordance with accepted business accounting practices and to prepare an annual report and financial statement for the membership
2. Preserve all accounts and records of the Association for seven years
3. Maintain insurance for whichever activities and liabilities are considered essential for the financial security of the Association
4. In the event the Association decides to become a registered charity, to appoint an auditor and file the required financial statements in order to maintain the status of a charity.

C. Any expenditure exceeding \$500 must be proposed and approved in advance at a General Meeting. A quorum vote of the Executive Committee is required on all disbursements of \$500 or less.

D. Payment of all expenditures is to be made by cheque. All cheques must be signed by the Treasurer and any one of the following: President, Vice-President, or Secretary.

E. The Association is not permitted to accumulate any debt.

F. In the event of dissolution of the Association, the remaining funds will be donated to one or more qualified donees as defined under the provisions of the Income Tax Act (registered charitable organizations in Canada), preferably with similar purposes, as chosen by the Executive Committee.

9. AMENDMENTS TO THE CONSTITUTION

A. Notice of all proposed amendments to the constitution of the Association must be given in writing to the Executive Committee.

B. The Executive Committee must notify all members of the Association in writing of amendments proposed by members at least one week prior to the next General Meeting.

C. No additional amendments will be accepted at any meeting. However, revisions to published amendments will be allowed at any meeting.

D. Amendments to the constitution will be passed by a majority of members present at the General Meeting for which prior notice of the proposed amendments had been published, unless these by-laws or

the applicable governing legislation provides otherwise. A two-thirds majority is required to change the clause concerning the number of directors or to change the head office away from the Vars area.

E. The Executive Committee has the discretion to hold any proposed constitutional amendment until the next Annual General Meeting.

F. Any amendment to the constitution takes effect immediately upon adoption, unless there is a requirement in law for the amendment to be approved by the government agency responsible for corporations or registered charities, in which case the amendment takes effect after the required approval has been obtained

10. OFFICIAL LANGUAGES, NON-DISCRIMINATION, POLITICAL ENDORSEMENT

A. As a volunteer organization, the Association must make every effort to serve the community in both official languages. The Constitution must be kept in both official languages.

B. In dealing with the public and conducting internal business, the Association will refrain from discrimination based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, marital status, same-sex partnership status, family status or disability.

C. The Association as a body, will not endorse any candidate for any elected office or any political party or association.

To summarize: the calendar for the Association, according to the above provisions, is a fiscal year ending August 31, an Annual General Meeting at which the new Executive Committee is to be elected in September, and the first General Meeting of the new Executive Committee in October, at which time the new Executive Committee will present a proposed budget and a calendar of Association meetings for the upcoming year to be approved by the members.

Boundaries of Vars and R.R.3 postal delivery (as of July 2002):

Village of Vars delivery route: Rockdale Road to St-Guillaume Road to St-Pierre Road to Route 200 to St-Guillaume Road to Burton Road to McVagh Road to Devine Road to Boundary Road to Russell Road to Rockdale Road

R.R.3 delivery route:

Birchgrove Road (4401-4982)
Carol Todd Drive
Clayton Road
Colonial Road (1949-2473)
Devine Road
Dunning Road (from 3636)
Forced Road
Garlandside Road Golf Course Road
Heuvelmans Road
Indian Creek Road (3823-3841) Langlade Road
Magladry Road (2083-3799)
McNeely Road
Panda Lane Rockdale Road (4762-5016)
Ruissellet Road
Russland Road
Sarsfield Road (4155-5074)
Watson Road (2589-2836)
Whispering Willow Road

155(2) *Canada Corporations Act*

(a) conditions of membership, including societies or companies becoming members of the corporation;
(b) mode of holding meetings, provision for quorum, rights of voting and of enacting by-laws;

- (c) mode of repealing or amending by-laws with special provision that the repeal or amendment of by-laws not embodied in the letters patent shall not be enforced or acted upon until the approval of the Minister has been obtained;
- (d) appointment and removal of directors, trustees, committees and officers, and their respective powers and remuneration;
- (e) audit of accounts and appointment of auditors;
- (f) whether or how members may withdraw from the corporation; and
- (g) custody of the corporate seal and certifying of documents issued by the corporation.