



CentreTown Citizens Ottawa  
Corporation Bylaw No. 4



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# Centretown Citizens Ottawa Corporation Bylaws

## By-law No. 4

A by-law relating generally to the transaction of the business and affairs of CENTRETOWN CITIZENS OTTAWA CORPORATION BE IT ENACTED as a by-law of the Corporation as follows:

### PART 1- GENERAL

1. **Definitions.** In this By-law No. 4, unless the context otherwise specifies or requires, the following terms shall have the following meanings:
  - a. "**Act**" means the *Not-for-Profit Corporations Act, 2010* (Ontario) and, where the context requires, includes the regulations made under it, as amended or re-enacted from time to time.
  - b. "**Articles**" means the articles and any supplementary articles of the Corporation.
  - c. "**Board**" means the board of directors of the Corporation.
  - d. "**Business Day**" means any day, except Saturdays, Sundays, and federal and provincial public holidays.
  - e. "**By-laws**" means this By-law No. 4 (including any schedules to this by-law) and all other by-laws of the Corporation as amended and which are, from time to time, in force and effect.
  - f. "**Chair**" means the chair of the Board.
  - g. "**Corporation**" means the corporation that has passed these By-laws under the Act or that is deemed to have passed these By-laws under the Act.
  - h. "**Director**" or "**Directors**" means any one or more persons, respectively, who from time to time have been duly elected by the Members to serve on the Board.
    - i. For clarity, nowhere in this or any other by-laws of the Corporation does the word "Director" refer to a director of an operational or functional department of the Corporation.
    - i. "**Lifetime Member**" means any Member who has made exceptional contributions to the Corporation and has been designated as a Lifetime Member by the Corporation at an annual meeting in accordance with applicable Policies.



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- j. **“Member”** or **“Members”** means any one or more persons, respectively, who have been admitted to membership of the Corporation in accordance with the By-laws.
- k. **“Non-Resident”** means an individual who does not reside in an accommodation of the Corporation.
- l. **“Officer”** or **“Officers”** means any one or more persons, respectively, who have been appointed as officers of the Corporation in accordance with the By-laws.
- m. **“Policies”** means the rules or policies adopted by the Board from time to time.
- n. **“Record Date”** means any date the Directors may fix for determining the Members:
  - i. entitled to receive notice of and vote at a meeting of the Members;
  - ii. entitled to participate in a liquidation distribution; and/or
  - iii. for any other purpose.
- o. **“Resident”** means an individual who resides in an accommodation of the Corporation.
- p. **“Special Resolution”** means a resolution that:
  - i. is submitted to a special meeting of the Members of a corporation duly called for the purpose of considering the resolution and passed at the meeting, with or without amendment, by at least two-thirds of the votes cast, or
  - ii. consented to by each Member of the corporation entitled to vote at a meeting of the Members of the corporation.

### 2 INTERPRETATION

In the interpretation of these By-laws, words in the singular include the plural and vice- versa, words in one gender include all genders, and **“person”** includes an individual, body corporate, partnership, trust and unincorporated organization. Other than as specified above, words and expressions defined in the Act have the same meanings when used in these By-laws.

### 3 SEVERABILITY AND PRECEDENCE

The invalidity or unenforceability of any provision of these By-laws shall not affect the validity or enforceability of the remaining provisions of these By-laws. If any of the provisions contained in the By- laws are inconsistent with those contained in the Articles or the Act, the provisions contained in the Articles or the Act, as the case may be, shall prevail.



#### **4. PREVIOUS BY-LAWS**

All previous by-laws of the Corporation are repealed as of the coming into force of these By-laws. The repeal shall not affect the previous operation of any by-laws so repealed or affect the validity of any act done or right, privilege, obligation or liability acquired or incurred under, or the validity of any contract or agreement made pursuant to, or the validity of any articles or predecessor charter documents of the Corporation obtained pursuant to, any such by-laws before its repeal. All Directors, Officers and persons acting under any by-laws so repealed shall continue to act as if appointed under the provisions of these By-laws, and all resolutions of the Members or the Board or a committee of the Board with continuing effect passed under any repealed by-laws shall continue to be good and valid except to the extent inconsistent with these By-laws and until amended or repealed.

#### **5. AMENDMENTS TO THE BY-LAWS AND ARTICLES OF INCORPORATION**

Except with respect to provisions of the By-laws that are embodied in the Articles of the Corporation, and other matters referred to in Section 103(1) of the Act that require approval by a Special Resolution of the Members, the By-laws may be repealed or amended by the Board in accordance with this Section. Any such repeal or amendment shall be effective from the date of the resolution of the Board until the next meeting of the Members where it may be confirmed, rejected, amended or repealed by the Members by ordinary resolution. If the repeal or amendment is confirmed or confirmed as amended by the Members, it remains effective in the form in which it was confirmed. The repeal or amendment of the By-laws ceases to have effect if it is not submitted to the Members at the next meeting of Members or if it is rejected by the Members at the meeting.

### **PART 2- FINANCIAL AND RELATED MATTERS**

#### **6. FINANCIAL YEAR END**

The financial year of the Corporation shall end on December 31<sup>st</sup> or on such other date as the Board may determine from time to time.

#### **7. BANKING ARRANGEMENTS**

The banking business of the Corporation shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Canada or elsewhere as the Board may designate, appoint or authorize from time to time by resolution. The banking business or any part of it shall be transacted by one or more Officers and/or other persons as the Board may by resolution from time to time designate, direct or authorize.

#### **8. EXECUTION OF DOCUMENTS**

Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two (2) Officers or Directors. In addition,



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the Board may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed. Any signing officer may certify a copy of any instrument, resolution, by-law or other document of the Corporation to be a true copy thereof.

### 9. BORROWING POWERS

The Board may, without authorization of the Members:

- a) borrow money on the credit of the Corporation;
- b) issue, reissue, sell or pledge debt obligations of the Corporation, but for greater certainty, no invitation shall be extended to the public to subscribe for any such debt obligation without the membership's prior approval of a Special Resolution authorizing the Board to do so;
- c) give a guarantee on behalf of the Corporation for the sole purpose of securing performance of an obligation of another corporation in relation to the development or construction of affordable housing in the City of Ottawa; and
- d) mortgage, pledge or otherwise create a security interest in all or any property of the Corporation, owned or subsequently acquired, to secure any obligation of the Corporation.

### 10. BOOKS AND RECORDS

The Board shall see that all necessary books, records and accounts of the Corporation required by the By-laws or by any applicable statute or law are regularly and properly kept.

## PART 3- MEMBERS

### 11. ELIGIBILITY FOR MEMBERSHIP

- a) There shall be one class of Members in the Corporation. Subject to Subsection 12(b) of these By-laws, individuals are eligible for membership if they:
  - i. reside in the City of Ottawa and adjacent counties, the City of Gatineau or the Outaouais region;
  - ii. agree to abide by the Membership Policy as set out in Schedule 1 of these By-laws (in these By-laws, the "**Membership Policy**") and the Code of Conduct for Members & Board Directors (in these By-laws, the "**Code of Conduct**"), as amended from time to time;
  - iii. agree to act in the best interests of the Corporation and in furtherance of its stated vision, mission and values as amended by the Corporation from time to time; and



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- iv. if applicable, pay any membership fee established by the Board under Section 17 of these By-laws.
- b) Notwithstanding Subsection 11(a)(i), any Member who has been granted a Lifetime Membership by the Board shall be exempt from the residency requirement.

### 12. APPLICATION AND APPROVAL PROCESS

- a) New membership applications (in these By-laws, the “**Applications**”) by membership applicants (in these By-laws, the “**Applicants**”) must be submitted to the Corporation by the annual deadline established by the Board.
  - i. The Board may only extend the annual deadline for nominees seeking election to the Board who are not yet Members of the Corporation.
  - ii. The Board may approve an off-cycle Application following the annual meeting only if necessary to appoint a Director to fill a vacancy on the Board before the next annual meeting.
- b) The Board shall approve or deny any such Application(s) prior to the record date, if any, in accordance with the Membership Policy.
  - i. Per Section 13 of these By-laws and the Membership Policy, the Board shall retain the discretion to restrict membership privileges described in Section 16 of these By-laws to ensure it complies with its obligations under all applicable laws, including the Occupational Health and Safety Act, 1990.
- c) The Corporation shall notify all Applicants of the approval or denial of their Application within ten (10) Business Days of the Board’s decision.
  - i. If any Application is denied, the Corporation shall ensure the notification to the affected Applicant provides written reasons for the denial and information about the review process as set out in Section 13 of these By-laws.

### 13. DENIAL OF MEMBERSHIP & RIGHT TO REVIEW

- a) Any Board decision to deny an Application shall be done in good faith and in a fair and reasonable manner.
- b) Any Applicant whose Application is denied may request a review of the Board’s decision within thirty (30) days of being notified of that decision.
- c) Within fourteen (14) days of receiving the Applicant’s request, the Corporation shall appoint an independent mediator or conflict resolution practitioner (in these By-laws, the “**Reviewer**”) to review the Board’s decision and the decision-making process.



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- d) The Applicant shall be entitled to make written or oral submissions opposing the Board's decision to the Reviewer not later than fourteen (14) days following the Reviewer's appointment by the Corporation.
  - i. The Reviewer retains the discretion to provide a further extension of a maximum of fourteen (14) days for the Applicant to make written or oral submissions.
  - ii. The Reviewer shall ensure procedural fairness, equity, and/or make reasonable accommodations to facilitate the Member's participation in the review process.
- e) Upon the conclusion of the review process, the Reviewer shall provide a written assessment of the reasonableness of the Board's decision. The Reviewer may advise the Board to re-consider the Applicant's Application in light of any new information or other relevant factors.
- f) All details pertaining to a denial of membership and any related review process shall be kept confidential in order to protect the Applicant's privacy and confidentiality.

### **14. TERM AND ANNUAL CONFIRMATION OF MEMBERSHIP**

- a) Memberships are issued for an indeterminate term.
- b) Members shall annually confirm in writing:
  - i. their intention to remain a Member of the Corporation;
  - ii. with the exception of Lifetime Members, that they continue to reside within the City of Ottawa, any county that is adjacent to the City of Ottawa, the City of Gatineau or the Outaouais region;
  - iii. their ongoing commitment to act in the best interests of the Corporation and in furtherance of its stated vision, mission and values as amended by the Corporation from time to time; and
  - iv. their commitment to adhere to the Membership Policy and the Code of Conduct, as amended from time to time.
- c) With the exception of Lifetime Members, any Member who does not confirm their commitment to the conditions described in Subsection 14(b) by the annual deadline established by the Board shall be removed from the register of Members and lose all membership rights and privileges. Any such Member who seeks to be reinstated shall be required to submit a new Application.





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- d) Lifetime Members who do not provide confirmation by the annual deadline shall continue to receive all Member communications and to receive notice of all Member meetings, and shall be permitted to submit said confirmation to the Corporation before or at any meeting of the Members at which they intend to participate.

### 15. RIGHTS OF MEMBERS

- a) Each Member shall be entitled to receive notice of, attend, speak, participate and vote at all meetings of Members and each Member shall be entitled to one (1) vote at such meetings.
- b) Each Member shall be entitled to make Proposals in accordance with Section 27 of these By-laws and the Membership Policy.

### 16. PRIVILEGES OF MEMBERSHIP

- a) All Members who are in good standing with the Corporation enjoy the following privileges of membership:
  - i. the ability to join, participate in, and vote at meetings of the Advisory Committees (as defined in Section 74 of these By-laws) in accordance with terms of reference established by the Board;
  - ii. being eligible for nomination and election to the Board;
  - iii. being eligible for nomination and election to act as President of the Board; and
  - iv. being invited to and participating in the Corporation's events.
- b) The Board retains the discretion to suspend, modify or remove any or all membership privileges for any Member in violation of the Membership Policy, the Code of Conduct, and/or applicable Policies.

### 17. MEMBERSHIP FEES

Membership in the Corporation shall be subject to the payment of such membership fees as the Board may determine from time to time.

### 18. TRANSFER AND TERMINATION OF MEMBERSHIP

Membership in the Corporation is not transferable, and is terminated when:

- a) the Member dies;
- b) the Member's membership ceases in accordance with these By-laws;
- c) the Member resigns by delivering a written resignation to the Corporation; or
- d) the Corporation is liquidated or dissolved under the Act.



**19. DISCIPLINE AND TERMINATION OF MEMBERSHIP FOR CAUSE**

- a) Upon thirty (30) days or more written notice to a Member, the Board may pass a resolution authorizing disciplinary action or termination of a Member's Membership for violating any provision of the Articles, By-laws, or Policies including, but not limited to, the Membership Policy and the Code of Conduct, through the following procedure:
  - i. The Board shall provide a minimum of thirty (30) days' written notice to a Member of its intention to authorize disciplinary action or termination of Membership. The notice shall set out the reasons for the disciplinary action or termination of Membership.
  - ii. The Member receiving the notice shall be entitled to give the Board a written or oral submission opposing the disciplinary action or termination not less than five (5) days before the end of the notice period.
  - iii. The Board shall consider the submission of the Member before making a final decision regarding disciplinary action or termination of Membership, and shall communicate its decision in writing to the Member within ten (10) days of the date of the decision.
- b) The Board may modify the procedure prescribed in Subsection 19(a) of these By-laws if necessary to ensure procedural fairness, equity, and/or to make reasonable accommodations to facilitate the Member's participation in the process.
- c) All disciplinary action or expulsion of a Member shall be done in good faith and in a fair and reasonable manner.
- d) For certainty, nothing in this Section 19 or Section 20 of these By-laws shall be interpreted to restrict the Corporation's discretion to take interim, immediate and reasonable measures to:
  - i. safeguard the Corporation's Director(s), Member(s), tenant(s), resident(s), employee(s) and volunteer(s) from violence, threats of violence, and harassment in the workplace;
  - ii. prevent and/or mitigate the risk of theft, fraud, and/or the commission of other illegal acts in the workplace and/or on premises that are owned or managed by the Corporation; and
  - iii. prevent and/or mitigate the risk of any serious harm to the Corporation, and/or to its Director(s), Member(s), tenant(s), resident(s), employee(s) and volunteer(s).



**20. REVIEW OF DISCIPLINARY ACTION OR TERMINATION OF MEMBERSHIP**

- a) Any Board decision to discipline or terminate a Member shall be done in good faith and in a fair and reasonable manner.
- b) Any Member who is disciplined or terminated (in this Section 20, the “Disciplined/Terminated Applicant”) by the Board may request a review of the Board’s decision within thirty (30) days of being notified of that decision.
- c) Within fourteen (14) days of receiving a Disciplined/Terminated Applicant’s request for review, the Corporation shall appoint a Reviewer to review the Board’s decision and the decision-making process.
- d) The Disciplined/Terminated Applicant shall be entitled to make written or oral submissions opposing the Board’s decision to the Reviewer not later than fourteen (14) days following the Reviewer’s appointment by the Corporation.
  - i. The Reviewer retains the discretion to provide a further extension of a maximum of fourteen (14) days for the Disciplined/Terminated Applicant to make written or oral submissions.
  - ii. The Reviewer shall ensure procedural fairness, equity, and/or make reasonable accommodations to facilitate the Disciplined/Terminated Applicant’s participation in the review process.
- e) Upon the conclusion of the review process, the Reviewer shall provide a written assessment of the reasonableness of the Board’s decision. The Reviewer may advise the Board to re-consider the disciplinary action or termination in light of any new information or other relevant factors.
- f) All details pertaining to discipline or termination of a Disciplined/Terminated Applicant and any related review process shall be kept confidential to protect the Disciplined/Terminated Applicant’s privacy and confidentiality.

**PART 4- MEMBERS’ MEETINGS**

**21. ANNUAL MEETING**

- a) The Corporation shall hold an annual meeting of its Members not later than fifteen (15) months after the holding of the last preceding annual meeting, and not later than six (6) months after the end of the immediately preceding fiscal year.
- b) The annual meeting shall be held on a day fixed by the Board.



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- c) The annual meeting shall be held:
  - i. by in-person attendance at a place in Ottawa;
  - ii. entirely by one or more telephonic or electronic means; or
  - iii. by any combination of in-person attendance and one or more telephone or electronic means, as determined by the Board from time to time.
- d) Upon request, any Member shall be provided not less than five (5) Business Days before the annual meeting, with a copy of the approved financial statements, auditor's report or review engagement report and other financial information required by the By-laws or Articles.
- e) The business transacted at the annual meeting shall include:
  - i. receipt of the agenda;
  - ii. receipt of the annual report of the Corporation's activities during the most recently completed fiscal year;
  - iii. consideration of the minutes of the previous annual meeting and any subsequent special meetings;
  - iv. consideration of the financial statements;
  - v. report of the auditor or person who has been appointed to conduct a review engagement;
  - vi. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
  - vii. vi. election of Directors; and
  - viii. vi. 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 the annual meeting unless a Member's proposal has been given to the Secretary prior to the giving of notice of the annual meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

### **22. NOTICE OF MEMBERS' MEETINGS**

- a) Notice of the time and place of a Members' meeting shall be given in accordance with Section 76 of these By-laws:
  - i. to each Director;
  - ii. to each Member entitled to receive notice; and



- iii. to the Corporation's auditor or the person appointed to conduct a review engagement of the Corporation, not less than ten (10) days and not more than fifty (50) days prior to the meeting.
- b) Notice of a Members' meeting at which special business is to be transacted must:
  - i. state the nature of that business in sufficient detail to permit a Member to form a reasoned judgment on the business;
  - ii. state the text of any Special Resolution to be submitted to the meeting; and
  - iii. conform to the format as set out in Schedule 2 of these By-laws.

### **23. QUORUM AT MEMBERS MEETINGS**

Twenty (20) Members present at the meeting shall constitute a quorum. If a quorum of Members is present at the start of a meeting of the Members, the Members present may proceed with the meeting, even if quorum is not maintained throughout the meeting.

### **24. VOTING AT MEMBERS' MEETINGS**

Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-laws provided that:

- a) each Member present shall be entitled to one (1) vote on each matter at any meeting;
- b) election of Directors and the President shall be by secret ballot;
- c) votes on all other matters shall be taken by a show of hands among all Members present; and
- d) the Chair of the meeting, if a Member, shall have a vote.

### **25. DIRECTORS CALLING SPECIAL MEETING**

The Directors may, at any time, call a special meeting of the Members.

### **26. MEMBERS CALLING SPECIAL MEETING**

The Members may, at any time, submit a written requisition of special meeting signed by at least ten percent (10%) of the Members. The requisition must state the business to be transacted at the meeting and must be sent to each Director and to the registered office of the Corporation. The Board shall call a special meeting within twenty-one (21) days of receiving the requisition unless:

- a) the requisition has been received more than twenty-one (21) days before the annual record date, if any, for determining the Members who are entitled to receive notice of all Members' meetings;



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- b) the Directors have already called a meeting of the Members and have given notice of the meeting in accordance with these By-laws;
- c) the business of the meeting as stated in the requisition includes a matter described in Subsection 27(d) of these By-laws.

### 27. MEMBER PROPOSALS

- a) Any Member entitled to vote at an annual meeting may, but is not required to, give the Corporation notice of any matter (in this Section 27, a “**Proposal**”) that the Member proposes to raise at the meeting.
- b) the Corporation shall include the Proposal in the notice of meeting unless one or more of the exceptions in Subsection 27(d) of these By-laws apply. Upon request of the Member who submitted the Proposal (in this Section 27, the “**Proposing Member**”), the Corporation shall also include in the notice of meeting the Proposing Member’s name, address and statement of support for the Proposal. The statement of support shall not exceed 500 words and characters.
- c) A Proposal may include nominations for the election of Directors if it is signed by not less than 5 percent (5%) of the Members entitled to vote at the meeting at which the Proposal is to be presented.
- d) the Corporation is not required to include a Proposal and/or the Proposing Member’s statement of support in the notice of the meeting at which the Member intends to raise the Proposal if:
  - i. the Proposal is not submitted to the Corporation at least sixty (60) days before the date of the meeting in accordance with the procedure authorized by the Board from time to time;
  - ii. it clearly appears that the primary purpose of the Proposal is to enforce a personal claim or redress a personal grievance against the Corporation or its Directors, Officers, Members or debt obligation holders;
  - iii. it clearly appears that the Proposal does not relate in a significant way to the activities or affairs of the Corporation;
  - iv. not more than two (2) years before the receipt of the Proposal: 1) the Proposing Member failed to attend and/or present at a previous meeting of the Members a prior Proposal that the Corporation had included in the notice of that previous meeting at the Member’s request; or 2) substantially the same Proposal was considered and defeated by the Members at a duly held meeting of the Members; or



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- v. the rights conferred by this Section are being abused to secure publicity.
- e) If a Proposing Member fails to attend the meeting at which their Proposal is to be considered by the Membership, the Members shall not be required to further consider or vote on the Proposal at that meeting.
- f) The Proposing Member shall pay any cost of including the Proposal and any statement in the notice of the meeting at which it is to be presented, unless the By-laws or an ordinary resolution of the Members present at the meeting provide otherwise.

### **28. PERSONS ENTITLED TO BE PRESENT AT MEMBERS' MEETINGS**

The only persons entitled to be present at a meeting of Members shall be those entitled to vote at the meeting, the Directors and the auditor of the Corporation, the Executive Director, senior management, and such other persons who are entitled or required under any provision of the Act, Articles or By-laws of the Corporation to be present at the meeting. Any other person may be admitted only on the invitation of the Chair of the meeting or by an ordinary resolution of the Members.

### **29. CHAIR OF MEMBERS' MEETINGS**

- a) In the event the President, the Chair (if the Board has appointed a Director other than the President as Chair) and the Vice-President are absent, the Members who are present and entitled to vote at the meeting shall choose one of their number to chair the meeting.
- b) The President and/or the Chair (if the Board has appointed a Director other than the President as Chair) may preside over the annual meeting with an honorary co-chair from the community.

### **30. RESOLUTIONS IN WRITING**

A resolution in writing, signed by all the Members entitled to vote on that resolution at a Members' meeting, shall be as valid as if it had been passed at an annual meeting or a special meeting, unless a written statement is submitted to the Corporation by a Director or by the auditor of the Corporation in relation to their resignation, removal or replacement, or as otherwise provided in the Act. A copy of every such resolution in writing shall be kept with the minutes of meetings of Members.



## **PART 5- DIRECTORS**

### **31. COMPOSITION OF THE BOARD**

- a) The Board shall consist of 14 Directors.
- b) At minimum, three (3) Director positions shall be held by Residents and three (3) Director positions shall be held by Non-Residents. The remaining eight (8) positions may be held by Residents or Non-Residents.

### **32. DIRECTOR QUALIFICATIONS**

Each Director shall:

- a) be at least 18 years old;
- b) be a Member of the Corporation;
- c) not have been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property;
- d) not have been found to be incapable by any court in Canada or elsewhere;
- e) not have the status of bankrupt; and
- f) not be a paid employee or a paid contractor, consultant, advisor, or any other person who is paid by the Corporation for services rendered to the Corporation.

### **33. DUTY TO DISCLOSE**

- a) Every nominee for election to the Board shall confirm they meet the qualifications in Section 32 prior to accepting a nomination.
- b) Every Director who becomes disqualified under Section 32 while in office shall immediately disclose such fact to the Board and submit their resignation. The resulting vacancy may be filled in the manner prescribed in Section 40.

### **34. ELECTION AND TERM OF OFFICE**

- a) Each Director shall be elected by the Members at each annual meeting where an election is required.
- b) Each Director shall be elected for a term of three (3) years.
- c) Each Director shall be eligible for re-election, except that no individual shall serve as a Director for more than three (3) consecutive terms.
- d) A Director who has served three (3) consecutive terms may seek nomination and re-election to the Board if at least twelve (12) months have elapsed since the expiry of their third consecutive term in office.





### **35. DIRECTOR NOMINATIONS AND ELECTION PROCESS**

The Board shall establish a Nominations & Board Development Committee, whose duties shall include the oversight and execution of the Director nominations and the election process. The Nominations & Board Development Committee shall:

- a) issue a call for nominations at least ninety (90) days prior to the annual meeting, including a statement of the number of Directors to be elected or re-elected; and
- b) at least ten (10) days prior to the annual meeting, provide in writing the following information to the Members:
  - i. the list of candidates proposed for election to the Board;
  - ii. a profile of each candidate; and
  - iii. voting means (including but not limited to telephonic, in person, and/or virtual) as
  - iv. determined by motion of the Board.

Notwithstanding the foregoing, any Member in good standing may nominate one (1) or more candidates for election to the Board at the annual meeting, provided the candidate(s) meet the qualification criteria as set out in Section 32 of these By-laws.

### **36. CONSENT TO SERVE AS DIRECTOR**

An individual elected or appointed to hold office as a Director shall consent in writing to such election or appointment before or within ten (10) days after the election or appointment unless such Director has been re-elected or reappointed where there is no break in the Director's term of office. If an elected or appointed Director consents in writing after the ten (10) day period referred to in this Section, the election or appointment is valid.

### **37. END OF TERM OF OFFICE**

A retiring Director shall remain in office until the dissolution or adjournment of the meeting at which their successor is elected.

### **38. VACANCIES**

The office of a Director shall be vacated immediately if the Director:

- a) resigns by written notice to the Corporation, which resignation shall be effective at the time it is received by the Corporation or at the time specified in the notice, whichever is later;
- b) dies or becomes bankrupt;



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- c) is found under the *Substitute Decisions Act*, 1992 or under the *Mental Health Act* to be incapable of managing property;
- d) is found to be incapable by any court in Canada or elsewhere; or
- e) is absent from three (3) consecutive Board meetings or three (3) consecutive meetings of a Board Committee or Advisory Committee without leave or adequate excuse.

### **39. REMOVAL OF DIRECTORS**

The Members may, by ordinary resolution, remove a Director before the expiration of the Director's term of office.

### **40. FILLING VACANCIES**

Subject to the requirements under Subsection 31(b) of these By-laws, a vacancy on the Board shall be filled as follows, and the Director appointed or elected to fill the vacancy holds office for the remainder of the unexpired term of the Director's predecessor:

- a) if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by ordinary resolution;
- b) if the vacancy occurs for any of the reasons described in Section 38 of these By-laws, a quorum of Directors may fill the vacancy; and
- c) if there is not a quorum of Directors or there has been a failure to elect the number or minimum number of Directors set out in the Articles, the Directors shall, without delay, call a special meeting of Members to fill the vacancy by ordinary resolution and, if they fail to call such a meeting or if there are no Directors in office, such special meeting may be called by any Member.

### **41. POLICIES**

The Board may, from time to time, make such Policies as it may deem necessary or desirable in connection with the management of the Corporation's activities and affairs and the conduct of the Directors, Officers and Members, provided however that any such Policy shall be consistent with the provision of the Act and the By-laws.

### **42. REMUNERATION OF DIRECTORS**

The Directors of the Corporation shall serve as such without remuneration. Directors shall, however, be entitled to receive reimbursement for reasonable expenses incurred in carrying out their duties on behalf of the Corporation.



## **PART 6- BOARD MEETINGS**

### **43. CALLING OF MEETINGS**

Meetings of the Board may be called by the President, Chair, Vice-President, Secretary, Treasurer or on direction in writing of any two (2) Directors at any time and any place on notice as required by these By- laws.

### **44. PARTICIPATION AT MEETING BY TELEPHONE OR ELECTRONIC MEANS**

If all the Directors have consented, a Board meeting or a meeting of a committee of Directors may be held by such telephonic or electronic means that permit all persons participating in the meeting to communicate adequately with each other during the meeting, and a Director participating in the meeting by those means is deemed to be present at the meeting.

### **45. REGULAR MEETINGS**

The Board may 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, and no other notice shall be required for any such meetings unless required by the Act.

### **46. NOTICE OF MEETING**

Meetings of the Board may be held at any time and place to be determined by the Directors provided that five (5) days' notice of such meeting shall be sent in writing or by electronic means to each Director. No formal notice shall be necessary if all Directors are present at the meeting or waive notice thereof in writing.

### **47. NO ALTERNATE DIRECTORS**

No person shall act for an absent Director at a meeting of the Board. A Director shall not be entitled to vote by proxy.

### **48. QUORUM**

A majority of the Directors in office at the time the meeting is held constitutes a quorum at any meeting of the Board. Provided a quorum of Directors be present, each newly elected Board may, without notice, hold its first meeting immediately following the meeting of Members at which such board is elected.

### **49. VOTING AT MEETINGS OF THE BOARD**

Each Director has one (1) vote on each motion. Questions arising at any Board meeting shall be decided by a majority of votes. In case of an equality of votes, the Chair shall have a second vote or casting vote.



#### **50. DISSENT AT MEETING**

Subject to the Act, a Director who is present at a Board meeting or a meeting of a committee of Directors is deemed to have consented to any resolution passed or action taken at the meeting unless:

- a) the Director's dissent is entered in the minutes of the meeting;
- b) the Director requests that their dissent be entered in the minutes of the meeting;
- c) the Director gives their dissent to the Secretary of the meeting before the meeting is terminated; or
- d) the Director submits their dissent immediately after the meeting is terminated to the Corporation; provided that a Director who votes for or consents to a resolution may not subsequently dissent.

#### **51. MEETING ADJOURNMENT**

- a) If within one-half ( $\frac{1}{2}$ ) hour after the time appointed for a Board meeting a quorum is not present, the meeting shall stand adjourned until a day to be determined by the meeting chair.
  - i) The meeting chair shall ensure all Directors are notified of any Directors' meeting at which quorum was not present and of the new time and place for a meeting to dispose of the matters that were to be considered at that meeting.
- b) Notice of a meeting that continues an adjourned meeting of Directors for any reason other than failure to meet quorum is not required to be given if the time and place of the continued meeting is announced at the meeting that is adjourned.

#### **52. DISSENT OF ABSENT DIRECTOR**

A Director who was not present at a meeting at which a resolution was passed or action taken is deemed to have consented to the resolution or action unless, within seven (7) days after becoming aware of the resolution, the Director:

- a) causes a dissent to be placed within the minutes of the meeting; or
- b) submits their dissent to the Corporation.

#### **53. RESOLUTIONS IN WRITING**

A resolution in writing, signed by all the Directors entitled to vote on that resolution at a Board meeting, shall be as valid as if it had been passed at a Board meeting. A copy of every such resolution in writing shall be kept with the minutes of the proceedings of the Board or committee of Directors.



## PART 7- OFFICERS

### **54. OFFICERS**

The Officers of the Corporation shall be a President, Chair, Vice-President, Secretary, and Treasurer. The office of Chair may be held by the same person who is elected President by the Members and be known as the President & Chair, but the Board shall retain discretion to appoint any Director to the office of Chair of the Corporation. 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 and agents as it deems necessary, and who shall have such authority and shall perform such duties as the Board may prescribe from time to time.

### **55. ELECTION & APPOINTMENT OF OFFICERS**

- a) The President shall be elected by the Members at each annual meeting and shall serve as President until the annual meeting following their election.
  - i. An individual is eligible to hold the office of President only if they have completed at least two (2) years of their first term on the Board and continue to meet the qualification criteria set out in Section 32 of these By-laws.
  - ii. In the event there are no candidates for President that have served at least two (2) years on the Board, the Members may elect any Director to the office of President.
- b) The Chair, Vice-President, Secretary and Treasurer shall be appointed from amongst the Directors at the first meeting of the Board following each annual meeting of Members.

### **56. DISCIPLINE & REMOVAL FROM OFFICE**

- a) The Board shall have the power to discipline or expel an Officer from their position in office in the following circumstances:
  - i. the Officer violates any provision of the Articles, By-laws or Policies;
  - ii. the Officer carries out any conduct which may be detrimental to the Corporation as determined by the Board in its sole discretion;
  - iii. the Officer demonstrates a serious failure to uphold the Corporation's
  - iv. purpose, values and mission;
  - v. the Officer fails to act in the best interests of the Corporation;
  - vi. the Officer commits fraud or misappropriates the Corporation's funds; or
  - vii. the Officer repeatedly fails to carry out their duties as described in the



applicable schedule to these By-laws without providing an adequate explanation to the Board.

- b) All disciplinary action or expulsion of an Officer by the Board shall be done in good faith, in a fair and reasonable manner, and in consideration of the best interests of the Corporation.
- c) In the event a disciplinary or expulsion action is taken against an Officer, the Officer shall be given at least fifteen (15) days' notice of said disciplinary action or termination, with reasons, and be given an opportunity to be heard by the Board, orally or in writing, not less than five (5) days before the disciplinary action or termination of membership becomes effective.
- d) The provisions of this Section 56 of these By-laws are in addition to any Policies adopted by the Board from time to time.

#### **57. TERM OF OFFICE**

The President, Chair, Vice-President, Secretary and Treasurer shall remain in office until their successors are elected or appointed. Any other Officers of the Corporation shall hold office for such terms as the Board may fix.

#### **58. DUTIES OF PRESIDENT**

The President shall preside at Board meetings and Members meetings, and shall perform the duties in Schedule 3 and such other duties as may be required by law or as the Board may determine from time to time.

#### **59. DUTIES OF CHAIR**

The Chair shall facilitate discussion at Board meetings and Members meetings, and shall perform the duties in Schedule 4 and such other duties as may be required by law or as the Board may determine from time to time.

#### **60. DUTIES OF VICE-PRESIDENT**

In addition to acting as the President and/or the Chair as required, the Vice-President shall perform the duties in Schedule 5 and such other duties as may be required by law or as the Board may determine from time to time.

#### **61. DUTIES OF SECRETARY**

The Secretary shall perform the duties described in Schedule 6 and such other duties as may be required by law or as the Board may determine from time to time.

#### **62. DUTIES OF TREASURER**

The Treasurer shall perform the duties in Schedule 7 and such other duties as may be required by law or as the Board may determine from time to time.



## **PART 8- DUTIES OF DIRECTORS AND OFFICERS**

### **63. DUTY TO MANAGE OR SUPERVISE MANAGEMENT**

Subject to the Act and the Articles, the Board shall manage or supervise the management of the activities and affairs of the Corporation.

### **64. FIDUCIARY DUTY**

Every Director and Officer in exercising their powers and discharging their duties to the corporation shall,

- a) act honestly and in good faith with a view to the best interests of the corporation;  
and
- b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

### **65. CONFIDENTIALITY & PRIVACY**

Each Director and Officer shall keep strictly confidential all matters coming to their notice or attention as Directors and Officer which are of a confidential or private nature, including personal information about individual Members, tenants, employees, other Directors and Officers, and information relating to the business of the Corporation.

### **66. CONFLICT OF INTEREST**

A Director or Officer who,

- a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation; or
- b) is a Director or an 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 disclose the nature and extent of their interest in accordance with the Act and as required by the Policies. Except as permitted 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.

### **67. DIRECTORS AND OFFICERS LIABILITY EXCLUSION**

Absent the failure to act honestly and in good faith in the performance of the duties of office, and save as may be otherwise provided in any legislation or law, no present or past Director or Officer of the Corporation shall be personally liable for any loss or damage or expense to the Corporation arising out of the acts (including willful, negligent or accidental conduct), receipts, neglects, omissions or defaults of such Director or Officer or of any other Director or Officer or employee, servant, agent, volunteer or independent contractor arising from any of the following:



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- a) insufficiency or deficiency of title to any property acquired by the Corporation or for or on behalf of the Corporation;
- b) insufficiency or deficiency of any security in or upon which any of the monies of or belonging to the Corporation shall be placed out or invested;
- c) loss or damage arising from the bankruptcy or insolvency of any person, firm or corporation including any person, firm or corporation with whom or which any monies, securities or effects shall be lodged or deposited;
- d) loss, conversion, misapplication or misappropriation of or any damage resulting from any dealings with monies, securities or other assets belonging to the Corporation;
- e) loss, damage or misfortune whatever which may occur in the execution of the duties of the Director's or Officer's respective office or trust or in relation there to; and
- f) loss or damage arising from any willful act, assault, act of negligence, breach of fiduciary or other duty or failure to render aid of any sort.

### **68. INDEMNIFICATION OF DIRECTORS AND OFFICERS**

The Corporation shall indemnify a Director or Officer of the Corporation, a former Director or Officer of the Corporation or an individual who acts or acted at the Corporation's request as a Director or Officer, or in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other action or proceeding in which the individual is involved because of that association with the Corporation or other entity.

### **69. ADVANCE OF COSTS**

The Corporation shall advance moneys to a Director, Officer or other individual referred to in Section 68 for the costs, charges and expenses of an action or proceeding referred to in that Section, but the individual shall repay the moneys if the individual does not fulfil the conditions of Section 70.

### **70. LIMITATION**

The Corporation shall not indemnify an individual under Section 68 of these By-laws unless,

- a) the individual acted honestly and in good faith with a view to the best interests of the Corporation or other entity, as the case may be; and
- b) if the matter is a criminal or administrative proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that their conduct was lawful.





### **71. DERIVATIVE ACTIONS**

The Corporation shall, with the approval of the court, indemnify an individual referred to in Section 68 or advance moneys under Section 69, in respect of an action by or on behalf of the Corporation or other entity to obtain a judgment in its favor to which the individual is made a party because of the individual's association with the Corporation or other entity as described in Section 68 against all costs, charges and expenses reasonably incurred by the individual in connection with such action, if the individual fulfils the conditions set out in Section 70.

### **72. INSURANCE**

The Corporation shall purchase and maintain insurance for the benefit of an individual referred to in Section 68 against any liability incurred by the individual,

- a) in the individual's capacity as a Director or Officer of the Corporation; or
- b) in the individual's capacity as a Director or Officer, or a similar capacity, of another entity,
- c) if the individual acts or acted in that capacity at the Corporation's request.
- d) The insurance shall address coverage limits in amounts per occurrence with an aggregate maximum limit as deemed appropriate by the Board and shall include property and public liability insurance, Directors' and Officer insurance; and other such insurance as the Board sees fit.

## **PART 9- COMMITTEES**

### **73. BOARD COMMITTEES**

- a) The Board shall establish and maintain an Executive Committee and a Finance & Audit Committee.
  - i. The Finance & Audit Committee must have at least one Director, and must not be formed with a majority of Officers or employees of the Corporation.
- b) The Board may establish additional Board Committees as follows:
  - i. The Board may appoint from their number one or more Committees that it deems necessary for the execution of the Board's responsibilities.
  - ii. The Board may delegate to such Board Committee any of the powers of the Directors except those powers set out in the Act that are not permitted to be delegated.
  - iii. The Board shall determine the composition and terms of reference for any such Board Committee. The Board may dissolve any such Board Committee by resolution at any time.



#### **74. ADVISORY COMMITTEES**

The Board may also establish advisory committees (in this Section 74, “**Advisory Committees**”) which include participants who are not Directors, provided that all such Advisory Committees:

- a) shall be chaired by a Director; and
- b) shall not possess or exercise any of the powers of the Board.

The Board shall determine the composition and terms of reference for any such Advisory Committee. The Board may dissolve any such Advisory Committee by resolution at any time.

#### **75. RIGHT TO ATTEND MEETINGS**

Officers shall be entitled to attend meetings of all Board Committees and Advisory Committees at their discretion.

### **PART 10- NOTICES**

#### **76. METHOD OF GIVING NOTICE**

- a) Whenever under the provisions of the By-laws notice is required to be given, unless otherwise provided such notice may be given in writing and delivered or sent by prepaid mail, by personal delivery or by electronic means to:
  - i. each Director at their latest address as shown in the Corporation’s records or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current;
  - ii. to each Member, officer, or committee member at their latest address as shown in the Corporation’s records; or
  - iii. to the Corporation’s auditor or the person appointed to conduct a review engagement of the Corporation at its business address.

A notice so delivered shall be deemed to have been received when it is delivered personally or to the address as aforesaid; a notice so mailed shall be deemed to have been received on the fifth (5th) day after it was deposited in a post office or public letter box, or as otherwise prescribed by the Act; and a notice so sent by any electronic means shall be deemed to have been sent and received in the manner and at the time specified in the *Electronic Commerce Act, 2000* (Ontario).

- b) The Secretary may change or cause to be changed the recorded address of any Member, Director, officer, auditor or committee member in accordance with any information believed by them to be reliable.



## **77. COMPUTATION OF TIME**

In computing the date or time when notice must be given under any provision requiring a specified number of days' notice of any meeting or other event, the date of giving the notice shall be excluded.

## **78. OMISSIONS AND ERRORS**

The accidental omission to give any notice to any Member, Director, Officer, committee member or the auditor of the Corporation or the non-receipt of any notice by any Member, Director, Officer, committee member or the auditor of the Corporation or any error in any notice not affecting the substance thereof shall not invalidate any action taken at any meeting held pursuant to such notice or otherwise founded thereon.

## **79. WAIVER OF NOTICE**

Any Member, Director, Officer, committee member, or the Corporation's auditor may, in writing, waive or consent to abridge the time for giving any notice required to be given to them or it under any provision of the Act, the Articles or By-laws, and such waiver or consent to abridgment, whether given before or after the meeting or other event of which notice is required to be given, shall cure any default in giving such notice. Attendance and participation at a meeting constitutes waiver of notice unless such attendance is for the express purpose of objecting to the transaction of any business on the grounds the meeting was not lawfully called.

## **80. COMING INTO FORCE & TRANSITIONAL MEASURES**

- a) These By-laws shall come into force on July 31st, 2024.
- b) As a transitional measure, at the annual meeting for the year 2024, the Board may propose a one (1) year extension for a maximum of up to five (5) Directors whose terms are set to expire at that annual meeting for the year 2024. All Directors who are subsequently elected or re-elected to the Board shall be elected for three (3) year terms.

*[Signature page follows]*



**Centretown Citizens Ottawa Corporation ByLaws**

**CERTIFIED** to be the By-law No. 4 of the Corporation effective as of July 31, 2024, as enacted by the Board by resolution dated **March 27<sup>th</sup> 2024** and confirmed by the Members by resolution dated **April 17<sup>th</sup>, 2024**.

Per: \_\_\_\_\_

Name:

Title:

I have Authority to bind the Corporation.

Per: \_\_\_\_\_

Name:

Title:

I have Authority to bind the Corporation.



## SCHEDULE 1: MEMBERSHIP POLICY

### PURPOSE AND APPLICATION OF THIS POLICY

The Corporation's Membership is vital to its success in creating, maintaining, and promoting housing for low- and moderate- income households. Members make a difference in many ways: from asking questions, sharing diverse perspectives and exercising their vote at Members' meetings, to volunteering with Advisory Committees.

The purpose of this policy is to establish the terms and conditions of membership. In particular, this policy is intended to:

- clarify processes for obtaining and maintaining membership;
- support Members to understand their rights;
- establish clear and consistent expectations with respect to Member conduct; and
- ensure any alleged misconduct is handled through fair, open and transparent processes.

### ELIGIBILITY AND APPLICATION FOR MEMBERSHIP

Individuals who satisfy the eligibility criteria in Section 11 of these By-laws and wish to become a Member of the Corporation shall submit an Application by the annual deadline established by the Board.

All Applications received by this date will be reviewed per process as set out in Section 12 of these By- laws. Valid assessment criteria include:

- the completeness of the Application;
- if applicable, any prior misconduct on the part of the Applicant as a Member, Director, Officer, employee or volunteer of the Corporation that has been reported, documented and investigated in accordance with the Policies;
- any information in the public domain, including information about the Applicant's occupation or employment, that raises significant concerns about:
  - conflicts of interest and/or conflicting loyalties on the part of the Applicant;
  - the sincerity of the Applicant's commitment to act in the best interests of the Corporation and in furtherance of the stated vision, mission and values, as amended from time to time by the Corporation;
  - the sincerity of the Applicant's commitment to abide by this Membership Policy, the Code of Conduct and all applicable Policies.



With respect to Applications by current or former tenants or residents in accommodations owned or managed by the Corporation:

- Subject to the following exception, under no circumstances shall any personal information about the Applicant's tenancy or residency in such accommodations be considered to determine the Applicant's eligibility for a membership.
- On an exceptional basis, the Board may consider any historical or ongoing acts of bullying, harassment or violence on the part of the Applicant that have been or are being reported, documented and investigated in accordance with the Policies.

### TERM & ANNUAL CONFIRMATION OF MEMBERSHIP

Memberships do not have an expiration date. Members are required to annually confirm they wish to remain a Member of the Corporation and that they continue to meet the eligibility criteria.

The Corporation will initiate the annual confirmation process by email. Members will be required to respond by a specific deadline to maintain their membership. With the exception of Lifetime Members:

- The Corporation shall terminate any Member who does not respond by this deadline.
- Any such individual who subsequently wishes to reinstate their membership shall be required to submit a new Application.

Lifetime Members who do not provide confirmation by the annual deadline shall continue to receive all Member communications and to receive notice of all Member meetings. If a Lifetime Member subsequently wishes to participate in any meeting of the Members, the Lifetime Member shall be permitted to confirm their continued eligibility for membership per Section 11 of these By-laws before or at any meeting of the Members.

### RIGHTS OF MEMBERS

Members have the right to:

- Obtain free copies of the Articles and By-laws, the minutes of Members' meetings, meeting minutes of any committee of Members, Member resolutions, a list of Directors and Officers;
- View and obtain the list of Members for a reasonable fee, including Member names and contact information, so long as they agree in writing that they will only use this information:
  - To influence how Members vote;



- To requisition a Members' meeting; or
- For any other matter relating to the affairs of the Corporation;
- receive notice of, attend, ask questions and vote at Members' meetings;
- bring forth proposals for consideration at Members' meetings;
- nominate, elect and remove Directors;
- appoint the Corporation's auditor; and
- requisition a Members' meeting with the support of at least 10% of the Membership.

### PROTECTING MEMBER SAFETY AND PRIVACY

To respect and, to the maximum extent possible, protect each Member's right to privacy, the Corporation shall:

- obtain every Member's informed express consent to collect, use, and store their personal information for specific purposes;
- notify every Member of the circumstances in which the Corporation is required by law to disclose their personal information to third-parties, including other Members, and obtain their express consent to such disclosure; and
- advise Members they may use their residential address, a business address or the Corporation's registered address as their address for service for the purposes of meeting the requirements of the Act and the regulations there under.

Where the third-party request is from a Member seeking the names and contact information of other Members, the Corporation shall:

- limit the personal information that is disclosed only to what is essential to facilitate the requesting Member's ability to contact other Members, and only for purposes that are permitted by the Act;
- ensure the requesting Member completes the statutory declaration required by the Act, which must include:
  - the requesting member's name and address;
  - a statement by the requesting Member that the list of Members or any information that is obtained from the register of Members will not be used except:



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- To influence how Members vote;
- To requisition a Members' meeting; or
- For any other matter relating to the affairs of the Corporation.

### MEMBER PROPOSALS

To support orderly, efficient and productive deliberations of the Membership, all Members are strongly encouraged to provide advance notice to the Corporation of any matter they propose to raise at an upcoming Members' meeting. the Corporation shall facilitate this process as follows:

- 1) the Corporation shall issue an annual call for proposals at least ninety (90) days before the annual meeting.
- 2) The Management Committee, consisting of the Executive Director and Departmental Directors, shall review any proposals that are received at least sixty (60) days before the annual meeting to develop recommendations for the Board. Members are strongly encouraged to review Section 27 of these By-laws as they formulate their proposals.
- 3) With respect to each proposal under consideration, the Management Committee shall either recommend:
  - a) the proposal be included in the notice of the annual meeting; or
  - b) the proposal be addressed through another mechanism if any of the exceptions in Subsection 27(d) of these By-laws apply.
- 4) The Management Committee shall present its recommendations to the Board for the Board's review and final decision.

### STANDARDS OF CONDUCT & APPLICABLE POLICIES

Members shall abide by the Code of Conduct while participating in Member's meetings, committee meetings and other the Corporation events. Members shall also abide by the Code of Conduct in all interactions with others who are part of the Corporation's community, including (but not limited to) other Members, Directors, the Executive Director, Departmental Directors, staff and volunteers.

In addition to the Code of Conduct, Members shall review and adhere to all applicable Policies.

### DISCIPLINE & TERMINATION OF MEMBERSHIP

Per Section 19 of these By-laws, the Board may initiate proceedings to discipline and/or terminate a Member who violates the Code of Conduct and applicable Policies.





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The Board shall provide a minimum of thirty (30) days' written notice to the Member whose membership is under review, and allow the Member to provide a written or verbal response not less than five (5) days before the end of the notice period.

The Board may otherwise modify the procedure as required to ensure procedural fairness, equity, and/or make reasonable accommodations to facilitate the Member's participation in the process.

In deciding the matter, the Board shall demonstrate a commitment to progressive discipline and consider the feasibility of options other than termination, including but not limited to:

- restricting the Member's participation in committee work;
- restricting the Member's participation in community events;
- restricting the Member's access to the Corporation's premises; and/or
- temporary suspension of Membership.

If such other options would not be adequate to prevent serious harm to other individuals at the Corporation (e.g., Member(s), Director(s), employees, committee volunteers, etc.) or to the Corporation as an organization, the Board may terminate the Member. The Board shall communicate its decision and reasons in writing to the Member within ten (10) Business Days. For greater certainty, it is always within the Corporation's discretion to take interim, immediate and reasonable measures to:

- safeguard the Corporation's Director(s), Member(s), tenant(s), resident(s), employee(s) and volunteer(s) from violence, threats of violence, and harassment in the workplace;
- prevent and/or mitigate the risk of theft, fraud, and/or the commission of other illegal acts in the workplace and/or on premises that are owned or managed by the Corporation; and
- prevent and/or mitigate the risk of any serious harm to the Corporation, and/or to its Director(s), Member(s), tenant(s), resident(s), employee(s) and volunteer(s).

### INDEPENDENT REVIEW OF BOARD DECISIONS

Sections 13 and 20 of these By-laws enable the review of any Board decision to deny an Application, or to discipline or terminate a Member. Upon receiving a request from an Applicant or a Member for a review of any such Board decision, the Corporation shall appoint a qualified mediator or conflict resolution specialist to conduct an independent review (the "**Reviewer**"). In selecting and appointing an appropriate individual to this role, the Corporation shall consider:

- formal education, training and credentials;



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- experience providing such services in not-for-profit and community settings;
- the Reviewer's demonstrated commitment to anti-racist and anti-oppressive values, and demonstrated experience applying such values to mediation and/or dispute resolution
- processes; and any history and prior involvement in the Corporation's governance, management and/or operations that could undermine the prospective Reviewer's actual or perceived impartiality in reviewing the Board's decision.



## SCHEDULE 2: NOTICE OF SPECIAL MEETING

A Notice of Special Meeting shall include the following:

- the date, time and place of the meeting;
- the reason for the special meeting;
- the text of any special resolution that will be considered by the Members;
- a list of supporting documents to inform deliberations at the special meeting, and weblinks to these documents; and instructions to obtain hardcopies of the supporting documents for any Member(s) who do not have adequate internet access or require special accommodations due to a disability.



## **SCHEDULE 3: DUTIES OF THE PRESIDENT**

### **OVERVIEW OF THE ROLE**

The specific duties of the President fall into three general areas of responsibility:

- Ensuring Board integrity and effectiveness;
- Representation and relationship-building; and
- Supervising and supporting the Executive Director.

### **ENSURING BOARD INTEGRITY & EFFECTIVENESS**

The President ensures the Board meets its obligations and governs the Corporation in accordance with the Board Terms of Reference, the Code of Conduct and Policies, collaborating with the Chair of the Board (if that office is held by another Director) on all such matters.

The President also oversees Board effectiveness by ensuring:

- the Board has an annual workplan;
- the Board is attuned to the expectations, needs, interests, perspectives, etc., of tenants/residents, the Membership, funding and community partners, etc.;
- the Board supports and participates in strategic planning initiatives;
- ongoing performance measurement and reporting to the Board and key stakeholders;
- individual Board Directors and the whole Board have access to relevant, timely and current orientation and training opportunities; and
- a Board succession plan is in place.

### **REPRESENTATION & RELATIONSHIP-BUILDING**

The President is the official spokesperson for the Board on all matters, representing the Board at meetings, events and dealings with key stakeholders, as required. They also work alongside the Executive Director to jointly represent the Corporation to external stakeholders and the broader community as appropriate. In doing so, the President must always be mindful to embody the Corporation's values and to abide by applicable the Policies.

Informal efforts to build and maintain positive relationships is also an important aspect of this role. The President should strive to achieve open rapport and dialogue with all other Board Directors, the Executive Director, Departmental Directors and the Membership. They should also periodically check-in with their Board colleagues, especially those who are new to the Board and the organization.



### SUPPORTING THE EXECUTIVE DIRECTOR

Supporting the Executive Director is a key responsibility of this position. The President sets the tone for a positive working relationship with the Executive Director based on openness and trust, keeping in mind the Corporation's governance model and the boundary between governance and operations. In so doing, the President takes the lead on the following:

- an annual goal-setting process to ensure the Executive Director has a workplan that aligns with the strategic plan;
- monitoring the Executive Director's progress towards annual goals;
- leading the Executive Director's annual performance review process;
- supporting the Executive Director to create a professional development plan, and ensuring they are able to participate in professional development activities;
- clearly communicating the Board's expectations, and managing the Executive Director's performance in accordance with applicable the Policies; and
- being readily available to the Executive Director to discuss unanticipated organizational needs, priorities and developments.



## SCHEDULE 4: DUTIES OF THE CHAIR

### OVERVIEW OF THE ROLE

The Chair of the Board holds primary responsibility for:

- supporting and reinforcing the Corporation's governance model;
- planning and coordinating meetings of the Board, Membership and Executive Committee to support the Corporation's strategic priorities and ensure it fulfills all legal obligations under the Act and other legislation;
- chairing meetings of the Board, Membership and Executive Committee in an inclusive, anti-oppressive, productive and efficient manner.

If the office of the President is held by another Board Director, the Chair must by necessity work closely with the President. Furthermore, the President may request the Chair's support on certain matters from time to time.

### SUPPORTING & REINFORCING THE GOVERNANCE MODEL

The Chair plays a key role in supporting and reinforcing the Corporation's governance model by ensuring:

- they are familiar with and understand the governance model as reflected in the Articles, By-laws, governance and Policies, the terms of reference for the Board and all committees, etc.;
- all meetings of the Board, Members and the Executive Committee respect the boundary between governance and operations;
- committees are adequately supported and supervised by the Board; and
- periodic reviews, evaluation and updates (as required) of the Corporation's By-laws, governance structures, Policies and processes.

### PLANNING & COORDINATION

The Chair supports the President to develop an annual workplan for the Board, and ensures Board and Member meetings support the Corporation to meet its legal obligations and address strategic priorities in a timely manner over the course of the fiscal year.

The Chair also collaborates with the Executive Director and the Executive Committee to develop the agenda for Board and Members meetings, and consults with other committee chairs regarding committee business that must also be included. In doing so, the Chair strives to



ensure meeting agendas are realistic and manageable within the time that is available for the discussion and decision-making.

### CHAIRING MEETINGS

The Chair sets the tone of the discussion at Board, Member and Executive Committee meetings, and pays special attention to creating safe(r) spaces for every participant. They strive to facilitate all meetings in accordance with the Corporation's values, especially with respect to anti-racism and anti-oppression. Specifically, the Chair:

- ensures meetings are conducted according to applicable legislation, the By-laws, Policies and codes of conduct, terms of reference and rules of order (if any);
- encourages input from all participants by ensuring respectful dialogue and providing an opportunity for everyone to be heard;
- takes steps to control disruptive or dominant participants if necessary to ensure everyone has an opportunity to be heard before a decision is taken; and
- to the maximum extent possible, facilitates discussion to achieve consensus.

For clarity, in co-facilitating the annual meeting alongside an honorary guest from the broader community, the Chair retains primary responsibility for ensuring meetings are conducted in accordance with these expectations.



## SCHEDULE 5: DUTIES OF THE VICE-PRESIDENT

### OVERVIEW OF THE ROLE

The Vice-President's primary responsibilities are to:

- become familiar with and to support the President and the Chair with the duties of those offices, and to assume these duties as necessary in the absence of the President and/or Chair;
- sit on and be an active participant in the Executive Committee; and
- chair either the Governance Committee or the Nominations & Board Development Committee.

### ASSISTING AND SUPPORTING THE PRESIDENT AND THE CHAIR

The Vice-President builds their understanding of the roles of the President and the Chair by:

- ensuring they are familiar with the Corporation's By-laws, Policies, and rules of procedure;
- shadowing the President and the Chair at meetings of the Board, Members' and Executive Committee;
- Shadowing the President during the annual goal setting and performance review process for the Executive Director; and
- Identifying and engaging in additional training/development activities that are specific to their needs.

The Vice-President builds and maintains readiness to step in to the role of President and/or Chair by :

- Regularly attending Board and committee meetings (especially meetings of the Executive committee);
- Attending meetings with the Executive Director, and lending support to the Executive Director as required;
- Developing a positive rapport and working relationship with the Executive Director;
- Developing a positive rapport and work relationships with other Board Directors, Department Directors, and the Membership; and
- Whenever possible, attending meetings and events with internal and external stakeholders to support the President in representing the Board and the Corporation.

More generally, the Vice-President plays a key role in ensuring the President and the Chair have a manageable workload. To that end, the Vice-President proactively offers their assistance to the President and the Chair, and is also responsive to requests for support. Specific duties will vary depending on the needs of the President, the Chair, and the organization from time to time.





## COMMITTEE WORK

In addition to being an active participant at meetings of the Executive Committee, the Vice-President leads the work of either the Governance Committee or the Nominations & Board Development Committee. In chairing either of these committees, the Vice-Chair sets the tone of the discussion, and pays special attention to creating safe(r) spaces for every participant. They strive to facilitate all meetings in accordance with the Corporation's values, especially with respect to anti-racism and anti-oppression.

With respect to the Executive Committee, the Vice-President:

- provides input into the development of the agenda, background material, etc., upon request by the President and the Chair;
- participates actively in the discussion; and
- leads meetings in the absence of the President and the Chair.

With respect to either the Governance Committee or the Nominations & Board Development Committee, the Vice-President:

- consults and collaborates with the Executive Committee and management as required to set meeting agendas;
- ensures meetings are conducted according to applicable legislation, the By-laws, Policies and codes of conduct, terms of reference and rules of order (if any);
- encourages input from all participants by ensuring respectful dialogue and providing an opportunity for everyone to be heard;
- takes steps to control disruptive or dominant participants if necessary to ensure everyone has an opportunity to be heard before a decision is taken; and
- to the maximum extent possible, facilitates discussion to achieve consensus.



## SCHEDULE 6: DUTIES OF THE SECRETARY

### OVERVIEW OF THE ROLE

The Secretary's primary responsibilities are to:

- ensure minutes of Board meetings are accurately captured and retained;
- ensure all necessary corporate filings are made in a timely manner to provincial and federal regulators;
- sit on the Executive Committee; and
- chair either the Governance Committee or the Nominations & Board Development Committee.

### MEETING MINUTES & CORPORATE FILINGS

The Secretary ensures that Board meeting minutes:

- conform to the applicable Policies;
- are approved by the Board on a timely basis;
- are stored securely and regularly backed up;
- are readily available to the Board; and
- are accessible to third parties in accordance with the law and the Policies.

If a staff member takes the minutes of a Board Meeting, the Secretary shall review the draft minutes before they are circulated to the Board for review and approval. The Secretary also maintains a calendar of corporate filing deadlines, and ensures they know and understand all changes in corporate information that are required to be filed with provincial and federal regulators. The Secretary confirms with the Executive Director that all such changes are being made in a timely manner as required.

### COMMITTEE WORK

In addition to being an active participant at meetings of the Executive Committee, the Secretary leads the work of either the Governance Committee or the Nominations & Board Development Committee. In chairing either committee, the Secretary sets the tone of the discussion, and pays special attention to creating safe(r) spaces for every participant. They strive to facilitate all meetings in accordance with the Corporation's values, especially with respect to anti-racism and anti-oppression. With respect to the Executive Committee, the Secretary:

- provides input into the development of the agenda, background material, etc., upon request by the President and the Chair;
- participates actively in the discussion; and
- assists with taking minutes as required.



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With respect to either the Governance Committee or the Nominations & Board Development Committee, the Secretary:

- consults and collaborates with the Executive Committee and management as required to set meeting agendas;
- ensures meetings are conducted according to applicable legislation, the By-laws, Policies and codes of conduct, terms of reference and rules of order (if any);
- encourages input from all participants by ensuring respectful dialogue and providing an opportunity for everyone to be heard;
- takes steps to control disruptive or dominant participants if necessary to ensure everyone has an opportunity to be heard before a decision is taken; and
- to the maximum extent possible, facilitates discussion to achieve consensus.



## **SCHEDULE 7: DUTIES OF THE TREASURER**

### **OVERVIEW OF THE ROLE**

The Treasurer monitors the Corporation's financial health and oversees and manages its financial affairs in collaboration with the Executive Director and the Departmental Director in charge of Finance. As Chair of the Finance & Audit Committee, the Treasurer's responsibilities span the following areas:

- presenting annual budgets and quarterly financial reports to the Board;
- ensuring the development of financial and risk management strategies and plans;
- overseeing the development of financial/investment Policies, and ensuring compliance;
- maintaining working knowledge of the Corporation's funding agreements and the requirements there under;
- sit on the executive committee; and
- supporting and participating in the annual audit process.

### **BUDGETING & REPORTING**

The Treasurer works with the Executive Director and Director of Finance to develop annual budgets that align with the Corporation's strategic goals and support sustainable daily operations. To ensure the annual budget is realistic, the Treasurer plays a challenge function to clarify underlying assumptions and business/operational plans, and to identify areas of financial risk. The Treasurer also leads the timely presentation of a draft budget for Board input, followed by a final draft for Board review and approval.

In providing quarterly financial reports, the Treasurer collaborates with senior management to explain budget variances, highlight unexpected developments, and discuss go-forward impacts on financial projections. The Treasurer also ensures the Board is apprised of any potential for an unanticipated deficit, the related impact on the Corporation's overall financial position and on longer-term risks to the organization, if any.

### **FINANCIAL STRATEGY & PLANNING**

Alongside the Executive Director and Director of Finance, the Treasurer is responsible for:

- ensuring systems are in place to monitor and evaluate the Corporation's financial health over the short, medium and long terms;
- overseeing the development and implementation of financial strategies and plans to support the Corporation's strategic plan, effectively manage financial risk, diversify revenues and support the organization's long-term viability; and



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- improving the Corporation's resilience through the development of disaster recovery/business continuity plans, and ensuring the Corporation has adequate financial reserves and contingency funds to manage unanticipated but necessary expenses.

### POLICIES, CONTROLS & COMPLIANCE

The Treasurer collaborates with the Chair of the Governance Committee, the Executive Director and the Director of Finance to develop financial/investment Policies and controls, and ensures these are reviewed and updated at regular intervals (or more frequently, if required).

The Treasurer also monitors compliance with internal Policies and controls, as well as applicable legal and regulatory requirements. This includes playing an active role in procedures that call for the Treasurer's support, such as reviewing/approving expenses and authorizing payments over prescribed thresholds, and ensuring timely payroll remittances and the filing of annual taxes, etc. If there is any suspected or actual misuse of funds or fraud, the Treasurer is responsible to take any immediate action necessary to limit/mitigate financial losses and other risks to the Corporation, notify the Executive Committee and/or the Board and advise on next steps.

### FUNDING AGREEMENTS

The Treasurer maintains a strong working knowledge of all of the Corporation's funding agreements and ensures the Board is kept apprised of the Corporation's obligations to its funders. The Treasurer also collaborates with senior management to monitor the health of the Corporation's funding relationships, ensure all funding reports are submitted on a timely basis, and engages with funders as required on behalf of the Board.

### AUDIT

The Treasurer oversees the annual audit to ensure the timely presentation of draft financial statements to the Board before the annual meeting. Throughout the process, the Treasurer is available and responsive to any inquiries from the auditor and requests for assistance from senior management.

In addition, the Treasurer ensures the auditor is aware of all meetings of the Finance & Audit Committee, and that the auditor is able to attend and be heard at any such meeting in accordance with the Act.

The Treasurer reviews the auditor's remuneration on an annual basis and ensures the procurement of audit services complies with all of the Corporation's applicable Policies and legal requirements.