

BY-LAWS OF THE



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BY-LAWS OF THE DOVERCOURT RECREATION ASSOCIATION

The following are the By-laws of Dovercourt Recreation Association, hereinafter referred to as the "Association".

A. DEFINITIONS

In this By-law, unless the context otherwise specifies or requires:

"Act" means the *Not-for-Profit Corporations Act, 2010* (ONCA) as from time to time amended and every statute that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the Act shall be read as references to the substituted provisions therefore in the new statute or statutes;

"Board" means the board of directors of the Association and "Director" means a member of the Board;

"By-law" means any By-law of the Association from time to time in force and effect;

"Dovercourt Catchment" means an area within the City of Ottawa that is bounded by Parkdale Avenue to the east, Carling Avenue from Parkdale to Kirkwood and the Queensway from Kirkwood to the Western Parkway in the south, the Western Parkway in the west and the Ottawa River to the north;

"Articles" means any Dovercourt Recreation Association constituting documents, as set out under the ONCA;

"Regulations" means the regulations made under the Act as from time to time amended and every regulation that may be substituted therefor and, in the case of such substitution, any references in the By-laws of the Association to provisions of the regulations shall be read as references to the substituted provisions therefor in the new regulations; and

"Special resolution" means a resolution passed by the directors and confirmed with or without variation by at least two-thirds of the votes cast at a general meeting of the members of the Association duly called for that purpose, or, in lieu of such confirmation, by the consent in writing of all the members entitled to vote at such meeting.

B. SEAL

1. The seal of the Association, if any, may be approved by resolution of the Board.

C. CONDITIONS OF MEMBERSHIP

1. Membership in the Association shall be available to all persons
 - a. nineteen (19) years of age or older;
 - b. who reside within the Dovercourt Catchment; and
 - c. whose application for admission as a member has received the approval of the Board.
2. A membership in the Corporation is not transferable and automatically terminates if the Member resigns or such membership is otherwise terminated in accordance with the Act.
3. Membership fees, whether annual or otherwise, may be established from time to time by the Board. Only a member who has paid his or her membership fees in full shall be considered in good standing and eligible to vote at any meeting of members.
4. The Executive Director of the Association shall be responsible for maintaining a register of the members.
5. Any member may withdraw from the Association by delivering to the attention of the Executive Director or any member of the Executive Committee a written form of resignation.
6. A member shall cease to be a member of the Association if:
 - a. a resolution terminating his or her membership is passed by seventy-five percent (75%) of the members present at a general meeting of members; or
 - b. Upon 15 days' written notice to a Member, the Board passes a motion to terminate his or her membership based on credible information that the member
 - may constitute a threat to participants at DRA or to the good governance or good reputation of the Association; or
 - maintains a membership in an organization known to promote hate, racism, violence or other similar issues contrary to the values of DRA, or participates in activities of this nature.

The notice shall set out the reasons for the disciplinary action or termination of membership. The Member receiving the notice shall be entitled to give the Board a written submission opposing the disciplinary action or termination not less than 5 days before the end of the 15-day period. The Board shall consider the written submission of the Member before making a final decision regarding disciplinary action or termination of membership.

D. BOARD OF DIRECTORS

1. Mandate

- a. The past President of the Board may continue as a regular board member with voting privileges provided that he or she has term eligibility and is re-elected. Where the past President has completed his or her term eligibility of six consecutive years, he or she may be invited at the discretion of the Board to serve as a non-voting member of the Board for one year subsequent to his or her term as President.

2. Officers and Executive Committee

- a. The Executive Committee shall be comprised of the President, no more than two (2) Vice-Presidents, Secretary, Treasurer and at the discretion of the Executive, the past President (one year term subsequent to their term as President).
- b. Subject to the Act, the Executive Committee shall, during intervals between meetings of the Board, possess and exercise the powers of the Board in the conduct of the business of the Association.
- c. Meetings of the Executive Committee may be held at any time and place to be determined by the members of the Executive Committee provided that forty-eight (48) hours notice of such meeting shall be made available to each member by phone or in writing. Three (3) members of the Executive Committee shall constitute a quorum. No error or omission in giving notice of any meeting of the Executive Committee shall invalidate such meeting or make void any proceedings taken thereat and any member of the Executive Committee may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. The proceedings and decisions taken at any such meeting shall be reported to the Board no later than the next regular Board meeting.

- d. The members of the Executive Committee shall be elected from among the Directors at the first Board meeting after the Annual General meeting of the Association. The position of President must be held by a member with a minimum of one (1) year prior experience on the Board of the Association.
- e. The officers of the Association, namely the President, Vice-President(s), Secretary, Treasurer, shall hold office for one (1) year or until their successors are elected or appointed in their stead. The past President may be invited by the Board to serve as a member for one year subsequent to their term as President. An officer may serve more than one (1) term provided he or she remains a member of the Board, however no officer may remain in the same executive position for more than four (4) years.
- f. The duties of the **President** shall be to:
 - be the Chair of the Board;
 - act as official spokesperson of the Association,
 - preside at all Board and Executive meetings,
 - prepare the agenda for all Board and Executive meetings,
 - act as an ex-officio member of all Board committees,
 - act for the Executive Committee between Executive meetings,
 - subject to approval at the next Executive Committee or Board meeting,
 - generally exercise such authority as is usually associated with the office, and
 - ensure that all orders and resolutions of the Board are carried into effect.
- g. The duties of the **Vice-President** shall be to:
 - assume the duties and powers of the President upon the President's request, absence or disability, and
 - assist the President in carrying out his or her duties.
- h. The duties of the **Secretary** shall be to:
 - record the minutes of all Board and Executive meetings,
 - maintain Board files of the minutes and correspondences,
 - ensure notice is given of all Board and Executive meetings,

- prepare an orientation package for newly elected Board members, and
 - act as custodian of the seal of the Association, if any, which shall be delivered only when authorized by a resolution of the Board to do so and to such other person or persons as may be needed in the resolution.
- i. The duties of the **Treasurer** shall be to:
- give a report on the current financial status of the Association at Board and Executive meetings,
 - present a complete, audited accounting of all receipts and disbursements for the previous fiscal year at the Annual General Meeting,
 - chair the Finance Advisory Committee of the Board, and
 - maintain liaison with personnel, such as auditors, bookkeepers or both, whose term of reference shall be approved by the Board.
- j. Deeds, transfers, assignments, contracts, obligations and other instruments in writing requiring execution by the Corporation may be signed by any two of its Officers or Directors. In addition, the Board may from time to time direct the manner in which and the person by whom a particular document or type of document shall be executed. Any person authorized to sign any document may affix the corporate seal, if any, to the document. Any Director or Officer may certify a copy of any instrument, resolution, By-law or other document of the Corporation to be a true copy thereof.
- k. Officers of the Association shall also be responsible for any additional duties designated by the Board.
- l. Any officer may be removed by a resolution passed by a 70% majority at any meeting of the Board where at least 75% of the Directors are present.

3. Eligibility and Nominations

- a. All members in good standing of the Association who have at least one month's tenure as a member are eligible to stand for election to the Board.
- b. At the discretion of the Board, the Board may nominate up to two Directors who are at least 19 years of age but who are not resident in the Dovercourt Catchment ("Non-Resident Directors"), provided that prior to being nominated for election pursuant to subarticle

F.3.c below, each proposed Non-Resident Director shall apply and be approved by the Board for membership in the Association. In the event a board member moves outside of the Dovercourt catchment within their elected term, and there are already two Non-Resident Directors on the Board, they may complete their term at the discretion of the Board.

- c. A nominating committee of the Board shall be named by the President at least one (1) month prior to the Annual General Meeting (AGM) of the Association. The nominating committee shall secure the nominations for vacant board positions and will notify the candidates. The results of the nominating committee's deliberations and a list of nominees for the election to the Board shall be given to the President and the Secretary of the Board for inclusion in the notice to the members of the Association of the Annual General Meeting.
- d. In the event that a member wishes to make further nominations for election to the Board at the Annual General Meeting, such member shall provide the President or the Secretary with fourteen (14) days written notice of such nomination before the Annual General Meeting of members.

4. Term

The term of office for a Director shall be a minimum of one (1) year and a maximum of three (3) years, at the end of which time the Director must stand for re-election. The aggregate length of term for a Director shall be no longer than six (6) consecutive years. Notwithstanding the six-year maximum term, but subject to resignation or removal as provided for in these by-laws, each Director shall hold office until his/her successor has been duly elected, appointed and qualified.

5. Election of Director

Where an election is held, the vote shall be by secret ballot. Each member of the Association who is entitled to vote may cast one (1) vote in respect of each vacant Director position. Candidates receiving the highest number of votes will be declared elected. In case of a tie vote for the final position, there shall be a second vote involving only the tied candidates.

6. Resignations, Removal and Vacancies

A Director ceases to be a Board member and his/her position shall be automatically vacated if:

- a. A Director resigns his/her office by submitting a written resignation to the Secretary of the Association;

- b. A Director is found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property or who has been found to be incapable by any court in Canada or elsewhere;
- c. A Director becomes bankrupt, suspends payment or compounds with his creditors;
- d. Members vote to remove the Director by a simple majority; or
- e. Upon the death of the Director.

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:

1. if the vacancy occurs as a result of the Members removing a Director, the Members may fill the vacancy by an ordinary resolution;
2. 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 in office shall, without delay, call a special meeting of Members to fill the vacancy and, if they fail to call such a meeting or if there are no Directors in office, the meeting may be called by any Member; and
3. a quorum of Directors may fill a vacancy among the Directors.

7. Conflict of Interest

- a. A Director shall not accept employment with the Association without first resigning or taking a leave of absence from the Board.
- b. A Director who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation or is a director or 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 make the disclosure required by the Act. Except as provided 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.
- c. Family members of a Director may seek and accept employment with the Association. The applicant will be required to observe the normal competition process. Should any undue pressure be

exerted by a Director on behalf of his/her family member on any of the interviewing and selection committee members or on any staff member, the applicant's application will be nullified. Furthermore, the Director must declare a conflict of interest and recuse him or herself from any relevant discussion or decision.

- d. No Director shall, directly or through an associate, receive a financial benefit, through a contract or otherwise, from the Corporation if it is a charitable corporation unless the provisions of the Act and the law applicable to charitable corporations are complied with.

8. Board Meetings and Quorum

- a. The Board shall meet at any time and place to be determined by the Directors, provided that seven (7) clear days' notice of such meeting is made available to each Director. No formal notice shall be necessary if all the directors are present at the meeting or waive notice thereof in writing. No error or omission in giving notice of any Board meeting shall invalidate such meeting or make void any proceedings taken thereat, and any Director may at any time waive notice of any such meeting and may ratify, approve and confirm all proceedings taken or had thereat. The President or any two (2) Directors shall have the power to call a meeting of Directors, subject always to the prior notice as hereinbefore provided.
- b. The Board may appoint a day or days in any month for regular meetings at an hour to be named and of such regular meetings no notice need be sent.
- c. The Board will meet at least four (4) times a year.
- d. Board meetings will be closed to the public and to Members.
- e. The public may request and may be given a copy of the agenda. Any member of the public may request to speak at a Board meeting or to place an item on the agenda for consideration by notifying the President and supplying the relevant information.
- f. A quorum for Board meetings is one-half (1/2) of the voting Directors.
- g. The President as Chair shall preside at Board meetings.
- h. A formal vote may be requested by any Director on any issue under discussion and the vote shall be decided by a simple majority. In case of an equality of votes, the chairperson of the meeting shall be entitled to a second or casting vote.

- i. A meeting of Directors may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, provided that all persons attending the meeting are able to communicate with each other simultaneously and instantaneously. A person who, through telephonic or electronic means, attends a meeting of Directors is deemed for the purposes of the Act to be present at the meeting.

9. Board Financial Operations

- a. The Directors shall not be entitled to receive remuneration for their services and no Director shall directly or indirectly receive any profit from occupying the position of Director. Directors shall, however, be entitled to reimbursement of expenses incurred in the fulfillment of their duties as directors.

10. Indemnity and Protection of Directors and Others

- a. A Director may be indemnified in accordance with the Act and the requirements of the *Charities Accounting Act*.
- b. No Director, Officer or committee member of the Corporation is liable for the acts, neglects or defaults of any other Director, Officer, committee member or employee of the Corporation or for joining in any receipt or for any loss, damage or expense happening to the Corporation through the insufficiency or deficiency of title to any property acquired by resolution of the Board or for or on behalf of the Corporation or for the insufficiency or deficiency of any security in or upon which any of the money of or belonging to the Corporation shall be placed out or invested or for any loss or damage arising from the bankruptcy, insolvency or tortious act of any person, firm or Corporation with whom or which any moneys, securities or effects shall be lodged or deposited or for any other loss, damage or misfortune whatever which may happen in the execution of the duties of his or her respective office or trust provided that they have:
 - I. complied with the Act and the Corporation's articles and By-laws; and
 - II. exercised their powers and discharged their duties in accordance with the Act.

E. ADVISORY COMMITTEES

1. The Board may set up standing and ad hoc committees, hereinafter referred to as Advisory Committees, made up of interested persons from the general public who are residents of the City of Ottawa, to investigate or deal with specific matters. Members of Advisory Committees who are not members of Association have no right to vote at any meeting of members of the Association.
2. The Board will determine the type of Advisory Committees required. The Board shall reserve the right to terminate an Advisory Committee at any time. Each committee will have an optimal size and terms of reference, which will be established by consensus of its committee members and approved by the Board. Advisory Committee meetings will be open to the public.

F. GENERAL MEETINGS

1. The Annual General Meeting of the Association will be held between April 1 and November 30 of each year at the head office of the Association or at such other place as the Board of Directors may determine. Any Member, upon request, shall be provided, not less than five business days or other number of days that may be further prescribed in regulations 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.
2. The members shall, at each Annual General Meeting, appoint an auditor to audit the accounts and annual financial statements of the Association for report to the Board and, upon approval, for presentation to the members at the next Annual General Meeting. The auditor shall hold office until the next Annual General Meeting, provided that the Board may fill any casual vacancy in the office of the auditor. The remuneration of the auditor shall be approved by the Board.

The business transacted at the annual meeting shall include:

1. receipt of the agenda;
2. receipt of the minutes of the previous annual and subsequent special meetings;
3. consideration of the financial statements;
4. report of the auditor or person who has been appointed to conduct a review engagement;
5. reappointment or new appointment of the auditor or a person to conduct a review engagement for the coming year;
6. election of Directors; and
7. such other or special business as may be set out in the notice of meeting.

No other item of business shall be included on the agenda for annual meeting unless a Member has given notice to the Corporation of any matter that the Member proposes to raise at the meeting in accordance with the Act, so that such item of new business can be included in the notice of annual meeting.

Subject to the provisions of the articles, if any, a meeting of the Members may be held entirely by one or more telephonic or electronic means or by any combination of in-person attendance and by one or more telephonic or electronic means, and it must enable all persons entitled to attend the meeting to reasonably participate. A person who, through telephonic or electronic means, votes at or attends a meeting of the Members is deemed for the purposes of this Act to be present at the meeting.

3. The Board shall have the power to call, at any time, a general meeting of the members of the Association.
4. The Board shall call a special meeting of the members of the Association upon request by no fewer than ten percent (10%) of the members who are entitled to vote at such meeting, provided that all such members requesting the meeting sign, date and deliver to the Executive Director of the Association one or more demands for the meeting describing the purpose or purposes for which it is to be held. The meeting shall be held within 21 days of receiving the members' request. The record date for determining whether the ten percent (10%) requirement is met shall be the close of business on the thirtieth (30th) day before receipt of the written demand or demands by the Executive Director.
5. Subject to the exceptions per the Act, Members who are entitled to vote shall be entitled to raise matters at the Annual General Meeting provided that a signed and dated proposal is received by the Executive Director at least sixty (60) days before the date of the meeting.
6. Only such business that is within the purpose or purposes described in a notice of meeting shall be conducted at a general meeting.
7. Subject to the Act, not less than 10 and not more than 50 days written notice of any annual or special Members' meeting shall be given in the manner specified in the Act to each Member, each Director and to the auditor or person appointed to conduct a review engagement. Notice of any meeting where special business will be transacted must contain sufficient information to permit the Members to form a reasoned judgment on the decision to be taken, and state the text of any special resolution to be submitted to the meeting.

A notice of a meeting of the Members is not required to specify a place of the meeting if the meeting is to be held entirely by one or more telephonic

or electronic means. If a person may attend a meeting of the Members by telephonic or electronic means, the notice of the meeting must include instructions for attending and participating in the meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.

8. Quorum at any general meeting shall consist of not less than ten (10) members of the Association.
9. At all meetings of the members, every proposal shall be decided by a simple majority of the votes cast in favour of that proposal unless a special resolution is required by the Act in which case the proposal shall be confirmed with or without variation by at least two-thirds (2/3) of the votes cast. In case of an equality of votes, the chairperson of the meeting shall not be entitled to a second or casting vote.
10. Votes at meetings of the members may be cast either personally or by proxy in the form required by the Act and its Regulations. A proxy shall be executed by the member or the member's attorney authorized in writing.
11. Business arising at any Members' meeting shall be decided by a majority of votes unless otherwise required by the Act or the By-law provided that:
 - a. each Member shall be entitled to one vote at any meeting;
 - b. votes shall be taken by a show of hands among all Members present and the chair of the meeting, if a Member, shall have a vote;
 - c. an abstention shall not be considered a vote cast;
 - d. before or after a show of hands has been taken on any question, the chair of the meeting may require, or any Member may demand, a written ballot. A written ballot so required or demanded shall be taken in such manner as the chair of the meeting shall direct;
 - e. if there is a tie vote, the chair of the meeting shall require a written ballot, and shall not have a second or casting vote. If there is a tie vote upon written ballot, the motion is lost; and
 - f. whenever a vote by show of hands is taken on a question, unless a written ballot is required or demanded, a declaration by the chair of the meeting that a resolution has been carried or lost and an entry to that effect in the minutes shall be conclusive evidence of the fact without proof of the number or proportion of votes recorded in favour of or against the motion.

12. The Chair may, with the majority consent of any Members' meeting, adjourn the same from time to time and if a meeting of the Members is adjourned by one or more adjournments for an aggregate of less than 30 days, it is not necessary, that any person be notified of the meeting that continues the adjourned meeting, other than by announcement of all of the following at the time of an adjournment:
 - a. The time of the continued meeting.
 - b. If applicable, the place of the continued meeting.
 - c. If applicable, instructions for attending and participating in the continued meeting by the telephonic or electronic means that will be made available for the meeting, including, if applicable, instructions for voting by such means at the meeting.
 - d. Any business may be brought before or dealt with at any adjourned meeting which might have been brought before or dealt with at the original meeting in accordance with the notice calling the same. A person appointed by proxy must be a member.
13. The only persons entitled to attend a Members' meeting are the Members, the Directors, the auditor or the person who has been appointed to conduct a review engagement of the Corporation, if any, and others who are entitled or required under any provision of the Act or the articles or the By-laws of the Corporation to be present at the meeting. Any other person may be admitted only if invited by the Chair of the meeting or with the majority consent of the Members present at the meeting.

G. FISCAL YEAR

1. Unless otherwise ordered by the Board of Directors, the fiscal year of the Association shall begin January 1st and end December 31st.

H. BOOKS AND RECORDS

1. The Board shall ensure that all necessary books and records of the Association required by these By-laws or by an applicable statute or law are regularly and properly kept.

I. INTERPRETATION

1. In this By-law and in all by-laws of the Association hereafter passed, unless the context otherwise requires, words importing the singular number shall include the plural number and words importing the masculine gender shall include the feminine gender, as the case may be, and vice versa, and references to persons shall include corporations.

J. NOTICE

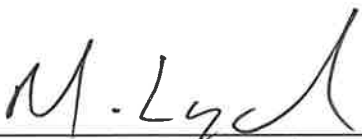
1. Any notice required to be sent to any Member or Director or to the auditor or person who has been appointed to conduct a review engagement of the Corporation shall be delivered personally, or sent by prepaid mail, facsimile, email or other electronic means to any such Member at the Member's latest address as shown in the records of the Corporation; and to such Director at his or her latest address as shown in the records of the Corporation or in the most recent notice or return filed under the Corporations Information Act, whichever is the more current; and to the auditor or the person who has been appointed to conduct a review engagement at its business address; provided always that notice may be waived or the time for giving the notice may be abridged at any time with the consent in writing of the person entitled thereto.
2. The accidental omission to give any notice to any Member, Director, Officer, member of a committee of the Board or auditor or person conducting a review engagement, if any, or the non-receipt of any notice by any such person where the Corporation has provided notice in accordance with the By-laws or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

K. ADOPTION AND AMENDMENT OF BY-LAWS

The Board may from time to time in accordance with the Act amend or repeal and replace this By-law.

Enacted September 17, 2024

Witness the corporate seal of the Corporation.



President



Secretary