

# **BRADLEY ESTATES COMMUNITY ASSOCIATION**

## **CONSTITUTION**

**APRIL 2013**

### **1. NAME AND NATURE**

The name of the Association shall be the Bradley Estates Community Association, hereinafter referred to as BECA. BECA shall remain independent of political affiliations and shall be organized and carry out its purpose according to this Constitution, without financial gain for any of its members.

### **2. COMMUNITY BOUNDARIES**

The area served by BECA shall be that part of the City of Ottawa known as the East Urban Community and defined as those individuals who wish to participate and who reside within the following areas:

- Valecraft/Monarch's Bradley Estates;
- Claridge's Spring Valley Trails;
- Phoenix' Bradley Ridge;
- Valecraft's Bradley North and Bradley East;
- Richcraft/Minto's Trailsedge, and
- Ashcroft's Eastboro.

### **3. PURPOSES AND OBJECTIVES**

- A) To provide a forum for discussion of issues, and as far as possible, to reach consensus in the best interests of the community.
- B) To facilitate communication and co-operation between residents and local government, established community groups, and businesses, in order to support community goals and community well being.
- C) To inform residents and businesses within the East Urban Community about community issues and activities.
- D) To encourage residents and businesses within the East Urban Community to initiate projects that may improve the physical and social environment of our community.
- E) To encourage the participation of local businesses, residents, and organizations, in community activities.

### **4. ASSOCIATION MEMBERSHIP**

Individual membership in BECA shall be open to any person residing in the East Urban Community outlined section 2 Community Boundaries. Members shall register with BECA at the Annual General Meeting (AGM) or throughout the year, and may:

- Vote at all Board meetings;
- Be a candidate for committees authorized by the Board;
- And, if over 18 years of age, be a candidate for a position on the Board of Directors (hereinafter referred to as the Board).

Non-voting memberships shall be available to any person who has an interest in our community. Non voting members are restricted from holding positions on the Board of Directors or as Committee Chairs. Members' donations shall be used for costs of BECA.

## 5. HONORARY MEMBERS OF BECA

Elected officials of the federal, provincial, and municipal governments, who represent the residents of the East Urban Community, shall be honorary members of BECA. The Board of Directors may appoint at their discretion other individuals as members of BECA. Community groups and community service organizations may also have one representative as a BECA honorary member. However, honorary members will have no voting privileges.

## 6. BOARD OF ELECTED DIRECTORS

The business of BECA shall be managed by a Board of Directors which will include a minimum of four Executive Officers holding the offices of President, Vice-President, Secretary, and Treasurer, elected at each AGM by members of BECA, and up to 8 Directors to a maximum of 12. All Directors shall hold office until the next AGM or until their successors are elected or appointed in their stead.

As a reflection of the shifting needs of BECA over time, the numbers, titles and roles of Directors may be revised to address specific needs, or changing priorities, by a majority of Directors at a meeting of the Board of Directors. The decision must be sanctioned by an affirmative vote of at least two-thirds (2/3) of the members present at the meeting. Director roles shall be defined in a supporting document to this Constitution.

Directors must be members of good standing of BECA, must be 18 years or older, with power to contract under law, and must be individual and not acting on behalf of an organization or group.

### A) BOARD MEETINGS

The Board shall meet a minimum 4 times per year, preferably at each quarter. In addition, they may also meet at mutually acceptable time when required to transact the business of BECA. Written notice must be provided at least 14 calendar days in advance of all General and Executive Committee meetings showing the date, time, location, and main agenda item(s) for the upcoming meeting. Notice should be through BECA email network. Quorum for meetings shall be 50% of the Directors with a minimum of one of the Executive Officers. Minutes shall be kept of every meeting and once minutes are approved by the Board and duly signed by the President and Secretary, they shall be kept as a permanent record of the Board. All meetings are to be held in the Orleans area of the City of Ottawa, Province of Ontario.

### B) DUTIES OF DIRECTORS

So as to provide a clear understanding of the roles and responsibilities of each director and to ease the transition from one sitting director to someone newly elected to the position, this document outlines a general summary of each director's duties. These are meant to be guidelines and can be expanded upon by the individual holding the position.

- ***PRESIDENT***

The President shall be the Chief Executive Officer of the Association. The President shall:

- (a) Ensure that regular elections are held in accordance with this constitution.
- (b) Issue the call for any members' meeting and meetings of the Board of Directors.

- (c) Chair any Board, Special, or AGM, or arrange for an alternate Executive Officer to chair any meeting if the Vice-President is unavailable as well. The President shall also provide an agenda for any of these meetings;
  - (d) Act as official spokesperson of BECA, unless another Director is designated by the President to act as spokesperson.
  - (e) Present a report on the activities of the Board at the AGM.
  - (f) Co-sign all minutes and official documents, along with one other designated Executive Officer.
  - (g) The President shall be an ex-officio member of all committees and shall ensure that these committees function effectively and shall cooperate with the committee chairperson toward that end. The President shall require the Chair of each committee to provide regular reports to the Board of Directors.
- ***VICE-PRESIDENT***
    - (a) The Vice-President substitutes and succeeds for the President in case of the President's absence or incapacity.
    - (b) The Vice-President shall, under the discretion of the President, oversee the functioning of any committees as the President may designate.
    - (c) Perform such duties as are, from time to time, prescribed by the Board, such as (but not limited to) representing BECA or the Board at meetings with other organizations.
- ***SECRETARY***
    - (a) The Secretary shall record the minutes of all meetings of the Board of Directors, and provide draft copies to all Directors. Following the approval by the Board, the minutes of each Board meeting shall be signed by the President and Secretary and shall be retained as a permanent record.
    - (b) Shall maintain such records of the Association as are from time to time deemed necessary.
    - (c) Receive correspondence on behalf of the Board and BECA.
    - (d) Maintain a record of Committee members, chairs, and the progress of committee activities.
- ***TREASURER***
    - (a) The Treasurer shall maintain a record of all financial transactions of the Association.
    - (b) Ensure all Association funds are deposited to an Association bank account or similar institution offering normal banking services as approved by the Board of Directors.
    - (c) Ensure that two approved signing authorities are required on all withdrawals from Association accounts and shall ensure all monies paid out are on the authority of the Board of Directors.
    - (d) Prepare and submit a financial report to the Board of Directors at Board Meetings for their approval.
    - (e) Prepare a proposed budget for the subsequent year, to be presented at a Board Meeting for their approval 30 days prior to the AGM, as required.
    - (f) Present the approved financial statement and the subsequent year budget to BECA members at the annual general meeting.

### C) VACANCIES

If a member of the Board resigns by delivering a written resignation to the Secretary or President, or becomes incapacitated, the remaining Directors may appoint any regular member to the Board who is willing to serve and fill the vacancy until the next AGM.

## 7. FINANCIAL MANAGEMENT AND FUNDRAISING

- A) BECA shall not incur debts, or loan funds.
- B) The Treasurer shall have discretionary authority for any Association expenditures under \$50.00. All expenditures more than \$50.00 must be authorized by at least 3 Executive Officers. Any expenditure over \$100.00 must be authorized in advance by a motion passed by the Board.
- C) No Director shall be paid a fee for his/her services.
- D) Administrative expenses with receipts will be reimbursed, as per 7B above.
- E) The Board may raise or receive funds in contemplation of pursuing the purposes and objectives of BECA set out in Section 3, Purposes & Objectives.

## 8. COMMITTEES

The Board shall provide a Director Liaison to all committees to assist them in developing and carrying out their mandate.

### A) AD HOC COMMITTEES

To help promote the participation of Association members in activities that support the purpose of BECA and improve community well being, Association members are encouraged to propose to the Board the formation and mandate of committees on which they are willing to serve. Ad hoc committees will elect a Chair who will keep the Director Liaison informed of the committee's progress.

### B) STANDING COMMITTEES

- BECA may propose Standing Committees. An approved motion is required for a Standing Committee to be formed.
- Each Standing Committee shall have a Chair who reports to their Director Liaison. Association members also sit on these committees. The President or Vice-President shall be ex-officio members of all Standing Committees.
- The Chair or Director Liaison shall present a report at each Board meeting.

## 9. ANNUAL GENERAL MEETING (AGM)

- A) BECA shall hold an Annual General Meeting (AGM), no later than November 30. Registration of members will take place beginning 30 minutes prior to the Call to Order. Quorum for the AGM shall be a ratio of 3:1 Association members: Directors plus one.
- B) Notice of the AGM should be on the Bradleyestates.ca web site, through BECA email network, and on the Bradley Estates Community Association Facebook page.
- C) The AGM shall include as a minimum the following agenda items:

- Call to Order
- Minutes from previous AGM
- Business arising from minutes
- Guests
- President's annual report
- Treasurer's report
- Draft Budget tabled – discussion and vote
- Directors' annual reports
- Councillor's report
- Committee reports
- New business where members ask questions, raise concerns or propose ideas
- Election of Officials
- Adjournment

## **10. RULES GOVERNING ELECTIONS OF OFFICIALS**

- A) Only registered Association members may be nominated.
- B) No Association members shall nominate themselves.
- C) Every nomination must be accepted before being seconded.
- D) Nominations will only be accepted from the floor.
- E) Voting, if required, shall be by show of hands.
- F) Proxies are prohibited.
- G) Elections shall be for 4 Executive Officers.
- H) If insufficient nominations are received, the newly elected Board may, at their discretion fill vacant positions with Directors or registered Association members.

## **11. SPECIAL MEETINGS**

A special Meeting may be held whenever Board or Association members have a reason to hold such a meeting.

- A) If Association members propose such a meeting, they must deliver a written notice to the Board, supported by a minimum of 5 members, specifying the requirement (justification) for holding a Special Meeting.
- B) Advance notice of 7 days is required, unless approval is given by 3 Directors of the Board. The notice will be communicated to Association members. One Director must be present at such a meeting.
- C) Quorum shall not be required for a Special Meeting.

## **12. CONSTITUTIONAL AMENDMENTS**

- A) Any proposed amendment must be submitted in writing to the Board, signed by the proposer and 2 other members. The Board may also propose amendments.
- B) The Board may enact special resolutions to govern BECA until such time as the proposed amendments have been ratified at the next AGM.
- C) Advance notice of 14 days, including a statement of proposed amendment(s), must be delivered to all members.

D) All Constitutional amendments (except clerical errors) must be ratified at an AGM. For an amendment to be passed, fifty percent (50%) plus one of the registered Association members present at the meeting must vote in favour of each amendment. Unless a registered Association member objects, amendments may be grouped for voting purposes.

Dated at Ottawa, this \_\_\_\_ day of \_\_\_\_\_, in the year 2013.

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President

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Secretary