

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 *Corporations Act*, R.S.O. 1990, chap. C.38 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;

"Letters Patent" means the Letters Patent and any supplementary letters patent of the Association;

"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. HEAD OFFICE

1. The head office of the Association shall be at the Dovercourt Community Centre, 411 Dovercourt Avenue, Ottawa, Ontario K2A 0S9, in the City of Ottawa, in the province of Ontario (subject to change by special resolution).
2. The seal of the Association, if any, may be approved by resolution of the Board.

C. PURPOSE

The objects of the Association are:

1. To develop and foster community spirit;
2. To promote organized athletic games, drama, art, music, handicrafts, nursery schools, hobbies, recreations, adult education, social service and other community endeavours;
3. To promote, acquire and operate a community hall;
4. To promote and provide educational, recreational and athletic facilities and equipment for the use and benefit of the community; and
5. To promote, encourage and assist the educational charitable and recreational endeavours of the community.

D. VALUES

The values of the Association are as follows:

1. **Dovercourt practices partnership, cooperation and collaboration.**

We believe in an engaged community, and work with the City of Ottawa, other community organizations, businesses, and individuals to anticipate and respond to the community's needs and to enhance its quality of life.

2. **Dovercourt provides opportunities to be healthy, active and involved for all.**

Innovation, quality, and customer feedback drive the programs we present. We strive to provide the best in instruction, programming and equipment in a customer-first environment. We strive to ensure accessibility to our facilities and programs for all ages and abilities.

3. Dovercourt provides safe and friendly environments.

We welcome everyone to safe, warm, clean facilities and fun, relaxed environments. A caring and committed attitude creates a home away from home.

4. Dovercourt's strength is people.

Our people are Dovercourt's biggest asset and are the key to its success. We foster, recognize and reward the personal development and effort of staff and volunteers.

5. Dovercourt carefully stewards the community's assets.

We take good care of the facilities, equipment and finances that we handle on behalf of the community. As a social enterprise, we rely on our organizational success to accomplish our charitable goals of building, caring and sharing for a healthy community.

In order to devote its full attention to these values, the Association and through its employees and Board will not engage in partisan or in sectarian religious activities while representing the Association.

E. 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. Membership shall be denied only where the Board receives credible information that the applicant:
 - 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.

Prior to rendering a final decision to decline membership under this subarticle, the Board shall communicate its reasons to the applicant in writing and shall provide an opportunity for such applicant to respond,

following which the Board's decision shall be final and binding on the applicant.

3. Membership fees, whether annual or otherwise, may be established from time to time by the members at the Annual General Meeting (AGM) of members, or at any meeting called specifically for that purpose. 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. the Board passes a motion to terminate his or her membership based on credible information that the member
 - o may constitute a threat to participants at DRA or to the good governance or good reputation of the Association; or
 - o 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.

Prior to rendering a final decision to terminate a membership under this sub-article, the Board shall communicate its reasons to the member in writing and shall provide an opportunity for such member to respond, following which the Board's decision shall be final and binding on the member.

7. Each member in good standing who has at least thirty (30) days' tenure as a member shall be entitled to receive notice of, to attend and to vote at all meetings of the members of the Association and each such member shall be entitled to one (1) vote at such meetings.

F. BOARD OF DIRECTORS

1. Mandate and Size

- a. The property and business of the Association shall be managed by the Board, consisting of twelve (12) Directors, each of whom shall have one (1) vote.
- b. In the event of a vacancy on the Board, the Board may by majority vote fill the vacancy by appointing a Director who shall serve until the next Annual General Meeting.
- c. The Executive Director of the Association shall be a non-voting ex-officio Director.
- d. 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. Organization of the Board

The voting members of the Board shall consist of the Executive Committee and the Directors.

- 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. 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 subject to any regulations or limitations imposed by the Board or by law.
- 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:
 - 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.** Contracts, documents or any instruments in writing requiring the signature of the Association shall be signed by any two (2) of the President, Vice-President(s), Treasurer, Secretary and the Executive Director of the Dovercourt Recreation Centre, and all contracts, documents and instruments in writing so signed shall be binding upon the Association without any further authorization or formality. The Directors shall have power to from time to time by resolution to appoint an officer or officers on behalf of the Association to sign specific contracts, documents and instruments in writing. The Directors may give the Association's power of attorney to any chartered bank, trust company or registered dealer in securities or any other person as determined by the Board for the purposes of the transferring of and dealing with any stocks, bonds and other securities of the Association. The seal of the Association when required may be affixed to contracts, documents and instruments in writing signed as aforesaid by an officer.
- k.** Officers of the Association shall also be responsible for any additional duties designated by the Board.

- I. 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 include 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 fails to attend, without just cause, three (3) consecutive Board meetings;
- c. A Director is found to have become of unsound mind;
- d. At a meeting of the Board called for such purpose, a two-thirds (2/3) majority of the Board members present votes for a resolution that he or she be removed from office;
- e. A Director becomes bankrupt, suspends payment or compounds with his creditors; or
- f. Upon the death of the Director.

If any vacancy shall occur for any reason set out in this section, the Board may by majority vote, fill the vacancy until the next Annual General Meeting so long as a quorum of the board remains in office.

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. Directors who in any way, directly or indirectly, have a personal interest in a contract or proposed contract with the Corporation shall make the disclosure required by the Act and refrain from voting and/or attendance at Board or general meetings during discussion of such matters.
- 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.

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.
- 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. 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.

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.

- b. The Board may appoint such agents as it shall deem necessary from time to time, and such persons shall have such authority, perform such duties and receive compensation as shall be determined by the Board at the time of such appointment.
- c. The Board shall take such steps as it may deem requisite to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlement, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objectives of the Association.
- d. The Directors shall administer the affairs of the Association in all things and make or cause to be made for the Association, in its name, any kind of contract which the Association may lawfully enter into and, save as hereinafter provided, generally may exercise all such other powers and do all such other acts and things as the Association is by its character or otherwise authorized to exercise and do.
- e. The Directors shall have power to authorize expenditures on behalf of the Association from time to time and may delegate by resolution to an officer or officers of the Association. The Directors shall have the power to make expenditures for the purpose of furthering the objectives of the Association. The Directors shall have the power to enter into a trust arrangement with a trust company for the purpose of having such company administer the investments or other holdings of the Association and under such trust agreement the capital and interest may be made available for the benefit of promoting the objectives of the Association in accordance with such terms as the Board may determine.

10. Indemnity

Each Director shall be deemed to have assumed office with the express understanding, agreement and condition that every Board member of the Association and his or her heirs, executors, administrators and estate and effects respectively shall from time to time and at all times be indemnified and held harmless out of the funds of the Association from and against all costs, charges and expenses whatsoever, which such Board member sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing whatsoever made and done or permitted by him or her in or about the execution of his or her office, and also from and against all other costs, charges and expenses which he or she sustains or incurs in or about or in relation to the affairs of the Association.

G. 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.

H. 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.
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.
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 general 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 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. Members who are entitled to vote shall be entitled to raise matters at the Annual General Meeting provided that a signed and dated request is received by the Executive Director at least fourteen (14) days before the Association gives notice of such 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. Notice of the time and place of the Annual General Meeting or a general meeting of members shall be provided to each member entitled to vote at the meeting by publication at least once a week for two consecutive weeks next preceding the meeting in a newspaper or newspapers circulated in the Dovercourt Catchment, and in such other manner as may be determined by the Board, and shall include a brief description of the business to be conducted at the meeting. Directors of the Association must be given written notice.
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. A proxy shall be executed by the member or the member's attorney authorized in writing. A person appointed by proxy must be a member.

I. FISCAL YEAR

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

J. AMENDMENT OF THE BY-LAWS

The By-laws of the Association may be amended by two-thirds (2/3) majority of the vote at the Annual General Meeting or at a general meeting called for the purpose of amending the By-laws, provided that at least two (2) weeks written notice of the meeting and of the motion has been posted in the Dovercourt Community Centre.

K. BOOKS AND RECORDS

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.

As amended May 31, 2016

L. INTERPRETATION

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.

Dated at the City of Ottawa this 21st day of May, 2015.

Witness the corporate seal of the Corporation.

President

Secretary