

Revisions:

February 1961

February 1962

February 1964

February 1967

April 1985

April 1986

May 2013

May 2018

Draft April 2023

BY-LAW No. 1 – A by-law relating generally to the conduct of the affairs of the Rothwell Heights Property Owners Association (the “Association”), incorporated in the Province of Ontario, BE IT ENACTED as a by-law of the Association as follows:

#### NAME

1. The name of the Association shall be the ROTHWELL HEIGHTS PROPERTY OWNERS’ ASSOCIATION / L’ASSOCIATION DES PROPRIÉTAIRES DE ROTHWELL HEIGHTS.

#### BOUNDARIES

2. The boundaries of Rothwell Heights are based on the historical ownership and development of the farm land in this part of the former Township of Gloucester from the mid-1800’s, as well as on the parceling, selling and residential development of the land between the 1940’s and the 1980’s. The Rothwell Heights area for which the Association is constituted is the area bounded by Montreal Road on the south, but not including any buildings on either side of the Road; the George Etienne Cartier Parkway on the north; Blair Road to the west, and on the east - both sides of Delong Drive, Kaymar Drive and Rothwell Drive to Naskapi Drive, the west side of Rothwell Drive from Naskapi Drive to the pedestrian path to Mulberry Cr, and Rothwell Circle.

#### PURPOSE

3. The purpose of the Association is to represent the interests of Rothwell Heights residents to help ensure the preservation and enhancement in quality of community life, by

(a) helping foster a sense of community in the neighbourhood;

(b) encouraging and facilitating information exchange and constructive dialogue on matters affecting Rothwell Heights and in the larger urban area which may affect the character and quality of life in our area;

- (c) facilitating community activities for residents;
- (d) working to present a strong neighbourhood voice and presence on subjects of community interest or concern to any level of government, committees, boards, and other outside organizations;
- (e) working to protect our heritage character, natural environment, urban greenspace, and trees; and
- (f) encouraging sensitive development and redevelopment which will help to preserve the character of the neighbourhood, and will enhance Rothwell Heights' natural environment.

#### HEAD OFFICE

4. The head office of the Association will be situated at such address as the Board of the Association may, by resolution, determine. Subject to regulatory requirements, the Board may change the place in which the head office of the Association is situated.

#### MEMBERSHIP

5. All physical persons 18 years of age and older who are interested in furthering the objectives of the Association, and who are both owners of property and residents within the Rothwell Heights area, and who have paid their annual membership fees for the calendar year are Members of the Association.

6. Where a resident in the Rothwell Heights area resides in a condominium of more than four units, his or her condominium corporation or condominium board, but not both, may become a Member of the Association upon the payment of four times the fee payable by a Member and will be entitled to exercise four votes at a Members meeting. Individual condominium owners in the area will not be eligible for individual Membership. The condominium corporation or board will advise the Chair in writing or by email, at least a week in advance of a Members' meeting, of who will exercise the voting rights herein described.

7. Membership fees will be set by the Board and will be payable in the calendar year or in a previous year for that year's membership.

#### MEMBERS MEETING AND VOTING

8. The Annual General Meeting of the Members of the Association, or any other meeting of Members, will be held at a place in Ottawa, Ontario and on a day that the Board determines. The Chair will preside at all such meetings. The Annual General Meeting will be held within 6 months of the end of the calendar year.

9. A Member may request and will receive a copy of the financial statements at least five business days prior to an Annual General Meeting.

10. A meeting of Members may be called at any time at the discretion of the Board. A meeting of Members will be called when 25 Members so request in writing to the Board.

11. Five days notice of an Annual General Meeting or a meeting of Members will be given to each Member. Acceptable forms of notice include notice by post, by hand-delivery and by email to the address of Members on the Association's records.

12. At every Annual General Meeting, in addition to any other business that may be transacted, the financial statements will be presented. No audit or review engagement will be made of the financial statements prior to their presentation unless the Board, in their discretion, determine that such is required, either generally or for a particular set of financial statements.

13. The Members may consider and transact any business at any meeting of Members. Notice of any meeting where business will be transacted shall contain sufficient information to permit Members to form a reasoned judgement on the decisions to be taken.

14. Each Member present at a meeting shall have the right to exercise one vote, except in the following case - Should more than one person of a household be Members, only one of the Members can vote at the Members' meeting. Persons who are not Members may attend an annual or special meeting of Members but may not vote on any matter.

15. The quorum for any meeting will be the Members who participate, whether in person or electronically. A two-thirds (2/3) majority of the Members present will determine the vote in respect of any matter brought to a vote.

16. A Member may, by means of a written proxy, appoint a proxy holder to attend and act on their behalf at a specific meeting of Members, in the manner and to the extent authorized by the Member giving the proxy. A proxy holder must be a Member of the Association. The Board may decide not to allow proxies for a specific meeting if it has given notice thereof in the notice of meeting for the specific meeting.

17. Any meeting may be conducted in person or by electronic means that allows all persons attending to participate fully in the meeting or by a combination of both forms.

18. No error or omission of giving notice of any meeting, including an Annual General Meeting, will invalidate the meeting or make void any proceedings or decisions taken there if a majority of the Members present waive notice of such meeting.

#### COMPOSITION OF THE BOARD

19. The property and business of the Association will be managed by a Board, comprised of a minimum of six (6) and maximum of nine (9) Directors who are elected for a one-year term from among the membership of the Association at the Annual General Meeting. Reasonable representation on the Board will be sought from each of the three topographical levels of the community. Normally, the Board will nominate Members as candidates to be considered for Board membership. Members may nominate themselves or other candidates who are Members by giving ten days notice of such intention to the Chair. Such notice must be in writing or by email.

20. The adequacy of the number of persons on the Board will be determined from time to time by the Board. Where vacancies exist in the Board, the Board may appoint a Member of the Association to the position in question for the balance of the term.

21. The Board will choose as Officers a Chair, Treasurer, and Secretary from amongst the Directors. The Board may choose such other Officers as it deems appropriate and such Officers need not be Directors but must be Members. Two roles may be taken on by one person as long as that person meets these requirements.

22. The Board may appoint sub-committees and working groups for any purpose consistent with the purpose of the Association. Any Member of the Association will be eligible for participation on a sub-committee or working group.

23. A Director may be removed at any time by a vote of the Members of the Association present at a meeting of Members.

24. Members of the Board shall serve in the best interests of the community and the Association, without remuneration. Board members shall declare any conflicts of interest, recuse him or herself from any discussion of the issue giving rise to the conflict and will not vote on the issue. A Board member may only be compensated for reasonable expenses incurred in the performance of his/her duties, and cannot receive compensation for serving the Board in a capacity for which compensation would normally be paid to a person.

#### POWERS OF THE BOARD

25. The Board will administer the affairs of the Association in all things and may 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 hereafter provided, may exercise all such powers and do all such other acts and things as the Association is, by its charter or otherwise, authorized to exercise and do.

26. The Board will –

- (a) determine the time and place of Annual General Meetings and other meetings of members that may be deemed necessary;
- (b) maintain financial records and accounts of Association assets and transactions;
- (c) authorize and pay expenditures which further the objectives of the Association;
- (d) retain and pay for professional services in respect of any matter deemed by the Board to be consistent with the purpose of the Association upon such conditions as may be set by the Board to ensure that the Association receives appropriate value for the expenditure;
- (e) develop policies and positions on various urban issues to reflect core values and consistency with the Association purpose; and
- (f) based on criteria established by it, deny or terminate Membership of an otherwise eligible person.

27. Signing authority for the Association's financial transactions will include two (2) signatures out of three (3) signing Officers. Signing Officers will include Treasurer, Chair, and one other Director. Any Director or Officer may certify a copy of any Association document to be a true copy of the original.

#### MEETINGS OF THE BOARD

28. The Board will hold meetings at intervals set in advance by the Board or at times called by the Chair. Notice of time, date, and location of Board meetings will be given at least three (3) days in advance in writing (including email) or by telephone. Shorter notice of meetings may be given by agreement of the majority of the Board. The Chair will preside at all meetings, but if s/he is unavailable, another Director may preside with the consent of a majority of the Directors participating in meeting.

29. No error or omission of giving notice of any meetings will invalidate the meeting or make void any proceedings taken thereat if a majority of the Board members waive notice of such meeting.

30. Meetings may be held in person or through any electronic means that allow the Directors to fully participate in the meeting or through a combination of both methods. Decisions taken shall be recorded by the Secretary.

31. A majority of Board members in office, but no less than four (4), constitutes a quorum for meetings of the Board. A majority vote of the Board voting at any meeting will be required for the passing of any motion. If a Director cannot attend a meeting, s/he may indicate to the Chair, prior to the meeting, how s/he would have voted had s/he been present and such indication will count as a vote at that meeting. If a Director is not present at a meeting, s/he is deemed to concur with the majority for any vote taken, unless s/he advises the Chair of her/his dissent within seven days of becoming aware of the vote.

32. Each Director must act honestly and in good faith with a view to the best interests of the Association. A Director will not be legally liable in circumstances detailed in the Ontario Not-for-Profit Corporations Act if s/he acted with the care, diligence and skill a reasonably careful person would have acted in similar circumstances.

#### OFFICERS OF THE ASSOCIATION

33. Officers of the Association will consist of a Chair, Treasurer, Secretary and any other Officer deemed necessary by the Board and will be appointed by a resolution of the Board from among elected Board Members at the first meeting of the Board following a meeting where Board members were elected. Other Officers who may be appointed by the Board must be Members of the Association. Officers of the Association will hold office for one year from their date of appointment or until their successors are appointed in their stead. All Officers will be subject to removal by resolution of the Board at any time.

#### DUTIES OF OFFICERS

34. The Chair is the Chief Executive Officer of the Association. S/he will have the general and active management of the affairs of the Association and will preside at all meetings unless another person has been designated by the Board to preside at a particular meeting.

35. The Treasurer has custody of the funds and will keep complete and accurate records of assets and liabilities, receipts and disbursements, in the books of the Association. S/he will deposit all monies in the name and to the credit of the Association in such chartered bank or other financial institution that has deposit insurance as may from time to time be designated by the Board. S/he will disburse funds of the Association as may be directed by proper authority taking proper vouchers for such disbursements. S/he will render to the Chair and Board whenever they may require, including at the Annual General Meeting, an accounting of all transactions and a statement of financial position of the Association. S/he will also perform such other duties as may from time to time be directed by the Board.

36. The Secretary will attend all meetings, record all votes and minutes of proceedings in the books to be kept for that purpose, update our registration with the Ontario government whenever there is a change in the composition of the Board, keep a record of Association formal correspondence, keep letters of consent to be a Director and keep a register of Directors for the previous six years.

37. The duties of all Officers of the Board will be such as the terms of their engagement call for or what the Board requires of them.

#### MINUTES OF MEETINGS OF THE BOARD

38. Minutes of meetings of the Board will not be made public but will be available for inspection by Members of the Association.

#### AMENDMENTS OF BY-LAWS

39. The Board may from time to time recommend new by-laws, repeal old by-laws, or make amendments to existing by-law(s) as it deems necessary for the conduct of the business of the Association. No such amendment will take effect until ratified by a vote of Members present at an Annual General Meeting or Special Meeting called for that purpose.

40. Should a particular section of this by-law be found to be beyond the authority of the Association to enforce, only that particular section and not the entire by-law will be disregarded.

#### WINDING UP OF THE ASSOCIATION

41. Should it be deemed necessary to wind up the Association, it will be done in accordance with the law as it stands at that time. In any case, the Board shall ensure that the Members receive due notice in writing of the impending winding up proceedings. The Board will ensure that all outstanding liabilities are paid and then may distribute the remaining assets to the membership, to another community organization or to a charity of its choice.