

# THE CONSTITUTION OF THE BELLTOWN NEIGHBOURS' ASSOCIATION

## 1. NAME

The name of the Association shall be The Belltown Neighbours' Association (hereinafter called "the Association").

## 2. OBJECTS

- a) To represent all residents of Belltown, in the City of Ottawa.
- b) To promote the interests and well-being of the residents of the Belltown community.
- c) To this end the Association shall at all times respect the principles of democracy and act in a spirit of transparency, accountability and responsiveness towards its members.

## 3. MEMBERSHIP

- a) **Eligibility:** Membership in the Association shall be open to all residents living in Belltown in the City of Ottawa. Belltown shall be defined as lying within the boundaries of Carling Avenue in the south, the Ottawa River to the north, Greenview Avenue to the east and Maplehurst Avenue to the west.
- b) **Entitlement to Vote At an Association Meeting:** There shall be 1 vote each per resident of Belltown aged 18 and older. Proxies shall not be permitted.

## 4. MANAGEMENT

- a) **Executive Committee:** The Association shall be managed by an Executive Committee to be elected at the Annual General Meeting of the Association.
- b) **Actions and Accountability:** The members of the Executive Committee shall act generally in accordance with the decisions of the Association taken at General Meetings, and shall be accountable to the Members in General Meetings for their management of the Association.
- c) **Executive Committee Meetings:** The Executive Committee shall meet when it considers necessary, but shall meet not less than twice a year in addition to General Meetings. All members of the Executive Committee shall be summoned to meetings in writing (writing shall include e-mail). Any Member of the Association may attend an Executive Committee meeting as an observer.
- d) **Filling Vacancies:** If vacancies occur among the Officers or in the Executive Committee, the Executive Committee shall have the power to fill them until the next General Meeting of the Association when elections for vacancies shall take place.

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- e) **Display of Documentation:** A copy of the Constitution of the Association shall be made available to any Member of the Association who asks for it in writing.
- f) **Chairing:** If the Chair is not present at an Executive Committee meeting, then the Vice-Chair shall perform the functions of the Chair. Failing the presence of both the Chair and Vice-Chair at an Executive Committee meeting, then those members of the Executive Committee present shall appoint one of their number to act as Chair.
- g) **Voting Procedures:** Voting in Executive Committee meetings shall be by a simple majority of those attending, normally by a show of hands.
- h) **Record of Decisions:** The decisions taken by the Executive Committee shall be recorded in the Minutes of Executive Committee meetings.
- i) **Executive Committee's Power of Approval:** The Executive Committee shall be empowered to approve expenditure items for which the Association has funds with a value up to \$1,000 without the need to consult members of the Association at a General Meeting or a Special General Meeting.
- j) **Minutes:** Brief minutes shall be taken of each meeting of the Association and shall be kept by the Secretary. They shall include the Record of Decisions. The Minutes shall be presented at the next meeting for approval by a simple majority of members present. The minutes shall be archived and shown on request of any member of the Association within two weeks of receipt of the request. The minutes shall be retained for a minimum of seven years and shall be passed from one Secretary to their successor.
- k) **Website:** In the event of the Association deciding to establish and maintain a website, it shall include the names of current members of the Executive Committee, notices of forthcoming meetings and any other matter considered appropriate by the Executive Committee and Members. It shall be possible to contact the Executive Committee through the website.

### 5. ANNUAL GENERAL MEETINGS

- a) **Annual General Meeting:** An Annual General Meeting of the Association ("AGM") shall be held not later than 14 months from the previous AGM at such date, place and time as the Executive Committee may determine.
- b) **AGM Business:** The ordinary business at such meeting shall be:
  - 1. To elect Officers comprising:
    - i) a Chair of the Association;
    - ii) a Vice-Chair of the Association;
    - iii) a Treasurer of the Association; and
    - iv) a Secretary of the Association.
  - 2. To elect Members At Large comprising of not more than five Members representing, as much as possible, the diversity of Belltown;
  - 3. To receive and consider a report from the Chair or any other body or person so requested on the activities of the Association during the preceding year;

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4. To receive and approve an Annual Report of the activities of the Association and the Statement of Account and Balance Sheet of the Association for the preceding year, together with a report on the financial position of the Association from the Treasurer;
  5. To consider any other business duly proposed and seconded.
- c) **Notice:** Not less than 14 days notice of the AGM shall be given in writing to every home in Belltown.
  - d) **Nominations:** Nominations for election as any of the Officers or Members At Large of the Executive Committee may be made at a General Meeting called for this purpose. Nominations must be made by any two Members of the Association as defined in Article 3 of this Constitution. Nominations shall be valid upon the Secretary receiving the consent of the person so nominated (who must be a Member of the Association).
  - e) **Voting:** In the event that there is more than one nomination for any of the offices referred to in Articles 5(b)(1) or 5(b)(2) of this Constitution, then the General Meeting shall first vote on those nominations. Voting shall normally be by show of hands. However, if so requested, voting may be by secret ballot, in which case collection and counting of ballot papers shall be done by a person or persons not voting.
  - f) **Term:** All Executive Committee members elected under Articles 5(b)(1) and 5(b)(2) of this Constitution shall hold office until the conclusion of the AGM in the following year. No person shall hold any office for more than three consecutive years except when that person is elected during the term of one of the offices referred to in Articles 5(b)(1) or 5(b)(2), in which event the period of 3 years starts at the next AGM.

### 6. GENERAL MEETINGS

- a) **Decisions:** Decisions of General Meetings of the Association shall be binding on the Executive Committee.
- b) **Notice:** Not less than 14 days notice of General meetings shall be given to all members of the Association, stating the time and place it will be held and the business to be placed before it.
- c) **Chair:** The Chair shall be the chair at every General Meeting of the Association. In her/his absence, the Vice-Chair shall perform the functions of the Chair. Failing the presence of either the Chair or Vice-Chair, the members of the Executive Committee shall appoint one of their number to be the chair.

### 7. SPECIAL GENERAL MEETINGS AND EMERGENCY MEETINGS

- a) **Convening:** The Executive Committee may at any time, and shall on the written request of not less than 20 Members of the Association stating the business for which they require the meeting, convene a Special General Meeting of the Association.

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- b) **Notice:** Notice shall be given to all Members of the Association at their address not less than 14 days before the date of the meeting. This notice shall include the date, time and place of the meeting, and notice of the business to be transacted.
- c) **Emergencies:** Where an emergency arises requiring emergency action and/or approval of emergency expenditure exceeding the \$1,000 limit referred to in article 4(i), an Emergency Meeting may be called by written notice with no less than 48 hours notice. The notice of the meeting shall describe briefly the emergency, the decisions which need to be taken and any special measures necessary. Full details shall be given at the emergency meeting itself.

### 8. QUORUMS

- a) The quorum for any General Meetings or Special or Emergency Meetings shall be 20 Members of the Association. If there should be no quorum at the start of a General Meeting, it shall stand adjourned. If the General Meeting fails due to lack of quorum and the members attending an adjourned General Meeting so wish, the Executive Committee has the right to reconvene it within 7-10 days with the same agenda and papers already distributed. All Members of the Association shall be given written notice of the reconvened meeting.
- b) The quorum for a meeting of the Executive Committee shall be not less than a simple majority of the membership of the Executive Committee, at least one of whom shall be an Officer.

### 9. FINANCE

- a) **Property:** The property and funds of the Association shall be held and administered by the Executive Committee. A resolution of the Executive Committee passed in due form shall be sufficient authority for any movement of such property or funds.
- b) **Accounts:** A bank account (if required) shall be held in the name of the Association, and shall be operated by the Officers on behalf of the Association. Signatures of any two Officers shall be required for any financial transaction to be valid.
- c) **Fiscal Year:** The financial year of the Association shall run until 31 December, at which date the Treasurer shall prepare an Annual Statement of Account and Balance Sheet and present to each Annual General Meeting a written account of the finances of the Association showing its income, expenditure and balances.
- d) **Auditor:** The Annual General Meeting of the Association may appoint a financial auditor to independently verify the financial statements of the Association if it so decides, provided that such financial auditor is not a Member of the Association.
- e) **No Other Purposes:** All monies raised by or on behalf of the Association shall be applied to further the aims of the Association and for no other purpose.

### 10. RECALL PROCEDURES

In the event of dissatisfaction being expressed about the work of the Executive Committee or of any Officer either for actions taken which are not in line with the

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Association's objectives or for failing to comply with particular requirements of Committee membership or specific office, the possibility shall exist for the whole Executive Committee, a specific officer or the individual member of the Executive Committee to be recalled. This shall be done by serving notice in writing signed by at least 20 members of the Association, to every home in Belltown, stating the reasons for believing that a recall is justified and calling for a Special Meeting to consider the allegations and, if necessary, vote for new Executive Committee members. The meeting shall be governed by the terms of Article 7 of this Constitution.

## 11. SUB-COMMITTEES

- a) The establishment of sub-committees or working groups of the Association for specific purposes shall be encouraged.
- b) Membership of such sub-committees shall be open to any Member of the Association.
- c) Sub-committees shall report on their activities to the Executive Committee and may provide a brief report at the AGM.

## 12. AMENDMENTS TO THE CONSTITUTION

- a) This Constitution may only be altered or amended by a resolution duly proposed and seconded by Members of the Association and passed at an AGM of which due notice has been given.
- b) The votes required for an alteration or amendment to the Constitution shall be two-thirds of those present and voting at the AGM.

## 13. DISSOLUTION

- a) If the Executive Committee, by a simple majority, decides at any time to dissolve the Association, they shall give at least 21 days notice of a meeting to all those eligible for membership in the Association.
- b) If such a decision shall be confirmed by a simple majority of those present and voting at the meeting, the Executive Committee shall have the power to dispose of any assets held by, or in the name of, the Association for purposes consistent with the aims of the Association.

This Constitution was adopted on \_\_\_\_\_, 2012 as The Constitution of The Belltown Neighbours' Association.

Signed \_\_\_\_\_ (Chair)

Signed \_\_\_\_\_ (Secretary)