

# Bridlewood Community Association Constitution

(as approved at June 8, 2006 Board Meeting)

## **By-Law No-1**

A by-law relating generally to the transaction of the affairs of the Bridlewood Community Association Inc.

BE IT ENACTED as a by-law of the Bridlewood Community Association Inc. as follows:

### **Article 1: HEAD OFFICE**

The Head Office of the Corporation shall be in Ottawa (the former City of Kanata) in the Province of Ontario, and at such place therein as the Directors may from time to time determine.

### **Article 2: SEAL**

The seal, an impression whereof is stamped in the margin hereof, shall be the corporate seal of the Corporation.

### **Article 3: FISCAL YEAR**

The fiscal year of the Corporation shall be from September 1st of one year to August 31st of the following year.

### **Article 4: MEMBERSHIP**

There shall be three separate classes of membership in the Bridlewood Community Association, as follows:

(a) **Ordinary Member.** Each residential unit in the community of Bridlewood is entitled to claim up to two (2) ordinary memberships. Ordinary members need only be able to prove to the satisfaction of the Secretary that they are normally resident in the community of Bridlewood and that they have reached the age of majority. Ordinary members are entitled to participate and vote in all annual or special member meetings.

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(b) **Supporting Member.** A supporting membership status shall be accorded to all ordinary member residential units upon payment of an annual fee prescribed from time to time by the Board of Directors. Each supporting member will receive written notification of this membership status from the Secretary or President by way of a membership card or receipt. Supporting members are entitled to all the same rights and privileges as ordinary members and will also be offered such additional benefits or other Association discounts that the Board of Directors may from time to time determine.

(c) **Corporate Member.** A corporate membership shall be available to any sole proprietor, partnership or corporation carrying on business in the Bridlewood community or the Kanata South Business Park, upon payment of an annual membership fee as prescribed from time to time by the Board of Directors. The corporate members shall be entitled the same rights and privileges as a supporting member except that there shall be a limit of one vote per membership at all meetings of the members of the Corporation.

### Article 5: MEETINGS OF MEMBERS: ANNUAL AND SPECIAL

(a) **Annual Meeting in September.** The annual meeting of the members shall be held during the month of September of each year at the head office of the corporation or elsewhere in Ottawa (the former City of Kanata) as the Board of Directors may determine and on such a day and time as the said Board shall appoint.

(b) **Reports Tabled.** At every annual meeting of members, the following minimum business shall occur:

- i) table an annual report of the President,
- ii) table the financial statements for the fiscal year then ended, and
- iii) elect the Board of Directors and all Corporate officer positions.

The members present at the annual meeting may consider and transact any business without notice thereof.

(c) **Special Meeting.** A Special Meeting of the members may be called at any time by the Board of Directors. Alternatively, a written request to the Secretary by fifty (50) ordinary members of the Corporation, stating the reason for requesting the Special Meeting, shall cause a Special Meeting to be called within 30 days of the day of receipt of the request.

(d) **By-law Changes.** Any proposed amendments, additions or deletions to Corporate by-laws shall be considered by and receive the recommendation of the Board of Directors before it may be passed to an Annual or Special meeting of members for approval. There shall be a minimum period of thirty (30) days between the date of the Board meeting recommending the by-law change and the date of the meeting of members within which there shall be at least one public notice in a local newspaper identifying the nature of the by-law change proposed.

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(e) **Notice.** Notice of the Annual meeting of members or of a Special meeting of members shall be effected by public notice in a local newspaper, such notice to occur at least once publicizing the time, place, date and general nature of the member meeting so called.

(f) **Meeting Adjournment.** Any Annual or Special meetings of the Corporation or of the Directors may be adjourned upon the passing of a resolution, at any time, and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment resolution may be made notwithstanding that no quorum is present.

(g) **Notice Error.** No error or omission in giving notice of any Annual or Special meeting or any adjourned meeting of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat.

(h) **Meeting Quorum.** A quorum for the transaction of business at any meeting of members shall consist of not less than ten (10) members present in person, at least three (3) of whom must be Directors of the Corporation.

### Article 6: MEETINGS OF MEMBERS: VOTING

(a) **Voting Rights.** Any ordinary member, supporting member and corporate member of the Corporation, in good standing, present at an Annual or Special meeting of members, shall be entitled to one vote. Corporate members shall be entitled to one vote per corporate membership.

(b) **Voting Methods.** At a meeting of members, every question shall be decided by a majority of votes of the members present unless otherwise required by the by-laws of the Corporation, or by legislation. Every question shall be decided in the first instance by a show of hands unless a poll be demanded by any member. Upon a show of hands, every member having voting rights shall have one vote except for the Meeting Chairman, and unless a poll be demanded, a declaration by the Meeting Chairman that a resolution has been carried or not carried and an entry to that effect in the minutes the Corporation shall be admissible in evidence as "prima facie" proof of the fact of the number of proportion of the votes accorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn the question shall be decided by a majority of votes given by the members, and such poll shall be taken in such a manner as the Meeting Chairman shall direct. In the case of an equality of Votes at any Annual or Special meeting of members, whether upon a show of hands or a poll, the Meeting Chairman shall cast the deciding vote.

(c) **Voting Deadline.** Voting may be by poll, returns in writing, show of hands or such other method as the Meeting Chairman may determine, but in any event, voting must be completed and the Board of Directors elected by not later than October 15th in each year. In the event of a tie, a runoff ballot shall be held.

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(d) **Failure to Elect.** If at an Annual Meeting of Members, (a) a meeting quorum is not achieved, or (b) fewer than three (3) Executive positions are otherwise elected for the new Board of Director's term of office, then the Meeting Chairman shall declare the Annual Meeting null and void. Moreover, the otherwise retiring Executive members shall continue to hold office for a maximum period of sixty (60) days by which time the President must call a Special Meeting of Members for the election of new Board of Directors. Failure to call a Special Meeting of Members, or failure to elect at least a quorum of Executive members of the Board of Directors at a Special Meeting of Members will require the windup of all BCA activities in accordance with Article 26.

### Article 7: BOARD OF DIRECTORS

The affairs of the Corporation shall be managed by an elected Board of Directors. There shall be a total of five (5) Directors elected in an Annual meeting of members, and each Director shall hold one of the following offices: President, First Vice-President, Second Vice-President, Treasurer or Secretary. The Board of Directors will seek the advice of, and be responsive to, the Street Representatives regarding all manner of operation of the affairs of the Corporation.

(a) **Qualifications.** Each Director at the time of their election or within 10 days thereafter and throughout their term of office shall be a supporting member of the Corporation and shall ordinarily reside in the Bridlewood community.

(b) **Term of Office.** Directors will hold office for approximately one year until the next annual general meeting of members has been held. The Board shall be retired at each annual meeting, but shall be eligible for re-election if otherwise qualified.

(c) **Resignation.** Should a Director resign during the term of their office, a replacement Director shall be elected at a monthly Board meeting from amongst the Street Representatives present and furthermore the newly elected Director shall also assume the office vacated by the resigned Director.

(d) **Vacancies.** Should a quorum of Directors not remain in office, the remaining Directors shall forthwith call a Special Meeting of members, similar to the process of Article 6(d), to fill vacancies.

### Article 8: DUTIES AND POWERS, BOARD OF DIRECTORS

(a) **Administer Affairs.** The Directors of the Corporation may administer the affairs of the Corporation in all things to make or cause to be made for the Corporation, in its name, any kind of contract which the Corporation may lawfully enter into and, save as hereinafter provided, generally, may exercise all other powers and do such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

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(b) **Principal Duties.** The principal duties of the Directors are to determine the policies and manage the affairs of the Association within the terms of its charter.

(c) **Foster Communication.** The duties of the Directors shall include fostering good communication between the Corporation and the residents of the Bridlewood community and otherwise carrying out the objectives of the Corporation.

(d) **Committees.** The Board may appoint temporary or standing committees from amongst the Directors, Street Representatives and/or members of the Association to study and advise on such matters as the Board deems advisable for the benefit of the community. The Board shall appoint Committee Chairs and the Chairs shall lead the affairs of their Committee until the next Annual General Meeting. Committee Chairs may be appointed or changed at the AGM or in a succeeding Board of Directors meeting, via a motion.

(e) **Rules and Regulations.** In the exercise of its responsibilities, the Directors may perform such acts and may make such rules and regulations as they consider necessary.

(f) **Books and Records.** The Directors shall see that all necessary books and records of the Corporation, required by the by-laws of the Corporation or by any applicable statute or law, are regularly and properly kept.

(g) **Minimum.** The Board of Directors shall meet a minimum of three times in each fiscal year for the purpose of carrying out the foregoing responsibilities.

(h) **Remuneration.** As per Article 12 of this constitution, the Board of Directors shall receive no compensation for activities performed in association with this Board.

### Article 9: NOTICE, BOARD OF DIRECTORS' MEETINGS

(a) **Monthly meetings.** The Board may appoint a day or days in any month or months for regular monthly meetings at an hour to be named and of such regular meetings no notice need be sent to Directors or Street Representatives.

(b) **Special Board meetings.** Alternatively, a Board of Directors' meeting may be called by the President, or by the Secretary on the direction of any two (2) Directors, or by the Secretary upon the written request of any ten (10) Street Representatives. Notice of any such meetings shall be delivered or telephoned to each Director and Street Representative not less than three (3) days before the meeting is to take place or shall be mailed not less than five (5) days before the meeting is to take place.

(c) **Following Annual meeting.** A Director's meeting may also be held, without notice, immediately following the annual general meeting of the Corporation.

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(d) **Errors.** No error or omission in giving such notice for a meeting of Directors shall invalidate such a meeting or invalidate or make void any proceedings taken or had at such meeting.

### **Article 10: QUORUM, BOARD OF DIRECTORS' MEETINGS**

A total of three (3) Directors shall form a quorum for the consideration or transaction of any Corporation business. Should the quorum not be maintained at any point in time during the meeting, this fact shall be duly reflected in the proceedings of the meeting and, at the call of the Meeting Chairman, the meeting may continue on the basis that any subsequent items discussed are for information purposes only. Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.

### **Article 11: VOTING, BOARD OF DIRECTORS' MEETINGS**

(a) **Eligible Voters.** Questions, resolutions, motions or matters of business arising during any meeting of Directors shall be decided by a majority of the votes cast. All Directors and Street Representatives present at the meeting will be entitled to a single vote, with the exception that the Director acting as Meeting Chairman shall not be entitled to a vote. In the case of an equality of votes, the Meeting Chairman shall cast the deciding vote.

(b) **Board Veto.** Notwithstanding any other part of this article, the Board of Directors retains the power of veto over any motions, resolutions or matter of business transacted during any meeting of Directors. The veto shall only be exercised with due care and would be invoked by the following process:

i) Immediately following a vote, a Director shall claim the right of privilege to introduce a motion or resolution having a significantly different effect or meaning to the voted item in question. This veto privilege can only be exercised once, per Director, per original vote.

ii) Without any further discussion, the Director's motion or resolution must be seconded by another Director but excluding the Meeting Chairman.

iii) Should the motion be seconded by another Director, the matter shall be voted on by all Directors present, including the Meeting Chairman, and for the veto motion or resolution to pass, all Directors present must vote in favour of the veto motion or resolution.

iv) Upon the completion of a veto motion or resolution, the topic giving rise to the original motion or resolution shall not be discussed any further at that particular Board meeting.

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(c) **Ballot Request.** Any votes at any such meeting shall be taken by ballot if so demanded by any combination of three (3) Directors and Street Representatives present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent. A declaration by the Meeting Chairman that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as "prima facie" proof of the fact of the number or proportion of the votes recorded in favour or against such a resolution.

### **Article 12: REMUNERATION OF THE DIRECTORS**

The Directors shall receive no remuneration for acting as such.

### **Article 13: REMOVAL OF A DIRECTOR**

The members of the Corporation may, by a resolution passed by at least two-thirds of the votes cast at a Special meeting of members of which notice specifying the intention to pass such a resolution has been given, may remove any Director before the expiration of their term of office. In addition, any Director absent from any three (3) consecutive duly called meetings of the Board of Directors may, at the fourth consecutive meeting, be removed from office by Board motion. Written notice of the removal from office shall be forwarded by the Secretary to the former Director within 10 days of the meeting concerned.

### **Article 14: DIRECTORS: GENERAL**

The officers of the Corporation shall consist of a President, a First Vice-President, a Second Vice-President, a Secretary and a Treasurer. Each officer shall, by virtue of holding office, be a member of the Board of Directors. It is the objective of the Association to stagger the appointment of the executive in order that at no time is the executive completely without continuity.

(a) **Limit.** No one member shall serve in the same office on the executive for more than three full consecutive fiscal years.

(b) **Double Duty.** An officer may only hold a second office on a temporary basis, for a term not to exceed six months.

(c) **Additional Officers.** Additional officer positions may be created by the Board of Directors by by-law from time to time. All such additional officer positions will be entitled to sit on the Board of Directors and for all such additions legal notice must be filed with the Province of Ontario in accordance with current legislation.

(d) **Term of Office.** The terms of office for all officers will run from immediately after the close of business of the annual meeting of members wherein they are elected to the close of business of the subsequent annual meeting of members.

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### Article 15: DIRECTORS: ELECTIONS

The President, First and Second Vice-Presidents, Secretary and Treasurer shall be elected by the members at an election to be held at the annual meeting of members in the month of September.

(a) **Nominations.** All candidates shall be a supporting member in good standing as at June 30 and shall be nominated by two supporting members in good standing as at June 30. The Meeting Chairman may waive the requirement for a particular candidate to be a supporting member as at June 30 if a motion to waive this requirement is passed unanimously at the AGM. .

(b) **Submittal of Nominations.** Written nominations of a candidate, sent by letter or email, may be delivered to the President and Secretary up to 24 hours in advance of the General Meeting. The candidate so nominated must indicate his/her willingness to accept the position. The Secretary shall refer to the June 30 Membership List to validate all candidates and nominators.

(c) **Nominations at General Meeting.** At the annual meeting of members, the Meeting Chairman shall make a last call for candidates for each Officer position, to receive verbal nominations, after which the Chairman shall declare the nomination period closed.

(d) **Nominator Limits.** Any supporting member of the Corporation shall be limited to nominating a maximum of three (3) candidates.

(e) **Candidates Present.** All candidates must be present in person at the General Meeting. If a candidate is not present, the Meeting Chairman shall declare that nomination null and void.

### Article 16: DUTIES OF THE PRESIDENT

The President shall, when present, preside and act as meeting chairman at all meetings of the members of the Corporation and of the Board of Directors. The President shall also be charged with the general management and supervision of the affairs and operations of the Corporation and will be primarily responsible for the development and maintenance of good working relationships with elected representatives and volunteer organizations operating within the City of Ottawa. The President, with the Secretary, shall sign all by-laws. The President or Secretary shall endorse all membership certificates issued by the Corporation. During the absence or inability of the President, his duties and powers may be exercised by the First Vice-President and if the First Vice-President exercises any such duty or power, the absence or inability of the President shall be presumed with reference thereto.



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### Article 17: DUTIES OF THE VICE-PRESIDENTS

- (a) The First Vice-President will be primarily responsible for the organization and execution of all Corporation activities or special events during their term of office, including the organization of the annual meeting of members.
- (b) The Second Vice-President shall be primarily responsible to represent community interests in the planning for, and use of, any community related facilities in the Bridlewood area.
- (c) The President may, from time to time, assign such additional responsibilities to the Vice-Presidents to assist in the management of the association as he/she deems appropriate, such as the chairing of standing committees.

### Article 18: DUTIES OF THE SECRETARY

The Secretary shall be the "ex official" clerk of the Board of Directors. He/she shall attend all meetings of the Board of Directors and record all facts and minutes of all proceedings in the books kept for that purpose. The Secretary shall be custodian of the seal of the Corporation and of all the books, records, list of members, correspondence, contracts and other documents belonging to the Corporation which he/she shall deliver up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution, and she/he shall perform such other duties as may from time to time be determined by the Board of Directors including the annual renewal of corporate status with the Province of Ontario. In the event that the Secretary is absent from a meeting of the Board of Directors, the President shall appoint a substitute pro tem from amongst the Street Representatives in attendance.

### Article 19: DUTIES OF THE TREASURER

- (a) **Proper Records.** The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the corporation in proper books of account and shall promptly deposit all moneys or other valuable effects in the name and to the credit of the Corporation in such bank or banks as may from time to time be designated by the Board of Directors.
- (b) **Disbursements.** The Treasurer shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers thereof and shall render to the Board of Directors at the regular meetings thereof and at other times whenever required, an account of all their transactions as Treasurer, and of the financial position of the Corporation.
- (c) **Financial Statements.** Before the expiration of his/her term of office, the Treasurer shall ensure that financial statements are prepared in good form for the fiscal year then ended, that such financial statements have been reviewed by the

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Corporation's Financial Reviewer.

(d) **Budget.** After consulting with other Directors and any Committee Chairmen, the Treasurer shall prepare a balanced budget in good form within sixty (60) days of the Annual meeting of members for the approval of the Board of Directors.

Notwithstanding any other article in this bylaw, a budget, once approved by the Board of Directors, authorizes the Treasurer and any other officer of the Corporation to initiate spending on any such disbursements contained in the budget.

(e) **Other Duties.** The Treasurer shall also perform such other duties as may from time to time be determined by the Board of Directors.

### Article 20: DUTIES OF OTHER OFFICERS

The duties of all other officers of the Corporation shall be such as the terms of their engagement call for or the Board of Directors requires of them.

### Article 21: FINANCIAL REVIEWER

(a) **Appointment.** A Financial Reviewer for the succeeding fiscal year shall be appointed at each Annual meeting of members upon a motion by the membership. Should no candidates for Financial Reviewer be available at the Annual meeting, the Board of Directors may appoint a qualified Financial Reviewer at any time during the fiscal year. The Financial Reviewer shall normally hold office for a period of three (3) consecutive years.

(b) **Qualifications.** To ensure a degree of independence, the Financial Reviewer cannot be a current Director or spouse of a current Director. The Financial Reviewer should be someone knowledgeable of financial matters.

(c) **Access.** The Financial Reviewer shall have full access to financial records, meeting minutes, and other records as he/she deems necessary during the months of July and August, and shall return all records to their respective holder when the review is completed.

(d) **Report.** Before the Annual General Meeting of members is held, the Financial Reviewer shall send a courtesy copy of his/her annual report to the President. The Financial Reviewer would, as part of their review work, review the financial records to ensure that: all financial records are complete and accurate, all disbursements have been properly authorized, all revenues have been recorded and all significant assets have been verified as existing. Any discrepancies in recording revenues, expenditures, assets or liabilities, as well as any missing financial records or erroneous financial statements shall be duly noted by the Financial Reviewer in their Report. The Financial Reviewer shall table 10 copies of their Report at the General Meeting of members and shall discuss the contents of their Report.

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(e) **Necessity.** Should a Board of Directors fail to fulfill the requirements of Article 25, the succeeding Board of Directors may fulfill this responsibility.

### **Article 22: STREET REPRESENTATIVES**

Street Representatives shall be appointed by the Board of Directors to represent the interests of the ordinary members of a defined street district.

(a) **Duties.** Street Representatives shall endeavour to represent the interests of residents of their street district to the Board of Directors, and shall advise the Board on any and all matters under consideration by the Board at the monthly meetings of the Corporation. A Street Representative will endeavour to facilitate two-way communications between the Board and the members of the Corporation, and shall include such specific duties as the selling of supporting memberships and the distribution of notices or other materials.

(b) **Street Districts.** The Board shall, not later than May 15th of each year, determine the total number of street districts and define the boundaries of each street district. Any street district so defined shall not exceed one hundred (100) residential units. For areas of the community under development, a minimum of ten (10) residential units must be built or in an advanced stage of construction by May 1st to receive consideration as a new street district. As a guiding principle for determining the configuration of street districts, a ratio of one Street Representative for every fifty (50) residential units should be used.

(c) **Nomination Process.** All potential Street Representatives shall be nominated by a supporting member in good standing. The Board shall either appoint, defer or decline any Street Representative nominations submitted for consideration.

(d) **Annual General Meeting.** Street Representatives shall be appointed by the newly elected Board of Directors at the Annual General Meeting. Prior to the AGM, the President should contact all current Street Representatives to determine if they wish to continue in that role in the new fiscal year, and if so their name shall be added to the Street Representatives roll. In addition, at the AGM the President shall ask those present if anyone wishes to become a Street Representative, and if so the President shall add their name to the roll. The President shall then nominate all persons on the roll for the position of Street Representative, and put forward a motion to elect all names on the roll. If any member present at an AGM objects to one or more names in the motion, the President should remove those names from the roll and put them forth in a second motion.

(e) **Presence at AGM.** A person who has been nominated by the President for a Street Representative position does not have to be present in person at the AGM.

(f) **Appointments and Termination.** Street Representatives may be appointed at the AGM or may be appointed at any monthly meeting of the Board of Directors by

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way of a motion. All Street Representative terms of appointment shall expire at the subsequent AGM. However, the Board of Directors may prematurely terminate the tenure of a Street Representative for reason of:

- i) flagrant abuse of the position which demeans the general reputation of the Association;
- ii) significant personal misconduct as determined by the Board, which may or may not include illegal activities;
- iii) receipt of a petition of at least 10 members resident in the street district, requesting the termination; or
- iv) dereliction of duties, defined as the failure to attend four (4) consecutive monthly meetings of the Corporation.

(g) **Qualifications.** Each Street Representative shall ordinarily dwell within the Bridlewood street district they seek to represent. In addition, only one (1) person per residential unit may act as a Street Representative for a given street district.

(h) **Maximum.** A maximum of two (2) Street Representatives may be appointed by the Board to represent any one (1) street district.

### Article 23: EXECUTION OF DOCUMENTS

(a) **Signatures.** Deeds, transfers, licences, contracts and engagements on behalf of the Corporation shall be signed by either the President or First Vice-President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

(b) Notwithstanding any provisions to the contrary contained in the by-laws of the Corporation, the Board of Directors may at any time by resolution direct the manner in which, and the person or persons by whom, any particular instrument, contract or obligation of the Corporation may or shall be executed.

### Article 24: FINANCIAL RESTRICTIONS

(a) **\$200 Interim Spending Limit.** Contracts and expenditures which are entered into in the ordinary course of the Corporation's operations having an individual monetary value not exceeding \$200.00 in value may be entered into on behalf of the Corporation by the President, a Vice-President or Treasurer without the prior approval of the Board of Directors.

(b) **Amounts over \$200.** Contracts and expenditures having an individual monetary value exceeding \$200.00 must have prior written approval of the Board of Directors as evidenced by written resolution of the Board or as contained within the annual Corporation budget.

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(c) **Current Year Deficit.** In any given fiscal year, should it become apparent that actual and budgeted expenses will exceed actual and expected revenues by greater than ten percent of the total revenues, the Board of Directors shall, by resolution, forthwith adjust the remaining budgeted expenses for the year such that the expected operating expense for the year shall not exceed one hundred and ten percent (110%) of total expected revenues.

(d) **Prior Year Surplus Funds.** Any surplus of funds accumulated from prior fiscal years shall only be utilized for the purpose of making significant capital item expenditures, for use within the Corporation's activities or for donation to an organization normally operating within the Bridlewood community. The total of any such capital expenditures so charged in any one year cannot exceed fifty percent (50%) of the total surplus as at the end of the previous year.

### Article 25: AMENDING CLAUSE

This constitution shall be reviewed on at least a five-year cycle, unless otherwise deemed necessary. At the call of the Board of Directors, the constitution may be re-opened and revisited. Amendments are to be approved unanimously by the Board of Directors. The amended constitution is to be tabled at the next AGM for information purposes only.

### Article 26: TERMINATION OF ACTIVITIES

Should Article 6(d) (Failure to Elect Executive) occur and no quorum of Executive positions is elected within 60 days of a failed Annual General Meeting, the following actions **must** occur to terminate all Bridlewood Community Association activities and to legally wind up the corporation:

- (a) **Retention of Legal Advice.** Once the 60 days have passed since the failed AGM, and no Special Meeting of Members has been called, or if called has not resulted in a quorum of Executive members to be elected, then the last BCA President of record shall immediately hire a lawyer to advise and/or assist with the winding up of all Association affairs and the distribution of all net assets;
- (b) **Notice to Residents.** Within 15 days of hiring a lawyer, the last BCA President of record shall place an ad in the local newspaper advising all residents that the BCA has ceased all operations effective as at a certain date. In addition, the Association's internet website shall be revised to only show a single webpage advising viewers that the Association has terminated operations;
- (c) **Notice to Interested Parties.** Within 15 days of hiring a lawyer, the last BCA President of record shall advise, in writing, the following organizations and individuals that the Association is terminating all activities and will be surrendering its corporate charter back to the Province of Ontario:

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(i) All organizations directly or indirectly sponsored by the Association (eg. Bridlewood Men's Hockey Association, 3<sup>rd</sup> Kanata Scout Group); and

(ii) the City of Ottawa Councillor responsible for the Bridlewood area.

**(d) Sale of Moveable Assets.** Within 60 days of hiring a lawyer, the last BCA President of record shall oversee the liquidation sale of all owned BCA moveable assets and inventories. The President will have full powers to determine where, when, to whom and for what amount the assets will be sold. The President will keep full records of all assets sales for a period of two (2), after which such records may be destroyed;

**(e) Disposition of Real Property.** Within 120 days of hiring a lawyer, all real property (ie immoveable assets) owned by the Association, or any Association property rights shall be donated to the City of Ottawa. Also, any property leases signed by the Association shall be terminated. Should the City of Ottawa refuse to accept the Association's real property, the President shall hire a real estate agent to dispose of the property at fair market value;

**(f) Consolidated Bank Account.** Within 15 days of hiring a lawyer, the last BCA President of record shall become the sole signing authority on all BCA bank accounts and financial investments. The President shall deposit all asset sale proceeds and pay all remaining liabilities from the bank account. All financial investments will be cashed in and the proceeds deposited into the bank account. The President will keep full records of all banking records for a period of two (2) years, after which such records may be destroyed;

**(g) Distribution of Funds.** After performing all the above steps, the last BCA President of record shall disburse the funds contained in the consolidated bank account according to the following process:

(i) Settle all immediate trade accounts payable liabilities, including the lawyer's retainer fee;

(ii) Reserve an amount of funds for the following future liabilities: (a) Province of Ontario corporate filing fees, (b) estimated final lawyer's fee and (c) any such other reserves as the lawyer may advise, in writing, as being prudent;

(iii) Donate \$10,000 (or if less than \$10,000 remains, the balance in the consolidated bank account) on a pro rata/ equal share basis to all non-profit organizations that the Association previously made a cash donation to in the preceding full five (5) fiscal years;

(iv) Donate the remaining balance (if any) to the City of Ottawa "Bridlewood Community Trust Fund" (or similar name as will be created in the summer of 2006)

**(h) Final Steps.** The lawyer retained will advise as to how to sequence the final winding up steps, for example the closing of the bank account and the surrender of

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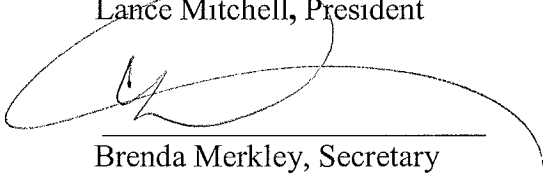
the corporate charter. After all para (g) above items have been settled (including all para (g)(ii) reserve items), the funds which otherwise remain in the consolidated bank account shall be withdrawn and donated to a charitable organization chosen by the last BCA President of record; and

(i) **Access to Wind-up Records.** The last BCA President of record shall keep all significant wind-up records including sales records, legal correspondence, cheques and bank statements for a minimum period of two years. During this two year retention period only a previous BCA President, who held office in the 10 years preceding the wind-up, may review the wind-up records. However, all such records remain the responsibility of the last BCA President of record and should not at any time leave his/her possession.

Approved on behalf of the Board of Directors, dated this 8th day of June 2006.



Lance Mitchell, President



Brenda Merkley, Secretary