

## BY-LAW NUMBER 1

A by-law relating generally to the transaction of the affairs of the Glebe Community Association – Association Communautaire du Glebe.

Be it enacted as a by-law of the Glebe Community Association as follows:

### Head Office

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

### Glebe Area Defined

2. In these by-laws "Glebe Area" shall mean that part of the City of Ottawa bounded on the North by the Queensway, on the East and South by the centre line of the Rideau Canal and on the West by Lebreton Street South, Carling Ave. and Dow's Lake.

### Zones Within The Glebe

3. The Glebe Area shall be divided into seven zones, defined as follows:

- a) Zone I – Dow's Lake

Bounded on the East by the centre line of Bronson Avenue, on the South by the centre line of the Rideau Canal, on the West by the Easterly shore of Dow's Lake and Commissioner's Park to the centre line of Carling Avenue, and on the North by the centre line of Carling Avenue.

- b) Zone II - Southwest

Bounded on the East by the centre line of Bank Street, on the South by the centre line of the Rideau Canal, on the West by the centre line of Bronson Avenue, and on the North by the rear lot of properties on the south side of Fifth Avenue.

- c) Zone III - Midwest

Bounded on the East by the centre line of Bank Street, on the South by the rear lot line of those properties on the south side of Fifth Avenue, on the West by the centre line of Bronson Avenue, and on the North by rear lot line of those properties on the north side of Glebe Avenue.

- d) Zone IV - Northwest

Bounded on the East by the centre line of Bank Street, on the South by the rear lot line of those properties on the north side of Glebe Avenue, on the West by the centre line of Bronson Avenue, and on the North by the Queensway.

e) Zone V - Southeast

Bounded on the East and South by the centre line of the Rideau Canal, on the West by the centre line of Bank Street, and on the North by the centre line of Central Park and Patterson's Creek.

f) Zone VI – Northeast Bounded on the East by the centre line of the Rideau Canal, on the South by the centre lines of Patterson's Creek and Central Park, on the West by the centre line of Bank Street, and on the North by the Queensway.

g) Zone VII – Glebe Annex- Bounded on the East by the centre line of Bronson on the West by the centre line of Lebreton Street, and on the North by the Queensway, on the South by Carling.

#### Seal

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

#### Interpretation

5. In these by-laws and in all other by-laws of the Corporation, hereafter passed unless the context otherwise requires, words importing the singular number or the masculine gender shall include the plural number or the feminine gender as the case may be, and vice versa, and references to persons shall include firms and corporations.

#### Board of Directors and Executive Officers

6. The affairs of the Corporation shall be managed by a Board of up to 40 directors, one of whom shall hold office ex officio as immediate past President of the Corporation. The remaining directors shall be elected, each of whom at the time of his election or within ten days thereafter and throughout his term of office shall be a member of the Corporation. Each director shall be elected to hold office until the first annual meeting after he shall have been elected and qualified. The whole Board shall be retired at each annual meeting of members, but directors shall be eligible for re-election if otherwise qualified. The election may be by show of hands unless a ballot is demanded by a member of the Corporation. There shall be a President, two Vice-Presidents, a Treasurer and a Secretary. Directors shall be appointed by the Board to bear responsibility for each of the zones referred to in clause 3 above and to head such Committees as the Board may from time to time by resolution delegate or create as necessary or appropriate for carrying out the objects of the Corporation.<sup>1</sup>

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<sup>1</sup> The original paragraph was repealed and was replaced by this paragraph on the 24<sup>th</sup> day of May, 2005.

The members of the Corporation may, by Resolution passed by at least two-thirds of the votes cast at a General meeting of which notice specifying the intention to pass such resolution has been given, remove any Director-Officer before the expiration of his term of office, and may, by a majority of votes cast at that meeting, elect any person in his stead for the remainder of the term.

#### Vacancies on Board of Directors

7. Vacancies on the Board of Directors, however caused, may, so long as 50% of the Directors remain in office, be filled by the Directors from among the qualified members of the Corporation, if they shall see fit to do so, otherwise such vacancy shall be filled at the next annual meeting of the members at which the Directors for the ensuing year are elected, but if there is not 50% of the Directors, the remaining Directors shall forthwith call a meeting of the members to fill the vacancy. If the number of Directors is increased between the terms, a vacancy or vacancies, to the of the (sic) authorized increase, shall thereby be deemed to have occurred which may be filled in the manner above provided.

#### Quorum and Meetings, Board of Directors

8. Twelve of the Directors shall form a quorum for the transaction of business.<sup>2</sup> 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. Directors' meetings may be formally called by the President or a Vice-President or by the Secretary on direction of the President or a Vice-President, or by the Secretary on direction in writing, of five directors. Notice of such meeting shall be delivered via email to each Director not less than four days before the meeting is to take place. The Board may appoint a day or days in any month or months for regular meeting at an hour to be named and of such regular meeting no notice need be sent. A Directors meeting may also be held, without notice, immediately following the annual meeting of the Corporation. The Directors may consider or transact any business either special or general at any meeting of the Board. All meetings shall be open to the public.

#### Errors in Notice, Board of Directors

9. No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of any such meeting and may ratify and approve of any or all proceedings taken or had thereat.

#### Voting, Board of Directors

10. Questions arising at any meeting of Directors shall be decided by a majority of votes. In case of an equality of votes, the Chairman shall cast the deciding vote.

All votes at any such meeting shall be taken by ballot if so demanded by any three Directors present, but if no demand be made, the vote shall be taken in the usual way by assent or

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<sup>2</sup> The original quorum definition was repealed and was replaced by "twelve" on the 24<sup>th</sup> day of May, 2005.

dissent. A declaration by the Chairman that a resolution has been carried and any entry to that effect in the minutes shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.

#### Powers

11. The Directors of the Corporation may administer the affairs of the Corporation in all things and 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 such other powers and do all such other acts and things as the Corporation is by its charter or otherwise authorized to exercise and do.

Without in any way derogating from the foregoing, the Directors are expressly empowered, from time to time, to purchase, lease, or otherwise acquire, alienate, sell, exchange or otherwise dispose of shares, stocks, rights, warrants, options and other securities, lands, buildings and other property, movable or immovable, real or personal, or any right or interest therein owned by the Corporation, for such consideration and upon such terms and conditions as they may deem advisable.

#### Remuneration of Directors

12. The Directors shall receive no remuneration for acting as such.

#### Duties of President and Vice-President

13. The President shall, when present, preside 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. The President with the Secretary or other officer appointed by the Board for the purpose shall sign all By-laws. Membership certificates shall be signed by the President. He shall be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation. During the absence or inability of the President, his duties and powers may be exercised by a Vice-President.

#### Duties of Secretary

14. The Secretary shall be ex officio clerk of the Board of Directors. He shall attend all meetings of the Board of Directors and Officers, and record all facts and minutes of all proceedings in the book kept for that purpose. He shall give all notices required to be given to members and to Directors.

#### Duties of Treasurer

15. The Treasurer shall keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of account and shall deposit all money 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. He shall disburse the funds of the Corporation under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings thereof or whenever required of him, an account of all his transactions as Treasurer, and of the financial position of the Corporation. He shall also perform such other duties as may from time to time be determined by the Board of Directors.

#### Duties of Other Officers

16. The duties of all other officers of the Corporation shall be as determined from time to time by the Board of Directors.

#### Nominating Committee

17. The Board of Directors shall appoint a Nominating Committee at least four weeks prior to the annual general meeting. The Nominating Committee will accept any nominations for office endorsed by a member in good standing so long as the Nominee consents to have the nomination stand. Nominations for Officers and Directors will be accepted by the Nominating Committee during the four weeks immediately prior to the annual general meeting. Notice of the members of the Nominating Committee together with the committee email address will be given to the members together with the notice of the annual general meeting.

#### Execution of Documents

18. Deeds, transfers, licenses, contracts and engagements on behalf of the Corporation shall be signed by either the President or a Vice President and by the Secretary, and the Secretary shall affix the seal of the Corporation to such instruments as require the same.

Contracts in the ordinary course of the Corporation's operation may be entered into on behalf of the Corporation by the President, a Vice-President, Treasurer, or by any person authorized by the Board.

The President, a Vice-President, or Treasurer, or any one of them, or any person or persons from time to time designated by the Board of Directors may transfer any and all shares, bonds or other securities from time to time standing in the name of the Corporation in its individual or any other capacity or as trustee or otherwise and may accept in the name and on behalf of the Corporation transfers of shares, bonds or other securities from time to time transferred to the Corporation, and may affix the corporate seal to any such transfer or acceptance of transfers, and may make, execute and deliver under the corporate seal any and all instructions in writing necessary or proper for such purposes, including the appointment of an attorney or attorneys to make or accept transfers of shares, bonds or other securities on the books of any company or corporation.

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 obligations of the Corporation may or shall be executed.

#### Books and Records

19. 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 by the Secretary.

#### Membership

20. The membership shall consist of the applicants for the incorporation of the Corporation and such other individuals and such corporations, partnerships and other legal entities as are admitted as members by the Board of Directors. Any person living or working in the Glebe is eligible for membership.

Members may resign by resignation in writing which shall be effective upon acceptance thereof by the Board of Directors.

Membership will lapse in the event any membership dues required are not paid. Each member in good standing shall be entitled to one vote on each question arising at any special or general meeting of the members.

#### Fees

21. Membership fees shall be fixed from time to time by a majority vote of the Board of Directors, which vote shall become effective only when confirmed by a vote of the members at an annual or other general meeting.

#### Annual and Other Meetings of Members

22. The annual or any other general meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said Directors shall appoint.

At every annual meeting, in addition to any other business that may be transacted, the report of the Directors, the financial statement and the report of the accountant shall be presented and a Board of Directors elected and accountant appointed for the ensuing year and the remuneration of the accountant shall be fixed. The members may consider and transact any business either special or general without any notice thereof at any meeting of the members. The Board of Directors or the President or both of the Vice-Presidents or the Secretary on the direction in writing of 50 members, shall have power to call at any time a general meeting of the members of the Corporation. Notice of a special meeting may be given by advertisement

in the local neighbourhood newspaper, so long as the notice is given prior to the date of the meeting. At such a special meeting no election is to be held.

No public notice nor advertisement of the annual general meeting shall be required, but notice of the time and place of every such meeting shall be given to each member by sending the notice by email 14 days before any time fixed for the holding of such meeting; provided that any meetings of the members may be held at any time and place without such notice if all the members of the Corporation are present thereat or represented by proxy duly appointed and at such meetings any business may be transacted which the Corporation at annual or general meetings may transact.

#### Error or Omission in Notice

23. No error or omission in giving notice of any annual or general meeting or any adjourned meeting, whether annual or general, of the members of the Corporation shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any member, director or officer for any meeting or otherwise, the address of any member, director or officer shall be his last address recorded on the books of the Corporation.

#### Adjournments

24. Any meetings of the Corporation or of the Directors may be adjourned to any time and from time to 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 may be made notwithstanding that no quorum is present.

#### Quorum of Members

25. A Quorum for the transaction of business at any meeting of members shall consist of not less than thirty-five members present in person.

#### Voting of Members

26. Subject to the provisions, if any, contained in the Letters Patent of the Corporation, each member of the Corporation shall at all meetings of members be entitled to one vote and he may vote by proxy. Such proxy must himself be a member and before voting shall produce and deposit with the Secretary sufficient appointment in writing from his constituent or constituents. No member shall be entitled either in person or by proxy to vote at meetings of the Corporation unless he has paid all dues or fees, if any, then payable by him.

No one person may carry more than one proxy.

Candidates for election to the position of Director-Officer may appoint scrutineers.

At all meetings of members every question shall be decided by a majority of the votes of the members present in person and of at least eighteen years of age or represented by duly authorized proxy unless otherwise required by the By-laws of the Corporation or by law. Every question shall be decided in the first instance by a show of hands unless a written ballot be demanded by at least five members present. Upon a show of hands, every member having voting rights shall have one vote and unless a poll be demanded a declaration by the Chairman that the resolution has been carried or not carried and an entry to that effect in the minutes of the Corporation shall be admissible in evidence as prima facie proof of the fact without proof of the number or 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 the votes given by the members present in person or by proxy and such poll shall be taken in such manner as the Chairman shall direct and the result of such poll shall be deemed the decision of the Corporation in general meeting upon the matter in question. In case of an equality of votes at any general meeting, whether upon a show of hands or at a poll, the Chairman shall cast the deciding vote.

#### Financial Year

27. Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall terminate on the 30<sup>th</sup> day of April in each year.

#### Cheques, Etc.

28. All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents, of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. One of such officers or Agents may alone endorse notes and drafts for collection on account of the Corporation through its bankers, and endorse notes and cheques for deposit with the Corporation's bankers for the credit of the Corporation, or the same may be endorsed "for collection" or "for deposit" with the bankers of the Corporation by using the Corporation's rubber stamp for the purpose. Any one of such officers or agents so appointed may arrange, settle, balance and certify all books and accounts between the Corporation and the Corporation's bankers and may receive all paid cheques and vouchers and sign all the bank's forms or settlement of balances and release or verification slips.

#### Borrowing

29. The Directors may from time to time

- a) borrow money on the credit of the Corporation; or
- b) issue, sell, or pledge securities of the Corporation; or
- c) charge, mortgage, hypothecate or pledge all or any of the real or personal property of the Corporation, including book debts, rights, powers, franchises and undertakings, to

secure any securities or any money borrowed, or other debts, or any other obligation or liability of the Corporation.

From time to time the Directors may authorize any Director, Officer or employee of the Corporation or any other person to make arrangements with reference to the moneys borrowed or to be borrowed as aforesaid and as to the securities to be given therefore, with power to vary or modify such arrangements, terms and conditions and to give such additional securities for any moneys borrowed or remaining due by the Corporation as the Directors may authorize, and generally to manage, transact and settle the borrowing of money by the Corporation.

#### Deposit of Securities for Safekeeping

30. The securities of the Corporation shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board of Directors. Any and all securities so deposited may be withdrawn, from time to time, only upon the written order of the Corporation signed by such officer or officers, agent or agents of the Corporation, and in such manner as shall from time to time be determined by resolution of the Board of Directors and such authority may be general or confined to specific instances. The institutions which may be so selected as custodians of the Board of Directors shall be fully protected in acting in accordance with the directions of the Board of Directors and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.
31. Whenever under the provisions of the By-laws of the Corporation, notice is required to be given, such notice may be given by email.

PASSED by the Board of Directors and sealed with the Corporate Seal this 27<sup>th</sup> day of May, 1982.

*Original signed by GCA President*

*The following By-law changes were adopted by vote at the June 2016 Annual General Meeting:*

*Para 2: Eliminated reference to Regional Municipality of Ottawa-Carleton which no longer exists; addition of Glebe Annex to the GCA.*

*Para 6: added "up to" to better reflect the intent of the paragraph*

*Para 8: Changed notice of meetings sent by email rather than telephone*

*Para 17: Replaced committee member names and phone numbers with Nomination committee email address*

*Para 22: Replaced meeting notice sent by pre-paid mail to sent by email*