

**BY-LAW NO. 1 of the
ROCKCLIFFE PARK RESIDENTS ASSOCIATION
(the "Corporation")**

**Incorporating amendments required to continue the Corporation from the
Canada Corporations Act
to the Not For Profit Corporations Act (Canada)**

Rockcliffe Park Residents Association (hereinafter called the "Corporation")

**SECTION ONE
MEMBERSHIP**

- 1.1 **Membership:** Membership in the Corporation shall be limited to two classes:
- a) persons eighteen (18) years of age or older, residing in the Heritage Conservation District of Rockcliffe Park in the City of Ottawa, Ontario ("Rockcliffe Park") who are interested in furthering the objects of the Corporation and who have paid their annual membership fees for the current year and shall have the right to vote; and
 - b) non-residents of Rockcliffe Park who are eighteen (18) years of age or older and interested in furthering the objects of the Corporation or who have an interest in the affairs of Rockcliffe Park and who are in good standing with the Corporation and who have paid their annual membership fees for the current year provided that non-residents of Rockcliffe Park shall have no voting rights.
- hereinafter referred to as "Members"**
- 1.2 **Membership Fees:** Membership fees shall be payable annually in an amount to be fixed by the Board of Directors from time to time and no more frequently than once a year.
- 1.3 **Withdrawal of Membership:** Any Member may withdraw from the Corporation by delivering to the Secretary of the Corporation, a written resignation or by failing to pay their annual membership fees within the then current year.
- 1.4 **Place of Meetings:** The annual or any other general meeting of the Members shall be held at the head office of the Corporation or at any place in Canada and on such date as the Board of Directors may at its discretion determine.
- 1.5 **Calling of Meetings:** The Board of Directors or the President shall have the power to call at any time a general meeting of the Members of the Corporation. The Board of Directors or the President shall call a special general meeting of the Members on written requisition of Members carrying not less than 5% of the voting rights.
- 1.6 **Chair and Secretary.** The chair of any meeting of the Members shall be the first mentioned of the following who is a Member entitled to vote and present: President, a Vice-President or a director chosen by the Members present. If the Secretary is absent,

the chair of the meeting shall appoint someone, who need not be a Member, to act as secretary of the meeting.

- 1.7 **Quorum:** A quorum at all meetings of Members shall consist of the lesser of:
- a) majority of the Members entitled to vote; or,
 - b) twenty (20) Members entitled to vote.
- 1.8 **Notice of Meetings:** Notice to Members entitled to vote shall be sent by mail, courier or personal delivery 21 to 60 days prior to any annual or special general meeting. Alternatively, notice may be communicated by telephone or other electronic communication means 21 to 35 days prior to any annual or special general meeting. Notice of any meeting where special business will be transacted should contain sufficient information to permit the Member to form a reasoned judgment on the decision to be taken.
- Notice of each meeting of Members must remind each voting Member that such Member has the right to vote by proxy.
- 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 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, the address of the Member shall be the last address recorded on the books of the Corporation for each such Member.
- 1.9 **Annual Meetings:** At every annual meeting, in addition to any other business that may be transacted, the report of the directors, the financial statements and the report of the auditors shall be presented, the directors elected, and auditors appointed for the ensuing year. The Members may consider and transact any business either special or general at any meeting of the Members.
- 1.10 **Voting Rights:** Each voting Member present at a meeting shall have the right to exercise one vote. Such Member may, by means of a written proxy, appoint a proxy holder to attend and act at a specific meeting of Members in the manner and to the extent authorized by the proxy. A proxy holder must be a Member of the Corporation.
- 1.11 **Voting:** At all meetings of Members of the Corporation, every question shall be determined by a majority of votes unless otherwise specifically provided by statute or by these By-laws. In the event of an equality of votes, the chair of the meeting shall have a second or casting vote.

SECTION TWO BOARD OF DIRECTORS

- 2.1 **Number and Quorum:** The property and business of the Corporation shall be managed by a board of directors of a minimum of 10 and a maximum of 18 directors, of whom at least 6 directors shall constitute a quorum.
- 2.2 **Qualifications:** Directors must be individuals, 18 years of age or older with power under

the law to contract. Directors must be Members in good standing of the Corporation and a resident of Rockcliffe Park.

2.3 **Election and Term of Office:** Directors shall be elected for a term of one year by the voting Members at an annual meeting of Members or by ballots distributed to the members. A retiring director shall remain in office until the dissolution or adjournment of the meeting at which the director's retirement is accepted and the director's successor is elected.

2.4 **Disqualification of Director:** The office of a director shall be vacated:

- a) if a director resigns from such office by delivering a written resignation to the Secretary of the Corporation;
- b) if a director no longer qualifies as a Member of the Corporation as provided in 1.1 of this By-law and such disqualification is not corrected within six (6) months from the date notice of such disqualification is served on such director;
- c) if, at a special general meeting of Members, a resolution is passed by the votes of a simple majority of the voting Members present at the meeting, that the director be removed from office;
- d) if a director ceases to be a resident of Rockcliffe Park then, by a vote of a majority of the Board of Directors for which said director will temporarily absent him/herself, the Board may permit said director to complete his/her term of office or resign from the Board;
- e) if a director is absent from four consecutive regular meetings without a satisfactory reason, on a vote of a quorum of the Board of Directors for which said director will temporarily absent him/herself, the said director may be removed from the Board;

provided that if any vacancy shall occur for any reason in this paragraph contained, the Board of Directors, by a vote of a quorum of directors, may, by appointment, fill the vacancy with another Member of the Corporation.

2.5 **Directors' Expenses:** The directors shall serve as such without remuneration and no director shall directly or indirectly receive any profit from the director's position as such; provided that a director may be paid reasonable expenses incurred by the director in the performance of the director's duties, and as the Treasurer and one director may authorize.

SECTION THREE POWERS OF BOARD OF DIRECTORS

3.1 **Administration of Affairs:** The directors of the Corporation shall administer the affairs of the Corporation in all things and do all such other acts and things as the Corporation is by its articles or otherwise authorized to exercise and do.

3.2 **Authorization of Expenditures:** The directors shall have power to authorize expenditures on behalf of the Corporation from time to time and may delegate by resolution to an officer or officers of the Corporation the right to employ and pay salaries to employees, if any.

The directors shall have the power to enter into a trust arrangement with a trust company for the purpose of creating a trust fund in which the capital and interest may be made available for the benefit of promoting the objects of the Corporation in accordance with such terms as the Board of Directors may prescribe.

- 3.3 **Grants and Donations:** The Board of Directors shall take such steps as it may deem requisite to enable the Corporation to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind whatsoever for the purpose of furthering the objects of the Corporation.
- 3.4 **Agents and Employees:** The Board of Directors may appoint such agents and engage such employees as it shall deem necessary from time to time and such persons shall have such authority and shall perform such duties as shall be prescribed by the Board of Directors at the time of such appointment.
- 3.5 **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.

SECTION FOUR MEETINGS OF THE BOARD OF DIRECTORS

- 4.1 **Calling of Meetings:** The President or any two directors may at any time call a meeting of the Board of Directors. Meetings of the Board of Directors may be held at any time and place to be determined by the directors; provided, however, that there shall be at least one meeting a year of the Board of Directors.
- 4.2 **Notice of Meetings:** Seven clear days' written notice, by facsimile or electronic transmission, or 14 clear days' written notice, by mail, of any meeting of the Board of Directors shall be given to all directors and such notice shall designate a time and place for such meeting.

The President, in consultation with the Vice-President(s), shall draw up the agenda for each meeting of the Board of Directors, which shall be delivered to the Secretary for transmittal to the members of the Board.

No error or omission in giving notice of any meeting of the Board of Directors or any adjourned meeting of the Board of Directors of the Corporation shall invalidate such meeting and any director may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

- 4.3 **Chair and Secretary:** The chair of any meeting of the Directors shall be the first mentioned of the following who is a director and present: President, a Vice-President or a director chosen by the directors present. If the Secretary is absent, the chair of the meeting shall appoint someone, who need not be a director, to act as secretary of the meeting.
- 4.4 **Voting Rights:** Each director is authorized to exercise one vote at all meetings of the Board of Directors.
- 4.5 **Voting:** Questions arising at all meetings of the Board of Directors shall be decided,

unless otherwise determined in the By-law, by the elected directors present, provided that such directors comprise a quorum of at least six of all elected directors in good standing.

- 4.6 **Meetings by Conference Telephone:** If all the directors of the Corporation consent thereto generally or in respect of a particular meeting, a director may participate in a meeting of the board or of a committee of the board by means of such conference telephone or other communications facilities as permit all persons participating in the meeting to hear each other, and a director participating in such a meeting by such means is deemed to be present at the meeting.
- 4.7 **Minutes of Meetings:** The minutes of the Board of Directors shall be available to the Board and, upon request and at the discretion of the Board of Directors, subject to confidential matters, be available to resident Members upon request.
- 4.8 **Closed Meetings:** The Board of Directors may, by resolution, close a meeting or part of a meeting to members of the public if the subject matter to be considered is:
- a) the security of the property of the Corporation;
 - b) personal matters about an identifiable individual;
 - c) litigation or potential litigation affecting the Corporation, Members of the Board of the Corporation, or properties within the confines of Rockcliffe Park, including matters before administrative tribunals; or,
 - d) the receiving of advice that is subject to solicitor-client privilege including communications necessary for that purpose.
- A resolution to close a meeting or part of a meeting to the public shall state:
- a) the fact of the holding of the closed meeting; and,
 - b) the general nature of the matter to be considered at the closed meeting.
- 4.9 **Conflict of Interest:** Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall
- a) fully disclose the nature of the interest and
 - b) withdraw from discussion, lobbying, and voting on the matter.

Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION FIVE OFFICERS

- 5.1 **Officers:** The officers of the Corporation may consist of a President, one or more Vice-Presidents, a Secretary and a Treasurer and such other officers as the Board of Directors may by by-law determine. Officers must be elected as directors and be members in good standing of the Corporation.
- 5.2 **Appointment:** All officers shall be appointed by resolution of the Board of Directors at the first meeting of the Board of Directors following the annual meeting of Members in which the directors are elected.
- 5.3 **Term of Office:** The officers of the Corporation shall hold office for one year from the date of appointment or until their respective successors are appointed in their stead. All officers shall be subject to removal by resolution of the Board of Directors at any time.

SECTION SIX DUTIES OF OFFICERS

- 6.1 **President:** The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Corporation and of the Board of Directors. The President shall be responsible for the general and active management of the affairs of the Corporation and shall see that all orders and resolutions of the Board of Directors are carried into effect.
- 6.2 **Vice-President:** The Vice-President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President or if there are more than one, by the Vice-Presidents in order of seniority (as determined by the directors), and, shall perform such other duties as may from time to time be imposed upon the Vice-President by the Board of Directors.
- 6.3 **Treasurer:** The Treasurer shall have the custody of the funds and securities of the Corporation and shall keep full and accurate accounts of all assets, liabilities, receipts and disbursements of the Corporation in the books belonging to the Corporation and shall deposit all monies, securities and other valuable effects in the name and to the credit of the Corporation in such chartered bank or trust company, or, in the case of securities, in such registered dealer in securities as may be designated by the Board of Directors from time to time.
- The Treasurer shall disburse the funds of the Corporation as may be directed by proper authority taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meeting of the Board of Directors, or whenever they may require it, an accounting of all the transactions and a statement of the financial position, of the Corporation. The Treasurer shall also perform such other duties as may from time to time be directed by the Board of Directors.
- 6.4 **Secretary:** The Secretary may be empowered by the Board of Directors, upon resolution of the Board of Directors, to carry on the affairs of the Corporation generally under the supervision of the officers thereof and shall attend all meetings and

act as clerk thereof and record all votes and minutes of all proceedings in the books to be kept for that purpose.

The Secretary shall give or cause to be given notice of all meetings of the Members and of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the President.

- 6.5 **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.
- 6.6 **Remuneration:** There shall be no remuneration paid to any officer, director, agent or employee unless so fixed by a resolution of the Board.

SECTION SEVEN INDEMNITIES TO DIRECTORS AND OTHERS

- 7.1 Every director or officer of the Corporation or other person who has undertaken or is about to undertake any liability on behalf of the Corporation or any company controlled by it and their respective heirs, executors, estate trustees, administrators, estate and effects shall from time to time and at all times, be indemnified and saved harmless out of the funds of the Corporation, from and against:
- a) all costs, charges and expenses which such director, officer or other person sustains or incurs in or about any action, suit or proceeding which is brought, commenced or prosecuted against such director, officer or other person or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by such director, officer or other person in or about the execution of the duties of such person's office or in respect of any such liability; and
 - b) all other costs, charges and expenses which such director, officer or other person sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by the willful neglect or default of such director, officer or other person.

SECTION EIGHT GENERAL

- 8.1 **Head Office:** The head office of the Corporation shall be in Rockcliffe Park
- 8.2 **Execution of Instruments:** Contracts, documents or any instruments in writing requiring the signature of the Corporation, shall be signed by any three directors and all contracts, documents and instruments in writing so signed shall be binding upon the Corporation without any further authorization or formality.
- The directors shall have power from time to time by resolution to appoint officers or other persons on behalf of the Corporation to sign specific contracts, documents and instruments in writing.
- 8.3 **Fiscal Year End:** Unless otherwise ordered by the Board of Directors, the fiscal year of the Corporation shall end on December 31st in each year.

**SECTION NINE
RULES AND REGULATIONS**

- 9.1 The Board of Directors may prescribe such rules and regulations not inconsistent with these By-laws relating to the management and operation of the Corporation as they deem expedient, provided that such rules and regulations shall have force and effect only until the next annual meeting of the Members of the Corporation when they shall be confirmed, and, failing such confirmation at such annual meeting of the Members, shall at and from time to time cease to have any force and effect.

**SECTION TEN
AMENDMENT OF BY-LAWS**

- 10.1 The By-laws of the Corporation not embodied in the Articles may be repealed or amended by By-law enacted by a majority of the directors at a meeting of the Board of Directors and sanctioned by an affirmative vote of at least two-thirds (2/3) of the Members present at a meeting duly called for the purpose of considering the said By-law.

**SECTION ELEVEN
INTERPRETATION**

- 11.1 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.

DATED at Ottawa, Ontario, this 20th day of February, 2013.

and certified as adopted at an Annual General Meeting of the Members on this date.



President



Secretary

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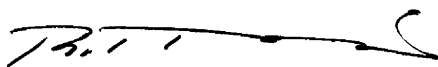
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