

# **General Burns Community Association: Constitution**

## **1. Name**

This Association shall be known by the name of General Burns Community Association, and is referred to hereafter as the “GBCA”.

## **2. Boundaries**

The boundaries of GBCA are to encompass the area bounded by Nepean Creek to the south, Fisher Avenue to the east, Merivale Road to the west and Meadowlands Drive to the north.

## **3. Objectives**

- 3.1 To actively promote the interests of the community in the decision-making process at all levels of government.
- 3.2 To support programs which provide for the safety of community residents.
- 3.3 To promote and encourage a sense of community among all residents of the above area through social or recreational activities.
- 3.4 To work with representatives of other groups in the area, such as tenant, condominium, recreation, church, school or other community associations in the pursuit of common goals.
- 3.5 To promote the sport of tennis through operation of the General Burns Tennis Club (hereafter referred to as the Tennis Club).
- 3.6 To manage General Burns Lodge and community rink.

## **4. Membership**

- 4.1 All persons who reside within the boundaries of the GBCA or who own a home within the boundaries of the GBCA who are 18 years of age or over are eligible to be members of the Association.
- 4.2 Categories and terms of membership, and membership dues, or contribution requirements in lieu of set fees shall be fixed from time to time by the Board of Directors and shall become effective when confirmed by a vote at an Annual or General Meeting.
- 4.3 Members in good standing are entitled to vote at general meetings on the basis of one person, one vote.
- 4.4 The Board of Directors may vote to waive the membership fee for members.
- 4.5 All memberships expire when a person neither resides nor owns a home within the boundaries of the GBCA.

- 4.6 Memberships may be revoked at any time by a two-thirds majority vote of a full quorum of the Board of Directors for reasons of misconduct, illegal activity, or the pursuance of issues or activities contrary to the objectives of the GBCA.
- 4.7 Each member in good standing shall have the right to hold office.
- 4.8 All previous Board members shall be deemed to be Ex-Officio members of the Association as long as they remain members in good standing. As such members, they may be invited to attend Board of Directors meetings to provide guidance and assistance.
- 4.9 Any person may be elected an Honorary Member of the GBCA by a unanimous vote of those present at the General Meeting. He or she shall be entitled to all the privileges of membership except holding office or voting and shall not be liable for dues.
- 4.10 An Associate member would be a single representative of a business located within the boundaries of the GBCA. He or she will have no voting rights nor will they be able to hold office.
- 4.11 Membership in the Tennis Club shall be open to any person completing a membership form and paying the relevant fee, as determined by the Tennis Committee and who have accepted to abide by the Tennis Club Rules and Regulations, as well as the Code of Conduct established by Tennis Canada. Members of the Tennis Club may reside outside the boundaries of the GBCA. Membership in the Tennis Club shall consist of the following categories:
  - 4.11.1 Adult – anyone 18 years of age or older as of January 1 of the current year.
  - 4.11.2 Junior – anyone under 18 years of age as of January 1 of the current year.
  - 4.11.3 Senior – anyone 65 years of age or older as of January 1 of the current year.
  - 4.11.4 Family – a maximum of two adults in the same family, with any number of children under 20 on January 1 of the current year.
  - 4.11.5 Honorary – a lifetime free membership, voted upon by the Tennis Committee, for exceptional service to the Tennis Club.
  - 4.11.6 Day Use – for an occasional or visiting player, maximum of five times per year.
- 4.12 The Tennis Committee may suspend Tennis Club membership to any member found guilty of misconduct in accordance with Tennis Canada’s Code of Conduct, and/or the Tennis Club’s Rules and Regulations.
- 4.13 All Adult members of the Tennis Club shall have the right to question the members of the Tennis Committee about the operation of the Tennis Club and have the right to vote on Tennis Club affairs at Tennis Committee meetings and at the GBCA general and annual general meetings, even if they are not members of the GBCA. Tennis Club members can vote on other GBCA affairs only if they are a member of the GBCA.

## **5. Structure of the Association**

- 5.1 The Board of Directors shall consist of members of the GBCA who are in good standing and have been elected at the Annual General Meeting.

5.2 The affairs of the GBCA shall be administered by the Board of Directors who hold these officer positions: President, Vice-President, Secretary, Treasurer, Media Director, Bookings Director, Past President, Tennis Director and Directors-at-Large (maximum of three). The Board of Directors may appoint an Association member to an executive position should a vacancy occur during the term of office. This appointment shall terminate at the next election of officers or at an expiration date set by the Board of Directors. The Board of Directors may designate standing and ad hoc committees as and when required.

### 5.3 Committees

Committees may be organized to meet needs in the membership and shall be created and/or dissolved as deemed necessary by the Board of Directors providing that a) the objectives are consistent with the purpose of the Association; b) the committee agree to participate in the Association in order to co-ordinate its plans and programs; and c) they agree to all financial and membership policies of the GBCA.

- 5.3.1 The affairs of the General Burns Tennis Club shall be administered by a Tennis Committee which shall include a Director, Membership Coordinator, Event Coordinator, Instruction Coordinator, Maintenance Coordinator and Secretary
- 5.3.2 The Tennis Committee will adopt the Community Tennis Club Agreement 2006 which outlines the responsibilities of both the Tennis Club and the City of Ottawa in the operation of City owned tennis facilities.
- 5.3.3 All members of the Tennis Committee shall be Tennis Club members in good standing.

## 6. Duties of Officers

Only officers of the GBCA may make decisions on behalf of the GBCA. No one officer is allowed to make decisions on behalf of the organization on his or her own.

### 6.1 President

- a) Co-ordinates and chairs all meetings of the GBCA.
- b) Takes overall responsibility for actions of the BOD.
- c) Presents a viewpoint that represents all areas of the community in discussions within the BOD.
- d) Represents the GBCA when requested by the BOD at functions or meetings with the different levels of government.
- e) Provides for a contact point between the community, the Corporation of the City of Ottawa, the City Councillor, the M.P.P. for Ottawa West-Nepean, and developers, when required.
- f) Responds to all queries from community members and attempts to resolve issues that directly or indirectly impact the community.
- g) Is present at all GBCA functions held within the community, if possible.
- h) Maintains a flow of information to BOD on all meetings where the president represents the GBCA.

- i) Provides all information and completes administrative tasks required to maintain the GBCA as a not-for-profit incorporated community association.
- j) Ensures that financial obligations taken in the course of GBCA actions meet generally accepted community standards.
- k) Acts as the spokesperson for the GBCA with the media, when required.
- l) Performs other duties as determined by the BOD.

#### 6.2 Vice-President

- a) Acts on behalf of the President, when requested by the President.
- b) Takes on special projects, as requested by the President.
- c) Performs other duties as determined by the BOD.

#### 6.3 Secretary

- a) Keeps and retains a copy of the letters patent and of any supplementary letters patent issued to the GBCA as a permanent record of the GBCA.
- b) Keeps and maintains a record of all by-laws and special resolutions as permanent records of the GBCA.
- c) Takes the minutes of General and BOD meetings, and includes a list of action items at these meetings to be published with the minutes. Completes the draft minutes as soon as possible after the meeting, and distributes them via email or hard copy to the BOD members for review and feedback.
- d) Incorporates any corrections or revisions needed, and obtains approval of all BOD members either by means of email or by submission at the next Board meeting. Minutes to General meetings are submitted for approval by the membership at the next General Meeting.
- e) Redistributes approved minutes to the BOD members and the Media Director for posting to the GBCA website. Enters a hard copy in the Minute Book, which is retained as a permanent record of the GBCA.
- f) Receives and archives correspondence addressed to the organization. Important letters are distributed to the BOD for review and action.
- g) Keeps and maintains membership records.
- h) Maintains the Register of Directors in which are set out the names and addresses of the Directors with the dates on which each became or ceased to be a Director.
- i) Performs other duties as determined by the BOD.

#### 6.4 Treasurer

- a) Prepares cheques as required, and acts as a signing officer.
- b) Maintains a record of all receipts and disbursements, and a record of all assets and liabilities which are retained as a permanent record of the GBCA.
- c) Deposits funds in the bank account on a timely basis.
- d) Prepares invoices as required, and follows up on any accounts receivable.
- e) Coordinates the preparation of the annual budget for approval.
- f) Ensures financial policies and procedures are followed.
- g) Advises the BOD of the GBCA financial status at each BOD meeting, alerting the BOD of any concerns including cash flow problems.
- h) Makes the books available for audit each year.

- i) Takes the lead in ensuring the GBCA's liability insurance is renewed each year on a timely basis.
- j) Makes the President aware of any issue requiring the President's attention.
- k) Receives from Tennis Membership Coordinator revenue from Tennis Club membership.
- l) Maintains records of Tennis Club revenues and expenditures.
- m) Performs other duties as determined by the BOD.

#### 6.5 Media Director

- a) Works with the webmaster to ensure proper maintenance of the website and mailing lists (subscribes new members, posts messages to announce list, posts meeting notices, posts meeting minutes, replies to questions from the public).
- b) Co-ordinates newsletter submissions.
- c) Writes articles for the local community newspapers. Articles are to be approved by the BOD prior to submission.
- d) Drafts media releases as required and with approval of the BOD.
- e) Performs other duties as determined by the BOD.

#### 6.6 Bookings Director

- a) Manages booking of General Burns Lodge (GBL).
- b) Maintains contact with users of GBL and advises them of booking fees, availability etc.
- c) Administers City of Ottawa rates for rental of GBL, with approval of GBCA Board of Directors.
- d) Determines remittance payable to City of Ottawa on a regular basis.
- e) Receives requests, suggestions, complaints from users and reports accordingly to BOD; subsequently responds accordingly.
- f) Performs other duties as determined by the BOD.

#### 6.7 Past President

- a) Provides the "corporate memory" to the President when required.
- b) Advises the President when requested by the President.
- c) Performs other duties as determined by the BOD.

#### 6.8 Tennis Director

- a) Has overall responsibility for upholding the Tennis Club's Rules and Regulations, and for the operation of the Tennis Club.
- b) Ensures that all Tennis Committee members fulfill their responsibilities.
- c) Presides at and chairs any Tennis Committee meetings.
- d) Presides at and reports on the affairs of the Tennis Club at GBCA meetings.
- e) Organizes and communicates with Tennis Committee members.
- f) Liaises with City of Ottawa on operations and developments.
- g) Provides City of Ottawa with annual year-end report, list of executive members, copy of insurance, and copy of key for courts.
- h) Responsible for ensuring that Club members are informed of Club activities.
- i) Coordinates spring registration night.

- j) Approves proposed expenditures related for operation of the Tennis Club
- k) Performs other duties as determined by the BOD.

#### 6.9 Director-at-Large

- a) Attends BOD meetings.
- b) Performs duties as determined by the BOD.

### **7. Duties of Tennis Committee Members**

#### 7.1 Tennis Director

- a) The Tennis Director shall perform duties as outlined in Section 6.8.

#### 7.2 Tennis Membership Coordinator

- a) Distributes membership registration forms to past members.
- b) Makes membership registration forms available to any interested person.
- c) Collects membership registration forms and fees, including Day Use membership fees.
- d) Distributes keys and tags for GB tennis courts.
- e) Transfers revenue from membership fees to GBCA Treasurer for deposit in GBCA account.
- f) Produces and updates regularly the club membership list.
- g) Produces mailing list and labels with names and addresses, as required.
- h) Attends Tennis Committee meetings.

#### 7.3 Tennis Event Coordinator

- a) Plans and coordinates Club tournaments, ladders, round-robins or other activities, with the assistance of Club members, as required and according to membership needs.
- b) Attends Tennis Committee meetings.

#### 7.4 Tennis Maintenance Coordinator

- a) Ensures that the tennis courts are maintained in a condition that allows for safe and enjoyable play.
- b) Liaises with City of Ottawa for hedge trimming, tree pruning, replacement of court lights, garbage cans, garbage pick-up, fence repairs and grass cutting.
- c) Orders and obtains new keys and has tennis court gate lock changed each year.
- d) Responsible for cleaning, maintenance and repair of courts, including replacement of light bulbs, nets, posts, cranks, signs, windscreens and damaged keys.
- e) Ensures that nets are placed in appropriate storage location at end of playing season, and mounted for play in the spring.
- f) Attends Tennis Committee meetings.

#### 7.5 Instruction Coordinator

- a) Coordinates scheduling and registration for lessons and summer camps.
- b) Attends Tennis Committee meetings.

## 7.6 Tennis Committee Secretary

- a) Responsible for keeping records (Minutes) of all meetings of the Tennis Committee.
- b) Distributes Minutes of Tennis Committee meetings to Tennis Committee Members and GBCA Board of Directors.
- c) Assists Membership Coordinator with registration activities, as required.
- d) Attends Tennis Committee meetings.

## 8. Meetings

### 8.1 Rules of Order

- a) The Chairperson of a meeting, usually the President, shall be privileged to debate on all subjects under discussion or temporarily turning over the chair to the Vice-President or other member of the Board of Directors during such debate and subsequent voting.
- b) An appeal may, in all cases, be made from any decision of the Chairperson. A two-thirds majority vote of the members present shall be necessary to sustain the appeal.
- c) Any member making an appeal from a decision of the Chairperson may state his or her reasons for doing so. The Chairperson may then give his or her reasons for his or her decision before the question is put. When the vote has been taken, the matter shall be considered as settled.
- d) When two or more members rise at the same time, the Chairperson shall name the one to speak.
- e) When a member is called to order by the Chairperson or any member, that person shall at once take his or her seat, and every question or order shall be decided by the Chairperson without debate subject to the Rule of Order b.
- f) No motion shall be debated until seconded.
- g) Appeals and motions to reconsider, or adjourn, are not debatable.
- h) When a question is under debate, no motion shall be received except to table the motion, to postpone, to commit to a committee, or to amend.
- i) No person shall interrupt another while speaking, except in accordance with the Rule or Order e.
- j) A motion to adjourn shall always be in order, except when another motion is before the meeting.
- k) When a motion is made and seconded, the mover thereof may be called upon by the Chairperson to reduce the same to writing and to hand it to the Chair, from which it shall be read before the meeting for debate.
- l) Any mover of a motion shall be at liberty to accept an amendment thereto; but if the amendment is not accepted by the mover, yet duly seconded, a vote shall be taken on the amendment prior to voting on the original motion.
- m) The Chairperson at any meeting may limit the time of any speaker on any motion or discussion.
- n) A Rule of Order may be suspended by a two-thirds vote of the members present at any meeting, but the suspension shall apply only for that meeting.

### 8.2 General Meetings

- a) Meetings of the GBCA membership are open to the general public, unless the GBCA votes to go “in camera”.
- b) The AGM shall be held in the Spring of each year and additional general and special meetings may be called as and when required by the BOD.
- c) Notice of the AGM and General or Special Meetings, and a tentative agenda, shall be given to the members of the Association in writing, electronic mail or by community notices not less than ten (10) days in advance of the meetings.
- d) At General Meetings, pertinent matters may be raised by any member of the Association or Tennis Club and discussed in their proper order. Special Meetings are limited to the issue or specific purpose for which the meeting was called.

### 8.3 Board of Director Meetings

- a) Meetings of the Board of Directors shall be held monthly on a set date as decided by the Board or as required.
- b) BOD meetings are open to the general public unless the Board votes to go “in camera”.

### 8.4 Tennis Committee Meetings

- a) The Tennis Committee must have at least two meetings during the year. One meeting must take place before the commencement of the playing season (in Spring) and the other after the end of the playing season (in Fall). The Tennis Committee Director may call for additional meetings, as required.
- b) Tennis Committee Meetings are open to the general public.

### 8.5 Quorums

A quorum at a meeting shall be counted from those members in attendance that are entitled to vote as follows:

- a) At General Meetings a quorum shall be 10% of members in good standing. In the absence of such a quorum, it shall be decided by a simple majority vote (of members who are present) whether to proceed with the regular business of the GBCA.
- b) At Board of Directors Meetings a quorum shall consist of 50% of members filling BOD positions, plus one (1), and must include either the President or Vice-President. In the absence of such a quorum, at least three (3) members shall vote on whether to proceed with business.
- c) At Tennis Committee Meetings a quorum shall consist of 50% of members filling Tennis Committee positions, plus one (1), and must include the Tennis Director or a person appointed by the Tennis Director as a delegate to that position. In the absence of such a quorum, at least three (3) members shall vote on whether to proceed with business.
- d) In the absence of a quorum at BOD and Tennis Committee Meetings, business decisions made at those meetings will subsequently be subject to confirmation by quorum vote.

### 8.6 Voting

All members in good standing and 18 years of age and older shall be entitled to vote at General or Special Meetings. All motions shall be resolved by a simple majority vote



of members in attendance except for Special Resolutions which require a two thirds majority vote. Every question put to the floor shall be decided by a show of hands, unless a poll is demanded. Any member may demand a poll. If a poll is demanded and not withdrawn, the poll shall be taken in such manner as the Chair shall direct and the results of such poll shall be deemed the decision of the Association in a General or Special Meeting upon the matter in question. In the case of an equality of votes at any General or Special Meeting, whether by show of hands or at a poll, the chair presiding at the meeting has a second or casting vote. At the conclusion of voting, a declaration, by the Chair must identify that a resolution has been carried or not carried. An entry to that effect in the Minutes of the Association shall be admissible in evidence as proof of the fact without proof of the number or proportion of the votes accorded in favour of or against such resolution.

## **9 Association Year**

The GBCA fiscal year shall run from 1 May to 30 April of the following year.

## **10 Election and Tenure of the Board of Directors**

10.1 The election of the Board of Directors shall take place by open vote every year at the AGM in the Spring.

10.2 The election of Directors shall take place yearly and all the Directors then in office shall retire, but, if qualified, are eligible for re-election.

### **10.3 Nominating Committee**

The retiring BOD shall form the nominating committee at least one (1) month prior to the AGM. The slate of candidates nominated shall be presented at the AGM.

Nominations from the membership present and properly seconded shall be accepted from the floor. All nominees must indicate a willingness to serve on the Board of Directors.

### **10.4 Voting**

The conduct of the Election of the BOD at the AGM is by a vote by show-of-hands unless a ballot vote is demanded in which case three members in good standing from the GBCA will be selected to collect, tally and report on the results. Those three members will also be entitled to vote.

### **10.5 Tennis Committee**

The members of the Tennis Committee shall be elected at the AGM, following the procedures as described above for the GBCA Board of Directors.

## **11 Financial Procedures**

11.1 The GBCA shall conduct its affairs on a non-profit basis so that no member derives financial advantage from the Association's transactions. Nothing in the foregoing prohibits a Director from receiving reasonable repayment of his or her expenses for his or her services to the GBCA as a Director.

11.2 All GBCA funds will be kept on deposit with a Canadian chartered bank, trust company or credit union.

- 11.3 Cheques or bills of exchange payable to the GBCA shall be signed by the Treasurer, Vice-President or the President. Cheques or bills of exchange payable by the Association shall be signed by two out of the Treasurer, Vice-President or President.
- 11.4 The Board of Directors shall authorize all expenditures in excess of \$150.00 of the GBCA. In exceptional circumstances expenditures may be authorized by the signing officers who shall report such circumstances to the first meeting of the BOD after the authorization of such expenditures.
- 11.5 The financial statements to be submitted to the GBCA membership at the AGM shall be reviewed by two independent members in good standing of the GBCA who are not on the BOD. These reviewers will report in writing to the BOD on the adequacy and accuracy of financial records prior to the AGM.
- 11.6 The GBCA shall seek exemption from the formal appointment of an auditor and the requirement of formal audit, and the prohibitive costs this appointment would entail, in respect of the financial year of the association in accordance with Section 96.1 of the Corporations Act which permits exemption from audit if the annual income of the GBCA is less than \$10,000 and all the members consent in writing to the exemption in respect of the year. The exemption will be sought at the time of membership renewal until such time that the annual income surpasses the \$10,000 limit.
- 11.7 Signing officers are designated and approved by the BOD.

## **12. By-laws of the Association**

The GBCA may make By-Laws for the purpose of supplementing or clarifying the provisions of the Constitution or any other purpose, provided that such by-laws are not contrary to the laws of the Government of Canada or Ontario, or by-laws of the City of Ottawa, or the letters patent of incorporation.

## **13. Amendments to the Constitution or By-laws**

- 13.1 Notice of all proposals for amendments shall be given, in writing, to the Secretary who will cause the proposal to be included with the notice of the following General Meeting, and the subject then placed on the agenda of the following General Meeting.
- 13.2 An amendment or By-law shall be considered accepted by a two-thirds vote of members present at the General Meeting provided there is a quorum in attendance.

Revisions completed and approved by GBCA Board of Directors, November 8, 2006.  
Submitted electronically on November 16, 2006 to the City of Ottawa for their approval.