

By-Laws of the Champlain Park Community Association/

Association Communautaire du Parc Champlain

Ontario Corporation Number 923164 (1991)

Updated and Revised January 2025

to Comply with Not-for-Profit Corporations Act, 2010, S.O. 2010, c. 15

and to reflect current operations

Principal References:

Link to The Act: <https://www.ontario.ca/laws/statute/10n15>

Nonprofit Law Ontario (CLEO) Link: <https://nonprofitlaw.cleo.on.ca/>

CLEO By-Law Builder Link:

https://nonprofitlaw.cleo.on.ca/wp-content/uploads/2024/09/6-May_ONCA_SampleBylaw_FINALrev-updated-Aug-28.pdf

CLEO DIY Workbook (must be obtained directly from CLEO)

Some clauses were borrowed and modified from the Federation of Citizens' Associations (FCA) and the Hintonburg Community Association's (HCA) revised By-Laws.

Note: Sections of the original Constitution (1991) were retained, updated and expanded where necessary. New Sections were added at the end, where necessary. An outline of the updates, changes and additions is available in a separate document.[CPCA By-Laws Revisions Described.xlsx](#)

Appendices serve as the Procedures and Examples to illustrate these by-laws and are available on the Association's Google Drive [APPENDICES to CPCA By-Laws 2024 12 22 Version 1.docx](#) (These are incomplete at time of draft 1)

Links have been inserted for reference at inception of this revised document, but it should be recognized that over time, they may change or become inactive, such that alternate web searches might be required.

1. NAME

The name shall be the Champlain Park Community Association/Association Communautaire du Parc Champlain, hereafter referred to as the "Association".

2. OBJECTIVES (See Original Letters Patent 1991 for full list of Objectives; any changes must be submitted to the Province as revisions to the Articles)

The objectives of the Association are:

- a) Fostering interest in the community by encouraging recreational, social and educational activities.
- b) Providing a forum for presentation and discussion of community interests and concerns.
- c) Representing interests of the community, where required.
- d) Supporting groups of a special interest to the community.

3. AREAS OF OPERATION

The areas of operation are bounded as follows in the City of Ottawa:

East: East side of Northwestern Avenue

West: East side of Island Park Drive

North: Kichi Zibi Mikan

South: Amanda Avenue

4. MEMBERSHIP (Membership Classes must be revised in the Articles)

4.1 A Resident Member is an individual who:

- lives within the association's area of operation
- has provided their name and municipal address
- has paid the membership fee
- is 18 years of age or older

4.2 An Associate Member is an individual who

- does not live within the association's area of operation
- has provided their name and municipal address
- has paid the membership fee
- is 18 years of age or older

5. RIGHT TO VOTE

5.1 A Resident Member has the right to vote at General Meetings of the Association.

5.2 An Associate Member shall have no voting rights but may enroll in activities and programs sponsored by the Association.

6. MEMBERSHIP FEES

6.1 Annual membership fees shall be established by the Board and shall be ratified at the following Annual General Meeting.

6.2 The membership fees shall be payable in advance, non-refundable or transferable and shall cover a one year period with start and end dates as determined from time to time by the Board

7. BOARD OF DIRECTORS

7.1 Board of Directors Composition

a) The Board will have a minimum of five (5) and a maximum of thirteen (13) Directors, to be elected at the Annual General Meeting of the Association. This range must be specified in the Articles of the Association and changes must be filed with the province.

b) The board structure and position titles will accord with the Community Plan and duties described in Section 7.2, and will be reviewed from time to time as deemed necessary by the Board

d) Each Director must take on specific duties, including Members at Large who, after familiarizing themselves with the work of the Board, must contribute to the work of the Board by taking on at least one task.

e) The legislation states that one person may occupy more than one position. However, each individual will have only 1 vote.

f) Executive Position title "Chair" is Required to be listed on the Corporate Annual Report.

The legislation requires the executive position "Chair" to be appointed by the Board and to be listed under that title on the corporate paperwork. The Chair must be an elected Director of the Association.

Therefore, one of the Directors will be assigned the executive position "Chair" by motion of the Board after the AGM and will be listed under that title on the corporation's Annual Report for that term.

This title does not incur additional legislative or legal responsibilities. All Directors are collectively responsible for the work of the board, and for the individual tasks of their position.

The Board may assign additional duties to the Chair by motion for any term of office at their discretion, such duties to expire at the end of the term. This will not require revision to the By-Laws.

References: Definitions of Chair Position

Reference from <https://nonprofitlaw.cleo.on.ca/resources/glossary>: Chair

A chair is an officer position. Under ONCA, nonprofits are required to have a chair. The chair position must be filled by an individual who is also a director. ONCA does not set out a specific job description for the chair. It is up to each nonprofit to decide what their chair may be required to do.

Reference From ONCA legislation at <https://www.ontario.ca/laws/statute/10n15>: Chair

(2) A director shall be appointed chair of the board of directors and shall carry out the duties of the chair in accordance with the by-laws. 2010, c. 15, s. 42 (2).

7.2 Board of Directors Duties

A. Legislated Duties ONCA: <https://www.ontario.ca/laws/statute/10n15> 2010, c. 15, s. 43 (1).

Duties of directors and officers: Standard of care

43 (1) Every director and officer in exercising his or her powers and discharging his or her duties to the corporation shall,

- (a) act honestly and in good faith with a view to the best interests of the corporation; and
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances.

B. General Duties of the Association's Board of Directors

- a) The Board shall be accountable to the Members of the Association through the General Meetings of the Association and by providing information and/or soliciting input as deemed relevant by the Board via the official channels of communication operated by the Association's Communications Committee.
- b) The Board shall take such steps as they deem required to enable the Association to receive funds for the purpose of furthering the objectives of the Association. Membership fees, municipal grants and City contracts have historically been the principal sources of income. Since the association is not incorporated as a charity, it can receive donations but cannot issue receipts for income tax purposes.
- c) The Board shall take adequate actions to insure against any liability or risk arising out of the operations and activities of the Association. This includes but is not limited to adhering to legislation and regulations, encouraging safe practices, adhering to the terms of contracts and purchasing appropriate insurance.
- d) The Board makes financial and other types of decisions as "a collective" through Community Project Proposals (CPP) and specific motions. None of the board members have the authority to make decisions or to allocate monies independently. However, discretionary decision-making can be delegated to a specific Director by Board motion.
- e) The collective responsibilities of the board are:
 - to carry out corporate and business functions required to comply with legislation and to allow the Association to operate according to its objectives.
 - organize board and members meetings

- perform financial and banking operations, provide and store financial reports; electronic storage is permitted by the legislation
- provide and store meeting agendas, minutes and other documentation relevant to the work of the board; electronic storage is permitted by the legislation
- obtain general liability insurance to protect the Association from third party liability and Directors and Officers insurance to indemnify Directors from personal liability related to their duties
- governance functions, including review and revision of articles and by-laws from time to time and ensuring the Association operates in accordance with these and applicable legislation
- represent the community's interests and viewpoints on municipal issues and concerns relevant to the Association's objectives and areas of operation

D. Board Position Titles and Descriptions

- Board Position Titles and Descriptions will be reviewed before each Annual General Meeting in preparation for the election. The Board can revise the distribution of tasks and position titles by motion as it sees fit, as long as this reflects the requirements and duties listed in Sections 7.1 and 7.2 and the Association's operations as described in the Community Plan.
- The Community Plan describes in detail the operations of the Association. This must reflect the Objectives of Incorporation as stated in the Articles and conform with requirements of the legislation. The Community Plan should be reviewed and revised from time to time as required to reflect the Association's scope of operations. (See Appendix Community Plan revised for the AGM 2024 November 20)

7.3 Board Meetings

a) Board of Directors meetings shall be held approximately every 6 weeks, unless a majority of the Board agrees not to hold a meeting in a given month, or more often as required.

b) The Secretary shall give at least 7 days notice of a meeting. When a Doodle poll is used to confirm the date most board members are available, this should be initiated to give adequate time for final notice 7 days before the date chosen.

c) Quorum for a Board meeting shall be a minimum of 50% of elected Directors.

d) Voting

- Voting will be by show of hands.
- There shall be no vote by proxy.
- Each Director has one (1) vote, even if they hold more than one position.
- Motions shall be decided by a simple majority of votes (50%+1), unless an extraordinary or special resolution is required by the legislation (80% of those present).
- If a tie cannot be broken by any means, it implies that the motion is lost and the board does not adopt the suggestions in the motion. **Link:** <https://www.ibabs.com/en/glossary/tie-vote/>

e) Voting by email

- The following is permitted if a vote is taken other than at a live meeting: A written resolution may be signed by all directors who would have been eligible to vote at a board meeting. When the resolution is attached to an email, the resolution must be signed physically or electronically by all directors for it to be legally valid. **Link:** <https://nonprofitlaw.cleo.on.ca/run-a-nonprofit/meetings/electronic-board-and-member-meetings/>
- The Board of the Association has developed procedures to vote via a Google form that describes the resolution and with a link to a document that describes the background information (Champlain Park Project Proposal or CPP).
- Voting by Google form allows responses to be recorded in Google sheets, which records the vote, with a line by line report containing the email address and response of each director. The Google Sheet connected with the Google Form will be deemed to record the required electronic signatures for a vote by email.

f) In Person, Virtual and Hybrid Meeting Formats

- Board meetings shall be held in-person, via a virtual platform, or in a hybrid format (both in person and virtual attendance is possible).
- In-person meetings shall be held at the Champlain Park Fieldhouse or at another location in the City of Ottawa.
- Virtual formats must allow immediate two-way communication at meetings. Therefore, email meetings are prohibited by the legislation. Instructions for voting online must be provided for members attending virtually.

g) Discretionary attendance of members or the public to attend board meetings

The legislation says the public does not have a right to attend board meetings, but the by-laws can allow it. **link:** <https://nonprofitlaw.cleo.on.ca/run-a-nonprofit/meetings/board-meetings/>

The Association will invite members to attend board meetings or parts of board meetings on a discretionary basis. For meetings where members are invited, the time, date, location and/ or virtual link and the agenda items that pertain to the member portion of the meeting will be advertised using the Association's website distribution list to those who have signed up for notifications.

h) In Camera Discussion

Notwithstanding any other provisions, meetings of the Board of Directors may include items which are discussed in camera. Items which may be discussed in camera include, but are not limited to those which might result in the disclosure of personal information or of information which puts the security of persons or property at risk.

i) Roberts Rules of Order will be followed with the following exception: The Director chairing the

meeting will be allowed to speak to an agenda item. Another Director will take over as chair during the interim.

Link:

<https://www.pta.org/docs/default-source/files/training/course-tools/president/english/roberts-rules-of-order-basics>

7.4 Vacancies, Resignation and Removal

- a) Vacancies shall be filled by the Board on a pro-temp basis to be ratified at the following General Meeting.
- b) A Board Member may resign by submitting a resignation in writing to the Board.
- c) Members may remove directors by a majority vote at a special meeting called for that purpose. A notice of such a meeting shall specify the intention of doing so. A Director may provide a response to the request for removal.

7.5 Compensation

Board Members shall receive no compensation and shall not profit directly or indirectly from acting as a Board Member of the Association. Board Members may be reimbursed for reasonable expenses incurred by them in the performance of their duties.

7.6 Term

- a) The Board shall hold office from the close of the Annual General Meeting at which the Board Directors are elected to the close of the subsequent Annual General Meeting.
- b) A Board member may seek re-election to their current or another position. There is no limitation set by the legislation regarding the number of terms that can be served by a director.

7.7 Nominations and Elections

- a) Elections for the Annual General Meeting will be advertised by the Association's Communications Committee at least 14 days before the meeting. The advertisement will include an invitation to run for any of the listed positions and to seek further information about the Association and the Board.
- b) Nominations from the floor will be invited at the Annual General Meeting.
- c) If the election is not by acclamation, a vote will be taken. In the event of a tie vote or when the margin of difference is three or less, a recount shall be done.

8 COMMITTEES

Committees may be organized and shall be created and/or dissolved as deemed necessary by the Board of Directors providing that:

- a) Committee objectives are consistent with the objectives of the Association.
- b) Committee Chairs must be elected members of the Board of Directors, but other volunteers may be members and assigned roles or tasks for a committee
- c) Committee members must be Members of the Association.
- d) the Committee agrees to follow all procedures and policies of the Association,
- e) the Committee shall report its activities to the Board of Directors on a regular basis.
- f) All Decisions are made by vote of the full Board. The Committee has no independent voting rights, but serves to advise and undertake tasks on behalf of the Board.

9. MEETINGS

9.1 An Annual General Meeting (AGM) shall be held no later than 15 months after the previous AGM. However, the standard is to hold such meetings once per year at such time and place as decided by the Board. Virtual, in person or hybrid formats can be used. Virtual formats must allow for two-way communication at meetings. Instructions for voting online must be provided for members attending virtually.

9.2 A Special Members Meeting may be called by the Board between AGM's or on collective request in writing by 10 or more paid-up voting members of the Association. The Board shall convene a special General Meeting in response to such a request and at least ten (10) days notice shall be provided, including the agenda and how to access and vote at the meeting.

9.3 A notice stating the time and place of the General Meeting, the agenda, the financial report or summary and how to obtain a virtual meeting link and how to vote online shall be delivered to the "service address" of each member. Members must receive notice at least 10 days before a meeting (Section 55).

Paper notification by delivery to each household within the Association's boundaries is deemed to satisfy the requirements of the legislation, as although not all households include members, members cannot reside outside of these boundaries.

The time, date, agenda, location and how to obtain a virtual link for the Annual General Meeting and other General Meetings shall also be published in a public forum generally accessible to Members, not less than ten (10) days in advance of the meeting, and the appearance of this information in a publication or form of electronic media generally circulated within the boundaries of the Association, or the posting of such information in public places within said boundaries, shall be deemed to satisfy this requirement if circumstances prevent door to door delivery.

9.4 A minimum of 15 voting members shall constitute a quorum for a General Meeting.

9.5 All available Board Members and no less than 50% of Board Members shall be present at a General Meeting.

9.6 Voting:

- Voting will be by show of hands.
- There shall be no vote by proxy.
- Motions shall be decided by a simple majority of votes (50%+1), unless an extraordinary or special resolution is required by the legislation (80% of those present).
- If a tie cannot be broken by any means, it implies that the motion is lost and the board does not adopt the suggestions in the motion. **Link:** <https://www.ibabs.com/en/glossary/tie-vote/>

9.7 Special General Meetings shall deal only with the subjects specified in the notice of the meeting.

9.8 Roberts Rules of Order will be followed with the following exception: The Director chairing the meeting will be allowed to speak to an agenda item. Another Director will take over as chair during the interim.

Link:

<https://www.pta.org/docs/default-source/files/training/course-tools/president/english/roberts-rules-of-order-basics>

10 FISCAL MATTERS

10.1 The fiscal year of the Association shall be from September 1 to August 31 of the following year.

10.2 All Association funds will be kept on deposit with a Canadian chartered bank, trust company, credit union, or Caisse Populaire with deposit insurance.

10.3 Approval by two signatories, who must be Directors so designated by motion of the Board, will be required to do bank account transactions (payments, withdrawals, transfers or reinvestment of funds). The Association's accounts must be set up to provide a two signatory approval system. The bank signatories shall execute documents and do the monetary transactions in the name of the Association.

10.4 All expenditures of the Association shall be authorized by the Board of Directors using approved procedures. (See Appendix for detailed financial procedures, which may be updated from time to time)

10.5 The Association is categorized as a nonprofit corporation, that is not a public benefit corporation

link to describe new category public benefit corporation:

<https://nonprofitlaw.cleo.on.ca/run-a-nonprofit/public-benefit-corporations/>

To retain this category the Association:

a) shall conduct its affairs on a non-profit basis.

b) the Association's members and Board members should not derive financial advantage from the Association's transactions.

c) To continue its categorization as a non-public benefit corporation, the Association must not receive more than \$10,000 in the previous financial year from "public sources". Above this amount, different rules apply that may affect the Association's financial procedures.

Public sources includes:

- grants or similar financial help from the Federal, Provincial, or Municipal government or from an agency of government
- gifts or donations from people or organizations who are not a member, director or officer of the nonprofit

11 AUDIT NOT REQUIRED BUT MUST PASS AN EXTRAORDINARY RESOLUTION TO WAIVE

Rules for Audit and Waiving an Audit under ONCA:

<https://www.ontario.ca/page/rules-not-profit-and-charitable-corporations#section-3>

The Association is not a public benefit corporation with under \$500,000 in revenue and can therefore pass an extraordinary resolution to waive an audit. An Extraordinary resolution requires approval from at least 80 per cent of the votes cast at a special members' meeting where there are enough members to take a vote.

12. BY-LAW AMENDMENTS

12.1 Amendments to the By-Laws of the Association may be proposed in writing by the Board, or by members. Members shall be notified of the proposed changes by including the proposal in the notice and agenda of the meeting at which they will be discussed.

12.2 Amendments are in effect from the date of a Board vote to accept them. However, the amendments must be ratified by a clear two-thirds majority of the voting members of the Association at the Annual General Meeting or a Special Members Meeting. The requirement for Notice for these amendments shall be the same as for Notice for the General Meeting.

12.3 Once the By-Law changes have been made, any changes in the By-Laws that may need to be recorded in the Articles (formerly Letters patent) to be legalized, must be filed with the Ontario Business Registry Online through the Ontario Business Registry or through a third-party provider.

link: <https://nonprofitlaw.cleo.on.ca/transition-to-onca/step-6-update-and-file-changes-to-articles/>

13. DISSOLUTION

a) An Ontario not-for-profit corporation may be voluntarily dissolved if authorized by a special resolution passed at a meeting of the members duly called for the purpose (**clause 166 (a) of the ONCA**), or with the consent of all the members entitled to vote at a meeting of the members (**clause 166 (b) of the ONCA**).

- b) After resolving any outstanding debts, liabilities or obligations owed, decisions must be made by the members regarding how any remaining financial or material assets of the Association shall be distributed. The discussion will be guided by the Board who will educate themselves and members regarding the legislated requirements, propose options, lead the discussion and initiate the vote.
- c) Since the Association is not a public benefit organization, the articles may say how your nonprofit's property is handled when dissolved. (s.167)

- d) Procedures Must be Followed and Decisions made as specified in the Following Reference:
<https://www.ontariocanada.com/registry/showAttachment.do?postingId=32748&attachmentId=50713>

14 RECORD KEEPING, ACCESS TO RECORDS AND FILING CHANGES WITH THE ONTARIO BUSINESS REGISTRY (OBR)

14.1 The Following types of records must be kept. The Association has chosen to store them in digital format on the cloud and is permitted to do so by recent changes to the legislation.

Link: <https://nonprofitlaw.cleo.on.ca/recent-changes/>

- a) Articles, bylaws, and amendments
- b) Minutes from board meetings, board committee meetings, member meetings, and member committee meetings
- c) A list of directors, officers, and members going back 6 years including their names, start date, end date, addresses, and email addresses if they agree to receive documents electronically.
- d) Accounting records including monies received, monies paid, receipts/invoices for payments made from the Association's bank account, a spreadsheet that lists and categorizes all bank account transactions, annual financial reports as presented at the Annual General Meeting, and records of all financial motions and decisions that guide the release of funds.

14.2 Access to Records

The legislation says nonprofit corporations are allowed to give virtual access to their records to those who have the right to ask to see them.

Link: <https://nonprofitlaw.cleo.on.ca/recent-changes/>

Directors and officers have the right to access all member records, financial records, and active and archived records.

Members have the right to a free copy of the articles and bylaws, minutes from members meetings, and approved financial statements. Members also have a right to access the members' register. If members request access to the members' register, they must sign a form saying they will not use that information for anything not related to the nonprofit's business.

Link: who has the right to Access Records:

<https://nonprofitlaw.cleo.on.ca/run-a-nonprofit/records-and-minutes/>

14.3 Government Filings (Note that sources should be checked periodically in case changes occur)

a) Corporate Filings to the Ontario Business Registry

Changes to directors and officers must be reported to the Ontario government within **15 days** via a [notice of change](#). Fill out only the sections that need to be updated.

A [corporate annual return](#) must be filed with the Ontario government every year. The Association's usual practice is to fill this out after the Annual General Meeting to report changes in Directors and Officers.

These forms can be filed online using the [OBR](#) or an authorized third-party provider can be used to file it. The Association uses a third party provider. See procedures.

b) Income Tax not payable and Association does not have to file an NPO information return with CRA

Income Tax is not payable by Non-Profits under ONCA and the Association does not have to fill out the Non-Profit Organization (NPO) Information Return as it does not meet the threshold requirement and is not expected to during future fiscal periods: did not receive or is entitled to receive taxable dividends, interest, rentals or royalties totalling more than \$10,000 or own assets valued at more than \$200,000 in the fiscal period nor did it have to file an NPO information return for a previous fiscal period.

Link: <https://www.canada.ca/content/dam/cra-arc/formspubs/pbg/t1044/t1044-23e.pdf>

15. CITY OF OTTAWA COMMUNITY ASSOCIATION INSURANCE REQUIREMENTS (Awaiting final wording from the City)

The Association is an apolitical body and shall not promote or oppose the candidacy of a person for elected office, or promote or oppose a question on a federal or provincial or municipal ballot. However, this does not preclude the Association from sponsoring or holding an all-candidates meeting.

Be governed by a democratically-elected Board of Directors or Committee of at least three independent and unrelated members. The purpose of the requirement is to ensure that the decision-making of the Board/Committee is not concentrated within a group of related individuals (husband/wife, employer/employee etc). The aim of the criteria is to ensure that a majority of the total membership of the Board/Committee are independent. (Kitts motion 2024 Feb, City Solicitor Clarification)

16. DEEMED RESIGNATION

a) If a Director misses three (3) consecutive meetings of the Board of Directors, without notification to another member of the Board by the time of the meeting, the position shall be deemed vacant.

Absences without notification will be noted in the meeting minutes.

b) If a Director ceases to carry out their duties as a Director, including both general duties and duties assigned to their position, without notice of a temporary absence or incapacity and intention to return, the position shall be deemed vacant.

17. CONFLICT OF INTEREST

Any Board member who has a material interest in a financial or advocacy decision of the Board shall not attend discussion of the issue and shall recuse themselves from the Board's vote. Any declaration of conflict of interest and recusal from vote shall be recorded in the meeting minutes.

18. RESPECTING DIVERSITY AND PROMOTING INCLUSION

The Association promotes and contributes to a community environment that is inclusive, and respectful of diversity. The Board Members share the responsibility for striving to meet this ideal.

19. RESPECTFUL COMMUNICATION

The Board of Directors will promote and facilitate businesslike, respectful and courteous communication during Board and Members' meetings, and during email discussions.

“Personal remarks during debate are out of order”

Link:

<https://www.pta.org/docs/default-source/files/training/course-tools/president/english/roberts-rules-of-order-basics>