

# Constitution

Passed January 2004

## 1.0 Name

1.1 The name of the organization shall be the Old East Village Community Association.

1.2 In this Constitution, unless the context otherwise requires, "OEVCA" or "Association" means the Old East Village Community Association.

## 2.0 Area

The operations of the Association are to be carried on chiefly in, and in respect of, the community of Old East Village, which is located in the City of London. Old East Village is bordered to the north by the Canadian Pacific Railway tracks at Central Avenue, to the west by Adelaide Street, to the south by the Canadian National Railway tracks at York Street, and to the east by Ashland Avenue on the north side of Dundas Street, and by the CN/CP feeder lines at the Kellogg plant on the south side of Dundas Street.

*(AMENDED: April 2010)*

## 3.0 Vision

The OEVCA will focus on aiding and empowering residents of our neighbourhood through advocacy, education and community involvement in order to establish a positive and healthy relationship with each other and with our city.

## 4.0 Purpose

The purpose of the Association is to promote, facilitate, co-ordinate, support or undertake activities that will enhance the quality of life and the local environment of Old East Village including, but not limited to, the following:

- (i) to bring residents together through social activities, educational opportunities and structured OEVCA committees and meetings so that the members of the community can build strong and enduring ties with one another.
- (ii) to maintain the residential and heritage character of Old East Village.
- (iii) to provide a vehicle for public participation in the preservation and enhancement of those unique qualities that have come to characterize Old East Village.
- (iv) to work towards the creation of an Old East Village Neighbourhood Plan, a vision document that will identify and prioritize the needs of the neighbourhood and, through public participation, develop an Action Plan to meet these needs.
- (v) to advocate on behalf of the neighbourhood with the City of London for effective and timely bylaw enforcement and building standard monitoring processes.
- (vi) to act without partisanship in the best interests of our community.

## **5.0 Annual Statement of Purposes**

In addition to these general purposes, the Executive Committee at or near the beginning of each year shall adopt by majority vote a broad statement of Association goals for that year; and no later than the second General Meeting of the year, the President shall present said statement to the membership for debate, amendments if any, and adoption by majority vote.

## **6.0 Ancillary**

Purposes additional to the foregoing and ancillary thereto, the Association shall have the following powers, said powers being alterable, namely:

- (i) to receive funds and assets to apply in furthering the purposes of the Association; and
- (ii) to enter into any contracts or arrangements with any person, corporation or institution which may further the purposes of the Association; and
- (iii) to do all other things which are incidental or conducive to the attainment of the purposes of the Association.

## **7.0 Personal Financial Gain**

The affairs of the Association shall be conducted so as to promote the purposes of the Association, and the Association shall not carry on any activities for the purpose of the personal financial gain of members. The provisions of this paragraph shall be unalterable.

## **8.0 Conflict of Interest**

No member holding elected political office within Federal, Provincial or Municipal governments may continue to hold elected positions within the Association. Members standing for election to political office within Federal, Provincial or Municipal governments may continue to hold elected positions within the Association. Once the member has declared for elected political office, it is expected that the member shall not participate in those particular discussions having to do with the election for which the member has declared his or her candidacy.

## **9.0 Fiscal Year**

The fiscal year of the Association shall end on December 31st.

## **10.0 Amendments to the Constitution, Bylaws, and Code of Ethics**

**10.1** Any member may propose an amendment to the Constitution, Bylaws, and Code of Ethics at any General Meeting of the Association. If such an amendment is endorsed by three other members not related to the member proposing the amendment and twice seconded, then the specific language of the proposed amendment shall be placed in the

form of a Special Resolution, advertised in the Notice of Meeting of the next General Meeting and shall be voted on at this next General Meeting of the Association.

10.2 Such amendments shall receive the affirmative vote of at least two-thirds of the votes cast at a duly constituted General Meeting of the Association.

## 11.0 Dissolution

Upon the winding up or dissolution of the Association, and after payment of all debts and liabilities of the Association, the remaining property of the Association shall be distributed or disposed of within one year to such organization or organizations with similar purposes in the City of London, as may be determined by the members of the Association at the time of winding up or dissolution, provided that each such organization is either a registered charity or a qualified donee recognized as such by the Canada Revenue Agency to be qualified as such under the Income Tax Act of Canada from time to time in effect.

# Bylaws

Passed January 2004

## 1.0 Interpretation

1.1 In these bylaws, unless the context otherwise requires:

- (i) "Directors" mean the members of the Executive Committee of the Association for the time being.
- (ii) "Association" means the Old East Village Community Association.

1.2 In these bylaws, unless the context otherwise requires, words importing the singular shall include the plural and vice versa, and words importing a female person shall include a male person and a corporation.

## 2.0 Membership

2.1 Any person who subscribes to the Association's purposes and goals as contained in the Constitution, Bylaws, and Code of Ethics of the Association, is eligible for membership in the Association upon payment of such membership dues as may be established by Resolution of the Executive Committee from time to time. A person is defined as: any individual who: (i) is 18 years of age or older, and resides within the boundaries of the Association as defined in Section 2.0 of the Constitution of the Association, or (ii) owns residential property within the boundaries of the Association as defined in Section 2.0 of the Constitution of the Association.

2.2 The amount of the membership fee shall be set at \$10.00 per year. The amount of the annual membership fee may be reassessed by the Executive Committee, but any reassessment must be approved by the membership at the Annual General Meeting of the Association.

2.3 The payment of the membership fee, if any, entitles the person who pays the fee and members of that person's household who are aged 18 years or older to membership.

2.4 Membership shall be for the fiscal year. The fiscal year to which the membership fee applies shall be printed on the receipt issued to the member.

2.5 The membership fee may be waived by the Executive Committee for particular persons or households in the event of demonstrated financial hardship.

2.6 The membership list shall be kept under the strict care and control of the Secretary of the Association for the exclusive legitimate interests of the Association alone.

### **3.0 Officers and Directors**

3.1 The Officers of the Association shall be the President, the Vice-President, the Secretary and the Treasurer.

3.2 The Executive Committee of the Association shall consist of the Officers of the Association, the Immediate Past-President if that person is available to serve, and eight (8) Directors-at-Large elected at the Annual General Meeting of the Association.

*(AMENDED: April 2010 and September 2013)*

3.3 The Directors of the Association shall number thirteen (13) if the Immediate Past-President agrees to serve, and twelve (12) if the position of Immediate Past-President is not filled. *(AMENDED: April 2010 and September 2013)*

3.4 The Directors may exercise all such powers and do all such things and acts as the Association may exercise and do and which are not by this Constitution, Bylaws, and Code of Ethics or by statute or otherwise lawfully directed or required to be exercised or done by the Association in general meeting but subject, nevertheless, to the provisions of: (i) all laws affecting the Association; (ii) this Constitution, Bylaws, and Code of Ethics; and, (iii) rules not being inconsistent with this Constitution, Bylaws, and Code of Ethics which are made from time to time by the members in general meeting.

3.5 No rule made by the Association in general meeting invalidates a prior act of the Directors that would have been valid if that rule had not been made.

3.6 To be eligible to serve as an Officer of the Association, a member must be a full-time resident of the community as described in Section 2.0 of the Constitution of the Association.

3.7 The members of the Association may, by Special Resolution in the prescribed form, remove a Director before the expiration of her term of office and elect a successor to complete the term of office.

3.8 No Director may be remunerated for being or acting as a Director but a Director may be reimbursed for all expenses necessarily and reasonably incurred while engaged in the affairs of the Association.

## 4.0 Terms of Office

4.1 The term of office for all Directors of the Association shall be two (2) years.

4.2 No member shall be permitted to hold the same office for more than two consecutive terms unless a candidate for the office is not available at the Annual General Meeting.

4.3 Notwithstanding the foregoing, the Treasurer and the Secretary shall be eligible for re-election each term for an indefinite period.

4.4 The terms of office of the Directors shall be staggered so that half the positions on the Executive Committee shall be elected by the membership at each Annual General Meeting.

4.5 A Director may be removed from office if: (i) s/he acts in a manner deemed to be prejudicial to the interests of the Association in the opinion of at least two-thirds of the Executive Committee; and, (ii) if, at a General Meeting of the Association, a Special Resolution prepared and advertised in the prescribed form receives the assent of at least two-thirds of the members in attendance. A Director may be removed from office for non-appearance at regularly-scheduled executive committee meetings by a vote of two-thirds of the Executive Committee members under the following conditions: (i) failure to attend three of any six consecutive meetings; or (ii) failure to attend three of any twelve consecutive meetings without notice of regrets to the secretary of the association. *(AMENDED: September 2013)*

4.6 The Executive Committee may fill any vacancy that occurs on the Executive Committee during the term by the appointment of a member to the position.

## 5.0 Quorum

No votes shall be taken on any issue at any Annual General Meeting, General Meeting, Executive Committee meeting, Standing Committee meeting or Special Committee meeting unless a quorum of its members are present.

5.1 A quorum for the Annual General Meeting or General Meeting shall consist of 25 members of the Association plus the majority of the Executive Committee.

5.2 A quorum for the Executive Committee shall consist of a majority of the Directors.

5.3 A quorum for Committees of the Association shall consist of a majority of the members of the Committee.

## **6.0 Termination and Forfeiture of Membership**

**6.1** A person shall cease to be a member of the Association: (i) by delivering a resignation in writing to the Secretary of the Association or by mailing or delivering it to the address of the Association; or (ii) on the death of that person; or (iii) on ceasing to be a member in good standing; or (iv) on being suspended or expelled from membership.

**6.2** The Directors shall have the power, with the written agreement of at least six (6) of the Directors of the Association, to expel or suspend any member whose conduct shall have been determined by the Directors to be improper, unbecoming or likely to damage the interest or reputation of the Association. No member shall be expelled or suspended without notice of the charge against her and without having first been given the opportunity to be heard by the Directors at a meeting called for that purpose.

**6.3** Any member of the Association whose membership has been suspended or withdrawn by the Executive Committee shall have the right to appeal this decision to the membership at the next General Meeting of the Association. If this right is exercised by the member, the decision to withdraw or suspend that person's membership shall be confirmed or overturned by a majority vote of the membership at that meeting.

## **7.0 Proceedings at General Meeting**

**7.1** The President of the Association shall act as the chair of General Meetings. In the absence of the President, the Vice-President shall act as chair or, in the absence of both, one of the other Directors of the Association shall preside as chair for the general meeting.

**7.2** No business, other than the election of a chair if the President and Vice-President are absent and the adjournment or termination of the meeting, shall be conducted at a General Meeting when a quorum is not present.

**7.3** If, at any time during the meeting, there ceases to be a quorum, present business then in progress shall be suspended until there is a quorum present or the meeting is adjourned or terminated.

**7.4** A General Meeting may be adjourned from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

**7.5** In the case of an equality of votes, the Chair shall not have the casting or second vote in addition to the vote to which she may be entitled as a member and the proposed motion or resolution shall fail.

**7.6** A member in good standing present at a General Meeting is entitled to one vote.

7.7 Voting is by show of hands, or by ballot: (i) at the discretion of the chair; or (ii) upon a motion which obtains majority approval.

7.8 Voting by proxy is not permitted.

7.9 A person who is not a member in good standing may not speak on any question unless specifically authorized by the Chair.

7.10 Any member desiring to bring a motion at a General Meeting of members of the Association shall give the Secretary of the Association notice of such motion, together with the name of his seconder, at least five (5) calendar days prior to the scheduled date of the Association meeting.

## **8.0 Proceedings of the Executive Committee**

8.1 The Executive Committee may meet together at such places as it chooses for the dispatch of business, adjourn and otherwise regulate the meeting as they see fit.

8.2 The President may, at any time, and the Secretary may, upon the request of three (3) Directors, convene a meeting of the Executive Committee.

8.3 The President shall chair meetings of the Executive Committee but, if at any meeting, the President is not present within 15 minutes of the time appointed for the commencement of the meeting, the Vice-President shall act as chair but, if neither are present, the Directors may choose one of their number to chair that meeting.

8.4 The Directors may delegate any but not all of their powers to committees of such Directors and Members as they think fit. A committee so formed in the exercise of their powers so delegated shall conform to any rules that may from time to time be imposed on it by the Directors and shall report every act and thing done in the exercise of those powers to the earliest meeting of the Executive Committee to be held after it has been done.

8.5 The members of committees may meet and adjourn as they see fit.

8.6 Questions arising at any meeting of the Executive Committee and committees established by the Executive Committee shall be decided by a majority of votes. In the case of an equality of votes, the chair of that meeting shall not have a second or casting vote and the motion shall fail.

8.7 A resolution in writing, signed by all the Directors and placed with the minutes of the Executive Committee, is as valid and effective as if regularly passed at a meeting of the Executive Committee.

8.8 Chairs of all duly-established sub-committees of the Association shall be deemed to be members of the Executive Committee of the Association *ex officio* during their tenures. (ADDED: April 2010)

**8.9** *Ex officio* members of the Executive Committee shall not cast votes during proceedings of the Executive Committee. (ADDED: April 2010)

## **9.0 Nominations and Elections**

**9.1** Nominations for elected positions with the Association will be accepted at the General Meeting immediately prior to the Annual General Meeting. All nominees for positions with the Association will have the opportunity to address the Membership at the Annual General Meeting, after which a vote by ballot will be held in the absence of the nominees.

## **10.0 Spending Authority**

**10.1** The funds of the Association may be disbursed on the authority of the Executive Committee, according to the procedure agreed by the Executive Committee and revised from time to time as required.

## **11.0 Signing Authority**

**11.1** All disbursements of the Association shall be by cheque drawn on the account of the Association and held at a chartered bank or credit union.

**11.2** All cheques drawn on the account of the Association shall be prepared by the Treasurer and shall be signed by any two of the following: (i) the President; (ii) the Vice-President; and (iii) the Treasurer.

## **12.0 Duties of Officers**

**12.1** The President shall: (i) preside at general and special meetings of the Association; and, (ii) act as the official spokesperson of the Association; and, (iii) preside at meetings of the Executive Committee; and, (iv) sign all official correspondence from the Association; and, (v) exercise general supervision over the affairs and activities of the Association; and, (vi) prepare the Agenda for all General and Special Meetings of the Association; and, (vii) perform the other normal duties of a president; and, (viii) perform such other duties as the membership may prescribe; and, (ix) act as mediator in the event of conflict within the Association.

**12.2** The Vice-President shall: (i) perform the duties of the president in his or her absence, or when specifically delegated by the President; and, (ii) assist the President in the performance of his or her duties; and, (iii) perform the other normal duties of a vice-president; and, (iv) perform such other duties as the membership may prescribe; and, (v) in the event the president resigns or is removed from office, assume the duties of the president until the next Annual General Meeting.

**12.3** The Treasurer shall: (i) maintain appropriate books of account and financial records; and, (ii) maintain custody of the funds of the Association; and, (iii) prepare and present Annual Financial Statements at the Annual General Meeting; and, (iv) prepare periodic financial reports to the Executive Committee; and, (v) assist the President in

the preparation of the annual budget; and, (vi) perform the other normal duties of a treasurer; and., (vii) perform such other duties as the membership may prescribe.

**12.4** The Secretary shall: (i) keep the minutes of each meeting of the Executive Committee; and, (ii) keep the minutes of all General and Special Meetings of the Association; and, (iii) keep the official copies of the regulations of the Association; and, (iv) be the custodian of the minutes of the Association and all other official documents, including the membership roll; and, (v) perform the other normal duties of a secretary; and, (vi) perform such other duties as the membership may prescribe.

**12.5** The Immediate Past-President shall: (i) provide guidance to the President and Executive Committee; and, (ii) perform tasks delegated by the President; and, (iii) perform such other duties as the membership may prescribe.

### **13.0 Bylaws and Rules of Order**

**13.1** These bylaws shall not be altered or added to except by Special Resolution.

**13.2** Meetings of the Association and its Executive Committee shall be conducted by reference to *Robert's Rules of Order* and standard parliamentary practice.

### **14.0 Omissions and Irregularities**

**14.1** No proceedings of the Association or of its Executive Committee shall be invalidated by any accidental omission to give notice or by any irregularity in proceedings of any meeting of members of the Association or its Executive Committee.

## **Code of Ethics**

(Passed January 2004)

The Code of Ethics consists of moral obligations aimed at upholding the integrity of the Old East Village Community Association and the dignity of the Members of the Association and residents of the area. It is designed to assist the operating efficiency of the Association as a whole and, more particularly, the Executive Committee of the Association in the interpretation of the aims and objectives of the community.

**ARTICLE 1** - The first duty of the Association is to strictly observe this Constitution, Bylaws, and Code of Ethics equally and without regard to race, creed, colour, religion, ethnic orientation, gender, sexual orientation or political affiliation.

**ARTICLE 2** - The Executive Committee respects the confidentiality of all information relevant to the business of the Association, especially the membership list and other data collected as a result of the activities of the Association.

**ARTICLE 3** - The Executive Committee shall carry out the affairs of the Association in a financially responsible and timely manner.

**ARTICLE 4** - The Association shall be sensitive to the personal and financial needs of its members, especially with regard to membership dues, program/ activity participation and registration in scheduled activities.

**ARTICLE 5** - The Directors of the Association shall be circumspect in any remarks or activities that may have a direct bearing on discussions or decisions undertaken by the Executive Committee.

**ARTICLE 6** - The Directors of the Association will be circumspect in their remarks or activities concerning the genuine attempts of other groups or organizations to resolve problems, and will attempt to reach solutions through negotiation and compromise.

**ARTICLE 7** - The Association is prepared to help new community groups and associations who might request advice and resources to become successfully established.

**ARTICLE 8** - The Directors of the Association will be forthright in the conduct of its affairs.

**ARTICLE 9** - The Directors of the Association will act and conduct business in a manner which cannot be construed as being for the financial gain of any individual or group from within the Executive Committee.

**ARTICLE 10** - The Association will hold regular meetings and Directors will conscientiously attend such meetings.

**ARTICLE 11** - Meetings of the Association will be conducted in an orderly manner according to accepted protocol.

**ARTICLE 12** - The Executive Committee of the Association will maintain complete, accurate and up-to-date records of its business. The chair of each Standing and Special Committee will also maintain complete, accurate and up-to-date records of the activities of that Committee.

**ARTICLE 13** - Each Member holding office within the Association serves as a role model within the community. All such Members will conduct themselves in a proper manner, sensitive to the needs of the community, observing and upholding the rules of the Association.

**ARTICLE 14** - The Association recognizes that Old East Village, as a core residential neighbourhood, is composed of people from across the socio-economic and ethnic-demographic landscape. At all times, the Association will be cognizant of the needs of all residents and will act with tolerance and respect towards all segments of our population.