

# **Hunt Club Community Association**

**Incorporated 26 September 1985**

**By-law proposed for adoption 6 March 2026**

## **OBJECTS OF THE CORPORATION**

The objects for which the Corporation is incorporated are to:

1. maintain and improve the residential character of the area.
2. promote the interest of the residents of the community and the City of Ottawa
3. coordinate community activities for the purpose of promoting good citizenship and fellowship.
4. make representations to municipal and government officials and agencies in matters of concerns to the residents of the area, including, questions and issues of development of buildings, road, transportation and recreational facilities.

## **BY-LAW OF THE CORPORATION**

A By-law relating to the structure and transaction of the affairs of the Hunt Club Community Association (HCCA) in the City of Ottawa to replace the By-law dated 6 November 2017.

### **1. Head Office**

The head office of the Corporation shall be in the City of Ottawa, in the Province of Ontario as the directors may determine.

### **2. Seal**

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

### **3. Area**

The area for the Corporation includes the area in the city of Ottawa bounded by:

- To the West: the Rideau River
- To the East, the Airport Parkway
- To the North, the railway south of Walkley Road
- To the South, Hunt Club Road

### **4. Board of Directors**

The affairs of the Corporation shall be managed by a Board consisting of an elected President and up to a maximum of ten (10) elected Directors.

Each elected Director shall:

1. be a member of the Corporation.
2. receive no remuneration for acting as such
3. serve for a period of one year or until the next Annual Meeting
4. adhere to a Code of Conduct appended to these Bylaws

## **5. Board of Directors – Authority & Responsibility**

The Board of Directors may exercise any power authorized by the Bylaws including administering the affairs of the Corporation and entering into Contracts for the Corporation.

The Board's general responsibilities are as follows:

- determine and conduct the work of the Corporation
- determine and regularly review HCCA priorities
- oversee management of finances
- represent the HCCA and its work within the community

Individual members of the Board are expected to:

- be informed of the HCCA's by-laws
- keep up-to-date on the activities of the HCCA
- avoid real or perceived conflicts of interest, and declare them when necessary
- maintain solidarity with fellow directors in support of decisions taken and publicly demonstrate acceptance, respect and support of said decisions
- demonstrate due diligence in all activities
- Regularly attend Board meetings and meetings of Committees to which they belong
- Notify the President in advance if unable to attend Board meeting

## **6. Board of Directors – Committees, Projects, Events and Initiatives**

The Board of Directors may, provided a member of the Board of Directors is the Chairperson thereof, create committees of the Corporation to assist in administering its affairs.

- Each Committee shall report regularly to the Board of Directors and to the members.
- Any member of the Corporation may be appointed to a Committee
- The Board of Directors may also authorize Projects, Events and Initiatives that are in keeping with the Objects of the Corporation
- Every Committee must have an approved mandate from the Board
- A Committee, Manager of a Project, Event or Initiative may:
  1. Upon the creation of a Charter of Responsibility or direction of the Board, request an appropriation of funds from the Board of Directors;
  2. Authorize expenditures therefrom within the limits established by the Board of Directors;
  3. Must periodically submit accounts and receipts for expenditures so authorized to the Board of Directors, who shall satisfy themselves that the expenditures have been properly authorized and are within the appropriation.

## **7. Officers of the Corporation**

There shall be a President, a Vice-President, a Secretary and a Treasurer or in lieu of a Secretary and Treasurer, a Secretary-Treasurer and such other officers as may be determined by bylaw from time to time.

One person may hold more than one office except the offices of President and Vice-President.

The Vice-President, Secretary, and Treasurer shall be elected by the Board of Directors from among their numbers at the first meeting of the board after the annual election of such Board of Directors

Incumbents, being members of the Board, shall hold office until their successors are elected.

## **8. Duties of President**

The President shall,

- Supervise the general affairs and operations of the Corporation.
- At least three days prior to each Board meeting, provide the Board with an Agenda for the meeting with a summary of any issues, including motions to be tabled
- Preside at all meetings of the Corporation
- Be the main contact and communicator on behalf of the Board
- Ensure that an annual return is filed in accordance with the Ontario Corporations Information Act

## **9. Duties of Vice President**

The Vice President shall:

- During the absence or inability of the President, assume the duties and powers of the President.
- Assist the President in performance of their duties
- Ensure the HCCA website, social media platforms and other communications of the Corporation are kept up to date and conform to the HCCA Bylaws
- Review the By-law(s) periodically to ensure they are complete, up-to-date, and to bring forward recommendations of any changes required.

## **10. Duties of Secretary**

The Secretary shall:

- Act as clerk of the Corporation.
- Attend all meetings of the Board and Corporation and record brief, objective accounts of all actions, motion and votes. Once approved by the President, the Secretary shall sign these as the official record and shall have them posted on the HCCA website.
- Give all notices that are required to be given to members and directors.
- Be the custodian of the seal of the Corporation and of all books, papers, records, correspondence, contracts and other documents belonging to the Corporation

which shall be delivered up only when authorized by a resolution of the Board of Directors to do so and to such person or persons as may be named in the resolution

- Perform such other duties as may from time to time be determined by the Board of Directors.

## **11. Duties of Treasurer**

The Treasurer shall:

- Keep full and accurate accounts of all receipts and disbursements of the Corporation in proper books of accounts.
- The Fiscal Year of the Corporation shall commence on 1 August and end on 31 July of the following year unless otherwise ordered by the Board of Directors
- Deposit all moneys or other valuable effects in the name and to the credit of the Corporation with a Financial Institution as approved by the Board of Directors
- Disburse the funds of the Corporation under the direction of the Board of Directors
- Report on the financial position of the Corporation by providing an accounting of all revenues and expenditures which is to be presented for approval at each Board meeting or regular meetings of the Corporation
- Perform such other duties as may from time to time be determined by the Board of Directors
- Prepare a Budget for the Corporation that outlines expected income and revenue to be presented at the August meeting

## **12. Duties of Past President**

The Past President shall:

- assist the new President and new members of Board to ensure a smooth transition
- attend Board meetings regularly
- provide guidance to Board members based on past experience

## **13. Board of Directors - Execution of Documents (Signing Authority)**

- a) All By-laws of the Corporation shall be signed by the President and Secretary.
- b) Except as outlined in Section. 6, all contracts, including deeds, transfers and licences, which have been authorized by the Board of Directors must be signed on behalf of the Corporation by the President or Vice-President and the Secretary.
- c) All cheques, bills of exchange or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation, shall be signed by the Treasurer and countersigned by the President or one other authority registered with the designated Financial institution.
- d) Where Committee, Manager of a Project, Event or Initiative with a Project Charter or decision of the Board and has been given an appropriation of funds as described in Section 6, the Committee Chair, Manager of a Project, Event or Initiative may sign contracts, correspondence or notes of indebtedness as it relates to the appropriation of funds and terms of engagement as authorized by the Board of Directors.

- e) Membership cards, or other certificates of membership in the Corporation, shall be signed by the Chairperson of the Membership Committee, or any other person or persons authorized by the Board of Directors.

All records of contracts, deeds, transfers, licences and any financial records shall be kept for seven years

The Board of Directors shall create and keep an up-to-date signing authority list within the Corporation documents.

#### **14. Board of Directors - Nominating Committee**

A Nominating Committee shall be appointed by the Board of Directors from among members of the Corporation, at least one month in advance of the Annual Meeting. The Nominating Committee is to solicit and organize a list of candidates for all positions on the Board of Directors.

The Nominating Committee shall be chaired by a member of the Corporation appointed by the Board of Directors, and further to section 6, (committees) the chair of the Nominating committee does not need to be a member of the board of directors. The committee should have at least one member in good standing who is not on the board of directors.

During the Annual Meeting, the election for members of the Board of Directors shall be presided over by the Chair of the Nominating Committee or, if that person is not available, by a substitute member of the Nominating Committee appointed by the Board of Directors.

The Nominating Committee shall seek to have representation from all areas of Hunt Club. Only those who have consented to their nomination shall be recorded on the list.

The list shall not include the name of any member of the Nominating Committee.

The Nominating Committee, after its deliberations, shall present its list of candidates to the secretary for inclusion in the notice to the members of the date of the Annual Meeting.

#### **15. Board of Directors – Election and Annual Meeting (AM)**

The AM must be held in June. A minimum notice of ten (10) days shall be given and the list of nominations from the Nominating Committee with a short biography shall be available to all members.

The position of President shall be elected first at the AM and separately from the election of Directors. Should there be only one applicant, the applicant shall be acclaimed unless a majority of those present call for a vote by secret ballot.

Up to ten Directors shall be elected at the AM from a list prepared by a nominating committee and/or from nominations made from the floor. Any director who is a member in good standing is eligible for re-election.

Should there be less than ten nominations for Directors, the applicants shall be acclaimed unless a majority of those present call for a vote by secret ballot.

In the event such a vote, the election will be deferred so that all members votes can be solicited by a secret ballot to be held electronically by the nomination committee without delay to ensure the results are finalized no later than 31 July. The results shall be presented at the next Regular Meeting. Nominations that have been made from the floor shall submit their application to the Nominating Committee in the same format as those presented by the committee.

Those candidates receiving the largest numbers of votes cast shall be considered elected as President or Directors. Each member of the corporation is eligible to cast a single vote for one of the candidates nominated for election as President and a vote for up to ten applicants to Board of Directors. Ballots for more than ten Directors shall be discarded.

#### **16. Board of Directors – Meetings, Quorum and Voting**

- Board of Directors meetings can be called by the President or by any two Directors at any time.
- Notice of meetings of the Board of Directors shall be sufficiently given if communicated at least three days before with accompanying Agenda for the meeting with a summary of any issues, including motions to be tabled.
- Except as otherwise required by law, the Board of Directors may hold its meetings at such place or places as it may from time to time determine.
- A majority of the Directors shall form a quorum for the transaction of business.
- Questions arising at any meeting of directors shall be decided by a majority of votes taken by Directors.
- All votes at such meetings shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by assent or dissent.
- A declaration by the President or Vice President that a resolution has been carried will cause an entry to that effect to be entered in the records of the meeting and shall be proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution.
- Questions and issues tabled may be decided at any time by a majority of all Directors by an e-mail vote conducted by the President. The result of such a vote is to be reported to the Secretary and added to the record of proceedings at the next Regular Meeting.

#### **17. Board of Directors - Vacancies**

Vacancies on the Board of Directors, however caused, may be filled by the President and confirmed by a majority vote of remaining Directors, from among the qualified members of the Corporation, if they shall see fit to do so. Otherwise, such vacancies shall be filled at the next Annual General Meeting of the members.

#### **18. Board of Directors – Removal of Director**

Any member of the Board of Directors, whom, having been duly notified, fails to appear at any three meetings over a one-year period, without sending regrets to the President or being excused by the President, shall be deemed to have submitted their resignation, effective on the date of the third missed meeting. The deemed resignation shall be recorded in the minutes of the third missed meeting.

The members of the Corporation may, by resolution passed by at least two thirds of the votes of those responding to a solicitation of all members, remove any director before the expiration of their term of office.

## **19. Membership**

- Residents of the area who are 18 years of age or older and pay the appropriate membership fee are eligible for membership in the corporation
- Any person eligible for membership in the corporation may join as an individual or as a representative of their family household.
- Members who have served a cumulative ten years on the Board are to be awarded Honorary Life Memberships and deemed to be members in good standing entitled to vote as an eligible member of the corporation
- Each membership in good standing shall be
  1. Entitled to one vote on each question or motion arising at any Regular or Annual Meeting of the members
  2. Valid for one calendar year for each amount of the annual fee from the time of purchase

## **20. Membership - Fees**

The annual Membership Fee shall be fixed by a majority vote of the Board of Directors and shall become effective only when confirmed by a vote of the members at an Annual Meeting.

## **21. Meetings**

The board shall call the Annual Meeting (AM) of all members of the Corporation in June to elect a President and Board of Directors and transact business in accordance with these Bylaws and the Laws of Ontario that govern Corporations.

The Board of Directors or the President or Vice-President shall have power to call at any time a meeting of the members of the Corporation.

Members shall have the power to call a meeting of the members of the Corporation when requested by five members of the Corporation in good standing when given in writing to the Board of Directors. Such a meeting shall be held without undue delay.

Regular Meetings (RM) may be held on the first Monday of every other month, or the following Monday in the event of a holiday or scheduling issue. Regular meeting months are February, April, August, October and December. There will be no Regular Meetings in January, March, May, September or November unless duly authorized in accordance with this Bylaw.

Notice shall be published with accompanying Agenda that is compliant with these Bylaws. Any change in the schedule or Agenda requires a minimum of three days notice.

## **22. Conduct of Meetings**

The Chair will manage all discussions at meetings, including speaking order, honouring the courteous practice of one person speaking at a time.

All members present shall follow the Code of Conduct appended to this Bylaw

At meetings of the Corporation all proposals in accordance with the Agenda are to be voted upon by the members present thereat and are to be decided by a majority vote.

### **23. Meeting – Annual Meeting (AM)**

The Annual Meeting of the members shall be held at the head office of the Corporation or elsewhere in Ontario as the Board of Directors may determine and on such day as the said directors shall appoint but must be held in June.

Notice of the Annual Meeting of the Corporation shall, in all cases, be reasonably publicized in the area at least ten (10) days prior to the date of such meeting, stating the place, time and object thereof.

The Directors shall approve the annual financial statement of the corporation that relate to the period that began immediately after the end of the last financial year and ended not more than three months before the AM. The approval of the Directors must be evidenced by the signature of at least one Director. If there is an audit committee, the statement must be reviewed by them before it is presented to the Directors.

Not less than 10 days before the AM, the corporation shall give a copy of the financial documents to all members of the Corporation who have informed the Corporation that they wish to receive a copy of the documents.

The Board shall set the Agenda to be published with the Notice of the Annual Meeting. Any member wishing to add an item to the Agenda must give written notice to the Board at least three days prior to the date of the meeting for inclusion in the Agenda.

Motions from the floor to add an item to the Agenda shall also be allowed.

At every Annual Meeting, in addition to any other business that may be transacted, the following items shall be addressed:

- a) presentation of the President's Report, Committee reports and Local government representative's reports, as considered desirable by the Board of Directors,
- b) presentation of the annual financial statement of the current fiscal year
- c) consideration of the audit or review engagement, if any
- d) an extraordinary resolution to have a review engagement instead of an audit or not to have an audit or a review engagement
- e) appointment of an auditor or independent person to conduct a review engagement, if required by d)
- f) presentation of nominations of candidates for president and directors
- g) No error or omission of giving notice of any meeting or any adjourned meeting, shall invalidate such a meeting or make void any proceedings taken thereat and any member may at any time wave notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat.

## **24. Meetings - Adjournments**

Any meeting of the Corporation or of the Directors may be adjourned to any time and from time to time and such business may be transacted as such an adjourned meeting as might have transacted at the original meetings from which such adjournment took place. No notice shall be required of any such adjournment. Such adjournment may be made notwithstanding that no quorum is present.

## **25. Non-Partisanship**

The HCCA is a non-partisan community association that works with elected representatives at the municipal, provincial and federal levels to advance the interests of our community. The elected Councillor for our ward is invited to attend all Regular Meetings and provide a report.

Other elected officials may be invited to make presentations to the Board from time to time to hear from the community and to discuss local issues that impact the Hunt Club community.

## **26. Donations**

The HCCA may, from time to time, solicit donations for sponsorship of community events and projects. Such donations do not obligate the Association for any purpose other than the intended use for which it was given. Sponsors of those events should be recognized in HCCA communications.

Donations which carry an inherent conflict of interest to the goals of HCCA are to be returned. In particular, HCCA advocacy around planning and zoning disallows any donations to the general funds of the Corporation or sponsorship from any Company engaged in planning or development of transportation and housing in Hunt Club, other than those sponsorships designated for a specific Event or Project.

## **27. Amendment of Bylaws**

Any Bylaw of the Corporation may be amended at any Meeting of the Corporation provided that:

- that the amendment is proposed in writing by the Board of Directors who shall have approved it by a majority vote
- that notice of the proposed amendment has been reasonably publicized to all members at least ten (10) days before the meeting or electronic vote
- that such amendment is passed by a majority of the members present or a majority of those responding to an electronic vote.

## **28. Dissolution of the Corporation**

Upon dissolution of the Corporation, and after the payment of all debts and liabilities, the remaining property of the Corporation shall be distributed to charitable organizations whose objects are beneficial to the area.