



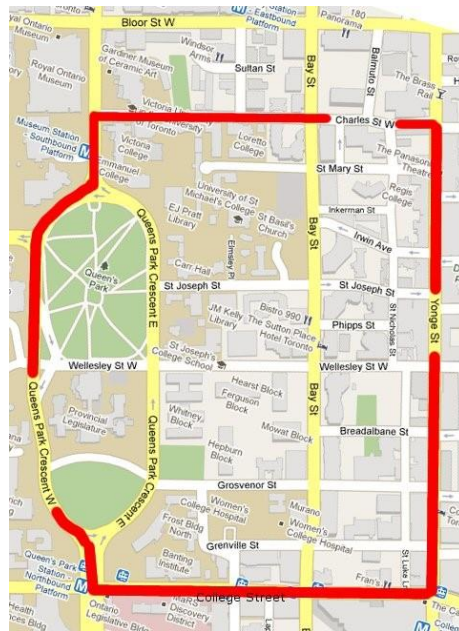
CONSTITUTION

INDEX

1.0	Name and Jurisdiction	1
2.0	Objective: Mission, Vision, and Values	1
3.0	Membership	2
4.0	Meetings	3
5.0	Executive	4
6.0	Role and Responsibilities of the Executive	5
7.0	Amendments to the Constitution	6
8.0	Indemnification	6
9.0	General	6

1.0 Name and Jurisdiction

- 1.1 The name of the association shall be the Bay Cloverhill Community Association (hereinafter the “BCCA“ or the “Association”).
- 1.2 The territorial jurisdiction of the Association shall include the area bounded by Charles Street to the north, Queen’s Park Crescent West to the west, Yonge Street to the east, and College Street to the south.



- 1.3 A “Member” is a condominium, cooperative or rental apartment building. The “Delegate” is the Member’s representative.
- 1.4 “Minutes” are the record of meetings.

2.0 Objective: Mission, Vision, and Values

- 2.1 The objective of the BCCA is to promote measures that enhance the beauty, safety, economic viability, and general quality of community and residential life within the territorial jurisdiction of the Association.
- 2.2 The mission of the BCCA is to build a vibrant urban neighbourhood in partnership with those who live and work here.
- 2.3 The vision of the BCCA is a green, clean and safe community recognized for its exceptional quality of life.
- 2.4 The values of the BCCA include balance, collaboration, commitment, and advocacy.

3.0 Membership

- 3.1 There shall be two (2) categories of membership in the Association: full (voting) Members and associate (non-voting) Members.
- 3.2 Full (voting) memberships shall be open to: condominium buildings within the territorial jurisdiction of the Association; i.e., both rental apartment buildings and co-operative housing buildings within the territorial jurisdiction of the Association.
- 3.3 Full Members shall be represented on the Association by Delegate(s) with full voting privileges. Member buildings shall be entitled to representation on the Association according to the following schedule:
 - i. those Member buildings comprising fewer than one hundred housing units shall be entitled to representation by one (1) voting Delegate, and
 - ii. those Member buildings comprising one hundred or more housing units shall be entitled to representation by two (2) voting Delegates.
- 3.4 Membership dues for full Members shall be assessed on the basis of the number of units in each Member building. The per unit membership rate for the coming fiscal year shall be determined annually in October at the regular monthly meeting of the Association. Failure to pay membership dues may result in the suspension of membership rights.
- 3.5 Associate (non-voting) memberships shall be open to:
 - i. families living within the territorial jurisdiction of the Association;
 - ii. not-for-profit community associations living within the territorial jurisdiction of the Association; and
 - iii. for profit businesses within the territorial jurisdiction of the Association.
 - iv. individuals living within the territorial jurisdiction of the Association;
- 3.6 Associate Members shall be entitled to representation by one (1) non-voting Delegate.
- 3.7 Membership dues for associate Members shall be determined annually in October at the regular monthly meeting of the Association. Failure to pay membership dues may result in the suspension of membership rights. Fees for associate Members may be offered on a complementary trial basis, or waived, at the discretion of the Executive.
- 3.8 The role and responsibility of each Delegate includes, but is not limited to:
 - i. attend BCCA general meetings
 - ii. act as the BCCA liaison to:
 - disseminate information to member building board of directors, property managers and residents on an ongoing basis
 - promote and raise the BCCA profile by presenting BCCA updates at condo Annual General Meetings
 - maintain a two-way communication flow between their respective building and the BCCA to identify member building needs
 - be engaged and involved in community projects especially with new building developments adjacent to their respective building
 - encourage fellow residents to become engaged
 - exercise voting rights

- 3.9 Any Delegate of the Association who ceases to live or work within the territorial jurisdiction of the Association shall cease to be a Delegate.
- 3.10 An up-to-date register of the names and addresses of the Members and Delegates of the Association shall be kept in the custody of the Secretary and shall be open to inspection by any Member in good standing.
- 3.11 The fiscal year (membership year) of the Association shall be January 1 to December 31.

4.0 Meetings

- 4.1 The Association shall meet in at least five times in any given year. Other general meetings may be added as needed. The Annual General Meeting will take place in November in any given year. The location of the general meetings shall rotate according to a schedule prepared by the Executive and distributed to the membership by the Secretary.
- 4.2 The Annual General Meeting (AGM) of the Association shall be convened each year within three (3) months of the fiscal year end, between October 1 and December 31.
- 4.3 Executive officers that are open shall be distributed to Member buildings. Any interested Delegate who is in good standing and nominated by two (2) Delegates of the Association may stand for election. Nominations must be received no later than the general monthly meeting in October of any given year at which time the official election will take place. Delegates from each Member building will vote by secret ballot. The newly-elected or acclaimed officers will be announced at the Annual General Meeting in November and shall assume office for the upcoming fiscal year commencing January 1.
- 4.4 At any meeting of the Association, 60% of the voting Members shall constitute a quorum for the transaction of business.
- 4.5 The Executive may call a special meeting of the Association at any time provided that notice is posted at least fourteen (14) days prior thereof. A special meeting must be called by the Executive if petitioned in writing by at least 50% of the Members in good standing of the Association. Such petitions must state the business to be considered at the meeting.
- 4.6 Absentee voting is acceptable upon written proxy from the absent Member and no single Member or Delegate shall hold more than five (5) proxies.
- 4.7 A tally of greater than 50% of all votes cast shall be required to pass any motion other than a motion to remove an Executive officer (refer to sub-section 5.9) or a motion for a constitutional amendment (refer to sub-section 7.2).
- 4.8 No Member or Delegate shall be eligible to vote at a meeting during such time as a matter is being considered in which such Member or Delegate has a conflict of interest. If such a matter arises, the Member or Delegate shall at once declare that he/she has a conflict of interest and shall abstain from the vote. A note thereof shall be made in the Minutes of the meeting.

5.0 Executive

- 5.1 The Executive shall consist of the following officer positions:
 - i. President
 - ii. Vice President
 - iii. Secretary
 - iv. Treasurer
 - v. Director
- 5.2 The Executive may, when appropriate, appoint a past Executive officer (ex officio) to serve on the Executive in an advisory non-voting capacity.
- 5.3 All Executive officers shall serve for a term of three (3) years.
- 5.4 The Executive officers shall have charge of the affairs of the Association until the next Annual General Meeting of the Association.
- 5.5 A minimum of three (3) of five (5) Executive officers are required to duly constitute a regular monthly meeting of the Association.
- 5.6 If any Executive officer is absent from three (3) consecutive monthly meetings, the Executive may declare that office vacant.
- 5.7 An Executive officer who ceases to live in the territorial jurisdiction of the Association shall cease to be an Executive officer of the Association.
- 5.8 In the event of a vacancy in the Executive, the membership of the Association shall vote at the next regularly scheduled monthly meeting to appoint an individual to fill the vacancy until the next Annual General Meeting when an election shall be held to fill the vacancy.
- 5.9 An Executive officer may be removed for misconduct or breach of the Constitution or bylaws of the Association upon a vote of at least 75% of the voting membership.
- 5.10 No Executive officer shall be eligible to vote on a matter being considered in which such an officer has a conflict of interest. If such a matter arises, the officer shall at once declare that he/she has a conflict of interest and shall abstain from the vote, and a note thereof shall be made in the Minutes of the meeting.

6.0 Role and Responsibilities of the Executive

6.1 The Executive shall:

- i. abide by the founding principles of the Association
- ii. be accountable to the entire membership of the Association
- iii. encourage and promote the participation of all Members in the activities of the Association
- iv. meet regularly to set the direction of the Association
- v. shall appoint two signing officers to sign all cheques drawn upon the account(s) of the Association
- vi. strike sub-committees and establish the direction and goals of said sub-committees
- vii. recommend a schedule of membership fees, oversee the collection of fees, and prepare an annual budget for membership approval and
- viii. organize the Annual General Meeting and provide a full report to the membership.

6.2 The President shall:

- i. co-ordinate the activities of the Corporation with members of the Executive
- ii. act as the spokesperson for all Association activities and media outlets
- iii. set meeting agendas with the assistance of the Executive
- iv. recommend the striking of sub-committees on special initiatives and/or emerging issues as required
- v. preside at all meetings of the Association according to Robert`s Rules of Order
- vi. cast the deciding vote in the case of a tie

6.3 The Vice President shall:

- i. assist the President in their duties
- ii. shall assume the role of the President, if they are absent or unable to perform their duties

6.4 The Secretary shall:

- i. distribute meeting notices and agendas by e-mail
- ii. record and/or proof-check minutes of regular monthly meetings, executive meetings, and meetings with our Councillor with the assistance of a volunteer member or a recording secretary
- iii. maintain records of all meetings and correspondence on the BCCA website
- iv. keep an up-to-date list of the names and e-mail addresses of the Members of the Association and property managers

6.4 The Treasurer shall:

- i. prepare a financial update for at least two monthly meetings of any given year for presentation to BCCA building representatives and other Members of the Association
- ii. prepare an annual end of year financial statement for approval by BCCA Members at the October monthly meeting and for subsequent presentation to attendees at the Annual General Meeting in November
- iii. prepare and deliver annual invoices for fees of Member buildings and community partners in early December of any given year
- iv. submit a T2 Corporation Income Tax Return to Revenue Canada on or before April 30 of any given year

7.0 Amendments to the Constitution

- 7.1 Amendments to the Constitution of the Association may be proposed by any member of the Executive or by any two (2) Delegates in good standing of the Association. Written notice of the terms of the proposed amendment(s) must be provided to the Secretary at least sixty (60) days in advance of the meeting at which the amendment(s) is (are) to be considered.
- 7.2 In order to be passed, a constitutional amendment must receive a 75% majority of the votes cast.

8.0 Indemnification

- 8.1 All Members/Delegates of the Association and their heirs, executors, and trustees, and their estates and effects respectively, shall at times be indemnified and saved harmless out of funds of the Association from and against:
- i. all costs, charges, and expenses whatsoever which members of the Executive sustain or incur in or about any actions, suit, or proceedings which are brought, commenced, or prosecuted against them, for or in respect of any act, deed, matter, or thing howsoever made, done, or permitted by them in or about the execution of the duties of their offices on behalf of the Association or a corporation controlled by the Association; and
 - ii. all other approved costs, charges, changes and expenses that they may sustain or incur in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by their own willful neglect or default.

9.0 General

- 9.1 The Association shall be carried on or without the purpose of personal gain for its Members. Any profits or other accretions to the Association shall be used in promoting the collective objects of the Association as stated above.
- 9.2 The Association shall not affiliate itself with any political party, group or organization or with any religious order, group or organization. At all times the Association must act in a non-partisan manner and to the benefit of all of its Members. On occasion, however, the Association may choose to support any particular stand taken on any issue at any time by any organization or association, provided that at all times the Association is acting to promote its own stated goals and objectives.