**Carlsbad Springs Community Association’s Constitution**

**1. NAME**

The organization described in this Constitution is to be known as the Carlsbad Springs Community Association, Carlsbad Springs CA, or the CSCA.

For the purpose of this document it is referred to as the Association.

**2. TERRITORY**

The Association is defined as those people who participate in the Association and who reside within the defined boundaries of Carlsbad Springs and surrounding area, generally determined by the boundaries of the Carlsbad Springs postal routes as they exist at any given time, and the Ramsayville, Edwards, and Mer Bleue areas. The territory is described in detail at the end of this document.

For the purpose of this document the territory is referred to as Carlsbad Springs.

The head office of the Association is located in Carlsbad Springs, in the City of Ottawa, Province of Ontario.

**3. PURPOSE**

This Association is non-profit, non-sectarian, and non-political. It operates recognizing, respecting, and promoting the two official languages of the community.

The Association’s objectives are to

* develop and foster community spirit
* develop, operate, and maintain a website to promote communication to and between residents of Carlsbad Springs
* highlight the history of the community
* hold public meetings to consider and discuss all questions affecting the interests of the community
* promote cultural life in the community
* promote new services represented by needs and interests of the community
* promote the development and implementation of a specific plan for Carlsbad Springs
* promote the development of recreational activities and facilities
* promote, encourage, and assist the educational, charitable, and recreational endeavours of the community

The Association

* achieves its objectives by applying for grants, soliciting contributions, representing the community’s interests to the appropriate levels of government on a neutral basis, and volunteering time and skills
* operates without gain of its members
* uses profits or accretions to promote its objectives
* is subject to the applicable governing legislation

For these objectives and as incidental and ancillary thereto, the Association may exercise any of the powers normally associated with a non-profit, charitable corporation, except where such power is limited by the letters patent or the statute or common law relating to charities.

**4. MEMBERSHIP**

A person 18 years of age or older

1. who resides in Carlsbad Springs is entitled to be a member, and becomes a member simply by choosing to participate in the Association’s activities;
2. who resides outside Carlsbad Springs who supports the purpose of the Association can apply to the Executive Committee to be recognized as an Associate Member

* having the right to speak at the Association’s AGA
* not having the right to vote

There are no membership dues.

A member may withdraw from the Association by ceasing to participate or by delivering a written resignation to the Executive Committee.

**5. VOTING**

**At the Annual General Assembly (AGA)**

1. A member is entitled to one (1) vote in person.

* Proxy votes are not allowed.
* If duly challenged, members must be able to provide proof of their membership status.

1. A motion is decided by a simple majority, fifty (50) per cent plus one (1) of the votes cast, unless these by-laws or the applicable governing legislation provides otherwise.

* To be considered, a motion must be moved and seconded by a member.
* A tie vote will be recorded as a tie vote and the motion declared defeated.

1. A vote is held by a show of hands unless a secret ballot is requested by one-third

(⅓) of the members present. For the election of Executive Committee members, votes will be held by secret ballot. The Chief Election Officer for the election of the Executive

Committee is chosen by the members present at the Annual General Assembly (AGA).

**At an Executive Committee meeting**

1. Only members of the Executive Committee have the right to vote. Votes at Executive Committee meetings are taken by assent or dissent.

* In the case of a tie, the motion will be declared defeated.
* Votes will be held by secret ballot only if demanded by three present Executive Committee members.
* The vote will be decided by majority vote unless by-laws or the applicable governing legislation provide otherwise.
* Members of the Executive Committee who cannot attend an Executive Committee meeting in person are permitted to attend by
* telephone to express their vote
* another method as is agreed to by the majority of the Directors

**6. EXECUTIVE COMMITTEE**

1. The business of the Association is administered by the Executive Committee, which consists of a minimum of five (5) and a maximum of eight (8) members.

* The Committee positions are:
* President
* Vice-President
* Secretary
* Treasurer
* up to three (3) Directors
* Past President
* A member can be nominated and elected even if they are not personally present at the vote as long as they have consented to the nomination in advance of the election.
* A position on the Executive Committee can be filled by an Association member who is at least eighteen (18) years of age and has the legal power to contract.
* The members of the Executive Committee are elected at the AGA.
* Members of the Executive Committee serve without remuneration and may not directly or indirectly receive any profit from his or her position.
* This does not preclude the member or a member’s family from selling services or goods to the Association, in accordance with the terms of this Constitution, so long as the member does not participate in the decision of the Association to purchase services or goods from that member or a family member.
* A member of the Executive Committee
* may administer the affairs of the Association, in its name, as well as any kind of contract which the corporation may lawfully enter into and do all such other acts and things as the Association is authorized by this Constitution and the applicable governing legislation to do.
* has the power to authorize expenditures on behalf of the Association from time to time as provided for by this Constitution.
* may take such steps as they consider necessary to enable the Association to acquire, accept, solicit or receive legacies, gifts, grants, settlements, bequests, endowments and donations of any kind for the purpose of furthering the objectives of the Association.

**Term of office**

1. The term of office for a member is two (2) years.

The following members of the Executive Committee vacate their office in an

* even-numbered year but may present themselves for another term in the same or another office, if eligible:
* President
* Secretary
* one (1) Director
* odd-numbered year but may present themselves for another term in the same or another office, if eligible:
* Vice-President
* Treasurer
* two (2) Directors
* The Past President is not elected but determined when the President has completed a two-year term and remains on the Executive Committee without having been elected to another committee position.

No person may hold more than one office.

**Sub-committee**

1. The Executive Committee may appoint one or more sub-committees of the

Association and delegate to any such sub-committee any of the powers of the Executive Committee, subject to rules and regulations imposed by the Executive Committee.

The powers of a sub-committee of the Association may be exercised at a meeting of the sub-committee, provided a majority of the sub-committee is present, or by resolution in writing signed by all members of such a sub-committee who would have been entitled to vote on that resolution at a meeting of the sub-committee.

A sub-committee of the Association shall have the power to elect its chairperson and to regulate its procedure, unless otherwise determined by the Executive Committee.

Sub-committees shall be chaired by a member of the Association.

**Vacancy on the Executive Committee**

1. The Executive Committee may appoint a member of the Association to fill the position.
   * The replacement has all privileges and rights of the elected Executive Committee member until the next AGA.
2. A vacancy occurs when a member of the Executive Committee fails to attend

* two (2) consecutive Executive Committee meetings and/or AGA
* five (5) meetings in a 12-month period without reasonable and proper notification to the President or the Vice-President

1. A vote to remove one or more Executive Committee members is initiated upon written request supported by a minimum of 20 members addressed to at least two (2) Executive Committee members.

* An AGA must be held within 30 days of the request being received to vote on the removal of the Executive Committee member(s).
* Notice is given to the Carlsbad Springs community that there will be an AGA to vote on whether or not to remove the named Executive Committee member(s)
* This must be provided at least 10 calendar days before the AGA is held.
* If three-quarters of the members present vote to remove the Executive Committee member(s), this (these) person will stop holding the Executive Committee position.
* A replacement must be chosen at the same AGA.

**Responsibilities of Executive Committee members**

1. President

* chairs all the meetings of the Executive Committee
* calls special meetings as required
* provides leadership to the Executive Committee and the Association
* represents the Executive Committee and speaks on behalf of the Association at public functions and activities
* ensures that the members of the Association and appropriate staff of the City of Ottawa are kept informed of the Association’s activities, and ensures that working relations with the City remain amicable and productive
* makes presentations to the appropriate committees of the City of Ottawa or City Council
* signs documents on behalf of the Association
* A document must be co-signed by at least one Executive Committee member.
* A cheque must be signed by the Treasurer and either one (1) of the President or Vice-President.
* ensures that the following are posted in timely fashion on the Association’s website:
* the Constitution
* last year’s financial statement
* this year’s proposed budget
* dates and agendas for upcoming meetings
* decisions made at each Executive Committee, General, and AGA Meeting

1. Vice-President

* fulfills the duties of the President in his or her absence
* prepares a yearly action plan for the Association
* ensures proper information and publicity are provided for the Association and its activities
* completes duties assigned by the President

1. Secretary

* keeps records of attendance and the deliberations (minutes) of each AGA and Executive Committee Meeting
* provides access to the minutes to members no later than at the next AGA or upon request
* ensures that minutes of the meetings are approved by the Executive Committee
* prepares the agenda for each upcoming meeting in consultation with the President
* maintains copies of Letters Patent, Supplementary Letters Patent, By-Laws, Special Resolutions, and the Corporate Seal
* maintains a register of members of the Association who have attended meetings
* prepares correspondence as instructed by the President or his or her substitute

1. Treasurer

* deposits and maintains all monies received on behalf of the Association in a double-signature account in the name of the Association at a chartered bank or credit union
* records all financial transactions in the account books of the Association
* maintains financial records and receipts
* prepares the annual financial statements
* provides access to previous financial statements to members, upon their request with reasonable notice
* makes all financial transactions such as deposits, payments, and other transactions in accordance with approved financial procedures
* signs any cheque issued by the Association
* A cheque must be signed by the Treasurer and either one (1) of the President or Vice-President.

1. A person who has undertaken or is about to undertake any liability on behalf of the Association, shall be indemnified and saved harmless out of the funds of the Association, from and against:

* all costs, charges and expenses which the person sustains or incurs in or about any action, suit or proceedings which is brought, commenced or prosecuted against him, or in respect of any act, deed, matter or thing whatsoever, made, done or permitted by him, in or about the execution of the duties of this Committee or in respect of any such liability
* all other costs, charges and expenses which he sustains or incurs in or about or in relation to the affairs thereof, except such costs, charges or expenses as are occasioned by his own willful neglect or default.

**7. MEETINGS**

1. The Association will hold ten (10) Executive Committee meetings and one (1) AGA.

* The AGA and Executive Committee meetings are open to all members.
* At least one (1) AGA is held each year.
* All meetings are to be held in Carlsbad Springs, City of Ottawa, Ontario.

1. Written notice must be displayed in prominent places in the Community to all residents of Carlsbad Springs at least 14 days in advance of each AGA or Executive Committee meetings.

* The place, time, and main agenda item(s) for the meeting must be included.
* Notice should be on the Carlsbad Springs website, via the Carlsbad Springs email network, on the bulletin boards at the convenience stores, post office and other communication vehicles, such as the parish bulletin, likely to be viewed by residents of Carlsbad Springs.
* The notice requirement will be posted on the community website 14 days prior to the meeting, as well as at the Community Centre and Post Office.
* For an Executive Committee Meeting, the President must provide direct notice to each Committee member at least seven (7) calendar days in advance.
* At an Executive Committee Meeting, a member may speak but cannot vote.

1. The President or in his or her absence, the Vice-President, presides over all meetings.
2. The attendance of ten (10) Association members at an AGA constitutes a quorum.

A quorum for Executive Committee meetings exists with the presence of three (3) Committee members, one of whom must be either the President or Vice-President.

When two (2) consecutive Executive meetings fail to produce a quorum, the President or the Vice-President may call an AGA to evaluate or rectify the situation.

1. An AGA must be held during the month of June each year.

* If this cannot occur, the AGA must be held no later than 15 months after the last AGA.
* The current year’s Executive Committee is responsible to organize the AGA.
* At that meeting, the Executive Committee must present
* a calendar of the planned AGA
* the planned Executive Committee meetings for the upcoming year
* its objectives and proposed budget for the upcoming year
* As much as possible, the AGA will be held at regular intervals year after year.

1. The written advance notice for the AGA of the Association must:

* contain the date, time and place of the meeting
* report of the Nominating Committee (if there is one)
* include the meeting objective and/or agenda

1. The agenda of the AGA must contain the following:

* confirm quorum
* adopt the agenda
* approval of the minutes of the last AGA (the minutes of the most recent Executive Committee and AGA are to be available for consultation at the AGA and to any member upon their request with reasonable notice, in advance of the AGA
* summary of the past year’s Association’s and Executive Committee’s operations
* the previous fiscal year financial statement of the Association
* consideration of proposed amendments to the Constitution
* election of Executive Committee members
* inauguration of the new Executive Committee
* other business

1. The annual financial statement and minutes of the last AGA will be available from the Executive Committee in advance of the meeting upon request.
2. If any of the notice requirements are not fulfilled, the members attending an Association meeting can vote to dispense with the requirement for notice on condition that

* reasonable attempts were made to notify the community of the meeting in the circumstances;
* decisions made at the meeting will be explained and reviewed at the following meeting; and
* the failure to comply with the notice requirements was not the result of bad faith to prevent some people from attending.

**8. FINANCIAL ELEMENTS**

1. The Association’s fiscal year is from 1 January to 31 December.
2. The financial responsibilities of the Executive Committee are to:

* keep records of the Association’s revenues and disbursements in accordance with accepted business accounting practices and to prepare an annual report and financial statement for the membership;
* preserve for seven (7) years all the Association’s paper-format accounts and records;
* maintain insurance for the activities and liabilities considered essential for the financial security of the Association; and

1. An expenditure exceeding $1500 must be proposed and approved in advance at the AGA. A quorum vote of the Executive Committee is required on all disbursements of $1500 or less. Notwithstanding the foregoing, an expense related to a grant or donation received by the Association specifically for that purpose will not require approval at the AGA as long as the total related disbursements do not exceed the amount of the grant or donation. In this case, a quorum vote of the Executive Committee is required.
2. Payment of any expenditure is made by cheque. A cheque must be signed by the Treasurer and either one (1) of the President or Vice-President.
3. The Association is not permitted to accumulate debt.
4. In the event of dissolution of the Association, the remaining funds will be donated to one (1) or more qualified organization as defined under the provisions of the Income Tax Act (registered charitable organizations in Canada), preferably with similar purposes, as chosen by the Executive Committee. The Association’s assets and property held or acquired from the proceeds of licensed lottery events (i.e., lottery trust accounts or property purchased with lottery proceeds) will be distributed to charitable organization(s) that are eligible to receive lottery proceeds in Ontario.

**9. AMENDMENTS TO THE CONSTITUTION**

1. Notice of all proposed amendments to the Constitution of the Association must be given in writing to the Executive Committee.
2. The Executive Committee must notify all members of the Association in writing of amendments proposed by members at least one (1) week prior to the next AGA.
3. Additional amendments will not be accepted at any meeting. However, revisions to published amendments will be allowed at any meeting.
4. Amendments to the Constitution will be passed by a majority of members present at the AGA for which prior notice of the proposed amendments had been published, unless these by-laws or the applicable governing legislation provides otherwise. A two- thirds majority is required to change the clause concerning the number of Executive Committee members or to relocate the head office from Carlsbad Springs.
5. The Executive Committee has the discretion to hold a proposed Constitutional amendment until the next AGA.
6. An amendment to the Constitution takes effect immediately upon adoption, unless there is a requirement in law for the amendment to be approved by the government agency responsible for corporations or registered charities, in which case the amendment takes effect after the required approval has been obtained.

**10. OFFICIAL LANGUAGES, NON-DISCRIMINATION, POLITICAL ENDORSEMENT**

1. This is a volunteer-run Association which serves the Carlsbad Springs community in both official languages. The Constitution must be available in both official languages.
2. The Association will refrain from discrimination based on race, ancestry, place of origin, colour, ethnic origin, citizenship, creed, sex, sexual orientation, age, marital status, same-sex partnership status, family status or disability when dealing with the public and conducting internal business.
3. The Association, as a body, will not endorse a candidate for an elected office or any political party or association.

**BOUNDARIES OF THE CARLSBAD SPRINGS COMMUNITY ASSOCIATION (CSCA)**

The village of Carlsbad Springs and surrounding areas defined by:

* north boundary: Mer Bleue section (Ridge Road)
* south boundary: Edwards sector (north and south sides of Mitch Owens Road)
* east boundary: Russell Road (up to Milton Road)
* west boundary: Ramsayville sector (both sides of Ramsayville Road)

Roads include:

* Piperville Road
* Thunder Road
* Anderson Road from Ridge Road to Mitch Owens Road
* Boundary Road from Devine Road to its northern-most location
* Carlsbad Lane
* Sabourin Road
* Spring Road
* Way Street
* Foubert Ct
* Russell Road from Ramsayville Road to Milton Road
* Farmer’s Way from Mitch Owens to its northern-most location
* Halls Road from Mitch Owens its northern-most location
* Leitrim Road from Ramsayville Road its eastern-most location
* Ramsayville Road from Mitch Owens to Russell Road
* Mitch Owens Road from Boundary Road to Ramsayville Road
* Ridge Road east of Anderson Road to its eastern-most location
* Amazon Way
* Entrepreneur Crescent
* Indcum Road
* Devine Road (up to Frontier)
* Frontier Road (between 417 / Devine Road)