

ANNEX A – PROPOSED BYLAW CHANGES FOR THE 2013 CCCA ANNUAL GENERAL MEETING		
PART I – MAJOR CHANGES		
Previous Version of By-Law, 2009	Wording Proposed to 2013 AGM	Explanation and Rationale
<p><b>OBJECTIVES:</b> as stated in the Letters Patent, incorporating the Association, dated September 8, 1976:</p> <p>a) To maintain and improve the residential and community character of Centretown, in the City of Ottawa;</p> <p>b) To provide support for Centretown citizens in striving towards the attainment of objectives which are compatible with the aims of the Association;</p> <p>c) To improve interaction between the various groups and individuals in Centretown and to coordinate various citizens' activities;</p>	<p><b>OBJECTIVES:</b></p> <p>a) To maintain and improve the residential and community character of Centretown in the City of Ottawa and to support those who share this objective;</p> <p>b) To continuously monitor, promote where appropriate, and assist in the implementation of the elements of the Centretown Community Design Plan which the CCCA supports and to work to achieve changes and improvements in the elements which the CCCA does not support.</p> <p>c) To promote and facilitate interaction among the various groups and individuals in Centretown; and</p>	<p>The proposed changes involve:</p> <ol style="list-style-type: none"> <li>1. the deletion of the preface “as stated .... September 8, 1976”;</li> <li>2. consolidation, rewording and updating objectives a), b), c) and &amp; e).</li> <li>3. deleting objective d) and providing a new updated version in new objective b). The Centretown Plan, approved by City Council in 1976, was developed as part of a genuine consultative process spearheaded by the community. The CCCA was founded as a result of that process. The process of developing the Community Design Plan for Centretown and amendments to the Official Plan which were approved by City Council in May 2013 was seriously flawed. There are elements of the approved Plans which the CCCA has opposed and continues to oppose. The proposed wording reflects this new reality.</li> <li>4. deleting objective f) as it is not required. CCCA can accept donations, gifts etc in accordance</li> </ol>

<p>d) To continuously monitor and assist in the implementation of the proposals of the Centretown Development Plan;</p> <p>e) To interact with other community and citizens' groups and government bodies on issues of a City-wide or Regional nature and,</p> <p>f) Subject to the Charities Accounting Act and the Charitable Gifts Act aforesaid, to accept donations, gifts, grants, legacies and bequests.</p>	<p>d) To cooperate in achieving mutual goals with the Federation of Citizens' Associations and other community organizations and groups and government bodies on issues of a city-wide or regional nature.</p>	<p>with its own policies. Like all Associations is required to obey the law.</p>
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<b>Previous Version of By-Law, 2009</b>	<b>Wording Proposed 2013 to AGM</b>	<b>Explanation and Rationale</b>
<p><b>ARTICLE 5: ELECTIONS</b></p> <p>5.2 Not less than one (1) month before the Annual General Meeting the Board shall establish a Nominating Committee to solicit nominations for positions on the Board. The Nominating Committee shall ensure, to the fullest extent possible, that candidates from each of the following areas of Centretown stand for election:</p> <p style="padding-left: 40px;">5.2.1 East of Elgin Street</p> <p style="padding-left: 40px;">5.2.2 Elgin Street to Kent Street, South of Somerset Street</p> <p style="padding-left: 40px;">5.2.3 Kent Street to Bronson Avenue, South of Somerset Street</p> <p style="padding-left: 40px;">5.2.4 Elgin Street to Bronson Avenue, North of Somerset Street</p>	<p><b>ARTICLE 5: ELECTIONS</b></p> <p>5.2 Not less than one (1) month before the Annual General Meeting, the Board shall establish a Nominating Committee to solicit nominations for positions on the Board. The Nominating Committee shall ensure, to the fullest extent possible, that candidates from each of the following areas of Centretown stand for election:</p> <p style="padding-left: 40px;">5.2.1 East of Elgin Street</p> <p style="padding-left: 40px;">5.2.2 Elgin Street to Kent Street, south of Gloucester Street</p> <p style="padding-left: 40px;">5.2.3 West of Kent Street, south of Gloucester Street</p> <p style="padding-left: 40px;">5.2.4 West of Elgin Street, north of Gloucester Street</p>	<p>There is no change to the 5.2 preamble. The wording of 5.2.1 to 5.2.4 is simplified. The only substantive change makes Gloucester rather than Somerset the northern boundary of the three areas west of Elgin Street. This makes the areas more equal in population and recognizes their neighbourhood character and predominant built forms in each: the two low-rise residential areas east of Elgin and West of Kent; the low to medium rise areas in mid-Centretown; and the area north of Gloucester, largely medium to high rise government, business and residential.</p>

<b>Previous Version of By-Law, 2009</b>	<b>Wording Proposed to 2013 AGM</b>	<b>Explanation and Rationale</b>
<p><b>ARTICLE 9 MEETINGS</b></p> <p>9.2.5 regarding e-mail votes.</p> <p>Not in 2009 version.</p>	<p><b>Article 9.2.5 (regarding E-mail votes)</b></p> <p>Wherever possible, the Board has discussions and makes decisions at Board meetings. In exceptional circumstances, however, decisions may be taken by e-mail or postal mail. The Board shall, at all times, have in place a policy setting forth both the conditions under which such decisions may be undertaken and the rules governing the taking and recording of these decisions.</p>	<p>A policy on e-mail and postal mail votes has been drafted by the By-Law Review Committee and will be considered at the first meeting of the new Board.</p>

<b>Previous Version of By-Law, 2009</b>	<b>Wording Proposed to 2013 AGM</b>	<b>Explanation and Rationale</b>
<p><b>ARTICLE 12: FINANCES AND PROPERTY</b></p> <p>12.6 regarding signing authorities. Not in 2009 version.</p>	<p><b>New 12.6</b></p> <p>When a new President is elected or a Treasurer is no longer a member of the Board, the outgoing President or outgoing Treasurer retains his or her signing authority until new signing authorities are established at the Association's financial institutions.</p>	<p>In accordance with By-law Article 12.5, the President and Treasurer are signing officers <i>ex officio</i>. The Board appoints a third signing Officer usually at the first Board meeting after the AGM. Then the signing authorities are established at the Bank. Because of time required to complete these requirements, the Association may not be able to pay outstanding invoices for several weeks after the AGM. This provision would facilitate these payments and would be used only for expenditures already authorized by the previous Board for which services or goods have been received and invoices submitted.</p>

**PART II**

2009 Version of By-Law	Proposed Changes for 2013 AGM
<p><b>BYLAW #1 (Approved at AGM Oct 21, 2008; amended at AGM, Oct 21, 2009)</b>                      A By-Law relating generally to the transaction of the affairs of the Centretown Citizens Community Association of Ottawa.</p>	<p><b>Bylaw #1 Changes Recommended to the October 22, 2013 AGM.</b></p> <p><i>No changes proposed.</i></p>
<p><b>OBJECTIVES OF THE ASSOCIATION:</b>                      as stated in the Letters Patent, incorporating the Association, dated September 8, 1976:</p> <ul style="list-style-type: none"> <li>a) To maintain and improve the residential and community character of Centretown, in the City of Ottawa;</li> <li>b) To provide support for Centretown citizens in striving towards the attainment of objectives which are compatible with the aims of the Association;</li> <li>c) To improve interaction between the various groups and individuals in Centretown and to coordinate various citizens' activities;</li> <li>d) To continuously monitor and assist in the implementation of the proposals of the Centretown Development Plan;</li> <li>e) To interact with other community and citizens' groups and government bodies on issues of a City-wide or Regional nature and,</li> <li>f) Subject to the Charities Accounting Act and the Charitable Gifts Act aforesaid, to accept donations, gifts, grants, legacies and bequests.</li> </ul>	<p><b>OBJECTIVES OF THE ASSOCIATION:</b></p> <p><i>See annex A Part 1 for rationale/explanation of these proposed changes.</i></p> <ul style="list-style-type: none"> <li>a) To maintain and improve the residential and community character of Centretown in the City of Ottawa and to support those who share this objective;</li> <li>b) To continuously monitor, promote where appropriate, and assist in the implementation of the elements of the Centretown Community Design Plan which the CCCA supports and to work to achieve changes and improvements in the elements which the CCA does not support</li> <li>c) To promote and facilitate interaction among the various groups and individuals in Centretown; and</li> <li>d) To cooperate in achieving mutual goals with the Federation of Citizens' Associations and other community and citizens' groups and government bodies on issues of a city-wide or regional nature.</li> </ul>

<p><b>ARTICLE 1: DEFINITIONS</b></p> <p>1.1 <b>Association:</b> The Centretown Citizens Community Association of Ottawa ("The Association").</p> <p>1.2 <b>Centretown:</b> For the purpose of this By-Law, Centretown shall be considered to be that area of the City of Ottawa bounded by the Ottawa River on the north, the Rideau Canal on the east, Highway 417 (the Queensway) on the south and Bronson Avenue on the west.</p> <p>1.3 <b>Centretown Plan:</b> The Secondary Policy Plan for the City of Ottawa, including Schedule H (a map showing land use designations) and Appendix 6 to the 1991 Official Plan of the City of Ottawa.</p> <p>1.4 <b>Groups and Organizations:</b> The latter are incorporated bodies, the former are unincorporated.</p> <p>1.5 <b>Member:</b> Without other qualification, shall be taken to refer to Regular, Affiliate, and Honorary Members as detailed in section 3.</p> <p>1.6 <b>Board of Directors ("the Board"):</b> The Board shall consist of the President, Directors, and the Past-President if there is one.</p> <p>1.7 <b>Officers:</b> Any of the President, Vice-President, Corporate Secretary, Membership Secretary, Treasurer or Past-President.</p>	<p><b>ARTICLE 1: DEFINITIONS</b></p> <p>1.1 <i>no change proposed</i></p> <p>1.2 <b>Centretown:</b> For the purpose of this By-Law, Centretown shall be considered to be that area of the City of Ottawa, <b>Ontario, Canada</b> bounded by the Ottawa River on the north, the Rideau Canal on the east, Highway 417 (the Queensway) on the south and Bronson Avenue on the west.</p> <p><i>(old 1.3 is deleted as obsolete)</i></p> <p>1.3 <b>Groups and Organizations:</b> <b>Includes both incorporated and unincorporated bodies.</b></p> <p>1.4 <b>Member:</b> <i>no change proposed</i></p> <p>1.5 <b>Board of Directors ("the Board"):</b> The Board shall consist of the President, <b>twelve (12) Directors, and, if there is one, the Past-President.</b></p> <p>1.6 <b>Officer:</b> <i>no change proposed</i></p> <p><i>NEW ARTICLE 1.7</i></p> <p><b>1.7 General Meeting:</b> <b>A Special General Meeting or Annual General Meeting, which are meetings of the general membership of the Association.</b></p>
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<p><b>ARTICLE 2: HEAD OFFICE</b>  The Head Office of the Association shall be in the Centretown area of the City of Ottawa, in the Province of Ontario, and at such place therein as the Board shall from time to time determine.</p>	<p><b>ARTICLE 2: HEAD OFFICE</b>  2.1 The head office of the Association shall be <b>in Centretown at a location</b> that the Board shall from time to time determine.</p>
<p><b>ARTICLE 3: CONDITIONS OF MEMBERSHIP</b></p> <p>3.1 Membership in the Association is open to:</p> <p>3.1.1 individuals who support the objectives of the Association and also either reside or work in Centretown or own businesses or property located in Centretown; and</p> <p>3.1.2 organizations or other groups who support the objectives of the Association.</p> <p>3.2 Membership in the Association shall be contingent on the payment of an annual membership fee, and shall last until the start of the following Annual General Meeting, except in the case of Honorary memberships, which do not expire.</p> <p>3.3 There shall be three classes of membership, as follows:</p> <p>3.3.1 <b>Regular Members:</b>  Individuals who have attained the age of 18 and who reside or work in Centretown or who are owners of businesses or properties located in Centretown;</p> <p>3.3.2 <b>Affiliate Members:</b>  Organisations and Groups that have</p>	<p><b>ARTICLE 3: CONDITIONS OF MEMBERSHIP</b>  <i>The changes proposed in this section are the result of incorporating the substance of Articles 3.4 to 3.7 into Articles 3.1 to 3.3 or simplifying the wording.</i></p> <p>3.1 Membership in the Association is open to:</p> <p>3.1.1 Individuals who support the objectives of the Association and <b>either reside, work, or own at least one business or property</b> in Centretown; and</p> <p>3.1.2 <b>Groups and organizations</b> who support the objectives of the Association.</p> <p>3.2 Membership in the Association shall be contingent on the payment of an annual membership fee, the amount of which shall be determined, from time to time, by the Board, and shall last until the start of the following Annual General Meeting, except in the case of Honorary memberships, which do not expire.</p> <p>3.3 There shall be three classes of membership:</p> <p>3.3.1 <b>Regular Members:</b> Individuals who have attained the age of eighteen (18) and who reside, work, or own at least one business or property in Centretown. Regular Members are entitled to speak at all meetings of the Association, to run for the Board and to exercise one (1) vote at all General Meetings;</p> <p>3.3.2 <b>Affiliate Members:</b> Groups and organizations that <b>operate in</b> Centretown.</p>

<p>a physical presence in Centretown.</p> <p><b>3.3.3 Honorary Members:</b> Individuals recognized by the Board in recognition of their work promoting the objectives of the Association</p> <p>3.4 Regular Members are entitled to speak at all meetings of the Association, to run for the Board and to exercise one (1) vote at all meetings of the general membership of the Association.</p> <p>3.5 Affiliate Members shall be approved by the Board, are entitled to speak at all meetings of the Association, and to exercise one (1) vote through their authorised delegate at all meetings of the general membership of the Association.</p> <p>3.6 The Board of Directors may, at its discretion, grant Honorary Membership to any person who supports the objectives of the Association. Honorary Members are entitled to speak at all meetings of the Association, but may not vote at meetings of the general membership of the Association.</p> <p>3.7 The Board may, from time to time, by resolution, determine the amount of the membership fee.</p> <p>3.8 A Member shall cease to be a Member: 3.8.1 if the Member resigns from the Association by delivering a</p>	<p>Affiliate Members shall be approved by the Board and are entitled to speak at all meetings of the Association and to exercise one (1) vote through their authorized delegate at all General Meetings of the Association; and</p> <p><b>3.3.3 Honorary Members: Individuals recognized by the Board for their work promoting the objectives of the Association. Unlike the other membership classes, Honorary memberships do not expire.</b> Honorary Members are entitled to speak at all meetings of the Association but may not vote at General Meetings of the Association.</p> <p>3.4. <i>the only changes proposed make the clauses consistent (adding “if” where it was omitted) and adding “General” where it was omitted.</i></p> <p>A Member shall cease to be a Member: 3.4.1 <b>if</b> the Member resigns from the Association by delivering a written</p>
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<p>written resignation to the President or Membership Secretary;</p> <p>3.8.2 <b>if</b> the Member ceases to meet the qualifications of Articles 3.1 and 3.3;</p> <p>3.8.3 <b>if</b> the Member has failed to renew their membership and pay the annual membership fee by the start of the following Annual <b>General</b> Meeting of the Association;</p> <p>3.8.4 <b>if</b>, at a Special General Meeting of Members duly called for such purpose upon not less than fourteen (14) days nor more than thirty (30) days notice setting out the reasons for such termination, a resolution is passed by two-thirds (2/3) of the Members voting at the meeting that the Member's membership is terminated; or,</p> <p>3.8.5 on death.</p>	<p>resignation to the President or Membership Secretary;</p> <p>3.4.2 <b>if</b> the Member ceases to meet the qualifications of Articles 3.1 and 3.3;</p> <p>3.4.3 <b>if</b> the Member has failed to renew their membership and pay the annual membership fee by the start of the following Annual <b>General</b> Meeting of the Association;</p> <p>3.4.4 <b>if</b>, at a Special General Meeting of Members duly called for such purpose upon not less than fourteen (14) days nor more than thirty (30) days notice setting out the reasons for such termination, a resolution is passed by two-thirds (2/3) of the Members voting at the meeting that the Member's membership is terminated; or,</p> <p>3.4.5 on death.</p>
<p><b>ARTICLE 4: BOARD OF DIRECTORS</b></p> <p>4.1 The property and affairs of the Association shall be managed by a Board of Directors ("the Board") consisting of twelve (12) Directors, a President, and a Past-President. The Past-President, if present, is a non-voting ex-officio member of the Board.</p> <p>4.2 A majority of Board members holding office, at least one of whom is an Officer, shall constitute quorum for Board meetings. The Past-President shall not be counted when calculating quorum.</p> <p>4.3 Board members shall not receive any remuneration for their services.</p>	<p><b>ARTICLE 4: BOARD OF DIRECTORS</b></p> <p>4.1 The property and affairs of the Association shall be managed by the Board. The Past-President, <b>if there is one</b>, is a non-voting, ex-officio member of the Board.</p> <p>4.2 <i>no change proposed</i></p> <p>4.3 <i>no change proposed</i></p>

<p>4.4 Board members are to be eligible for re-election.</p> <p>4.5 The office of a Board member shall automatically be vacated:</p> <p>4.5.1 if the Board member resigns from office by delivering a written resignation to the President or to the Corporate Secretary</p> <p>4.5.2 if he or she is found to be of unsound mind;</p> <p>4.5.3 if, at a Special General Meeting of the Members duly called for such purpose upon not less than fourteen (14) days nor more than thirty (30) days notice setting out the reasons for such removal, a resolution is passed by a two-thirds of the Members present at the meeting that the Board member be removed from office;</p> <p>4.5.4 on death;</p> <p>4.5.5 if the Board member ceases to be a member of the Association;</p> <p>4.5.6 if the Board member is absent from three (3) consecutive board meetings, unless otherwise authorized by the Board.</p> <p>4.6 If a vacancy occurs in a Director position for any reason, the Board may appoint a regular Member to fill the vacant position until the next Annual General Meeting of the Association.</p> <p>4.7 Every Director and Officer of the Association and his or her heirs, executors and administrators and estate and effects,</p>	<p>4.4 Board members <b>shall</b> be eligible for re-election.</p> <p>4.5 The office of a Board member <b>shall be vacated:</b></p> <p>4.5.1 <i>no change proposed</i></p> <p>4.5.2 <i>no change proposed</i></p> <p>4.5.3 <i>delete “at the meeting” in final sentence</i></p> <p>4.5.4 <i>no change proposed</i></p> <p>4.5.5 <i>no change proposed</i></p> <p>4.5.6 <i>no change proposed</i></p> <p>4.6 <i>no change proposed</i></p> <p>4.7, 4.7.1 and 4.7.2 <i>no change proposed</i></p>
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<p>respectively, shall from time to time and at all times be indemnified and saved harmless out of the funds of the Association from and against;</p> <p>4.7.1 All costs, charges and expenses whatsoever that such Director or Officer sustains or incurs in or about any action, suit or proceeding that is brought, commenced or prosecuted against the Director in respect of any act, deed, matter or thing whatsoever made, done or permitted by the Director in or about the execution of the duties of the Director's office; and,</p> <p>4.7.2 All costs, charges and expenses that he or she sustains or incurs in or about or in relation to the affairs of the Association except such charges or expenses as are occasioned by the Director's own willful neglect or default or failure to act honestly an in good faith with a view to the best interest of the Association.</p>	
<p><b>ARTICLE 5: ELECTIONS</b></p> <p>5.1 All Candidates for the Board shall be Regular Members of the Association.</p> <p>5.2 Not less than one (1) month before the Annual General Meeting the Board shall establish a Nominating Committee to solicit nominations for positions on the Board. The Nominating Committee shall ensure, to the fullest extent possible, that candidates from each of the following areas of Centretown stand for election:</p>	<p><b>ARTICLE 5: ELECTIONS</b></p> <p><i>The only substantive proposed change is to the definition of the areas of Centretown in 5.2. For a full explanation of this proposed change, see annex A attached. The former 5.3 and 5.5 have been combined into the new 5.3.</i></p> <p><i>5.1 no change except small case for “candidates”</i></p> <p><i>5.2 No change except adding a comma after Annual General Meeting.</i></p>

<p>5.2.1 East of Elgin Street</p> <p>5.2.2 Elgin Street to Kent Street, South of Somerset Street</p> <p>5.2.3 Kent Street to Bronson Avenue, South of Somerset Street</p> <p>5.2.4 Elgin Street to Bronson Avenue, North of Somerset Street</p> <p>5.3 The President is elected by the membership for a one-year term at each Annual General Meeting.</p> <p>5.4 At each Annual General Meeting, the sitting President shall assume the position of Past-President for a one-year term unless he or she has been re-elected to the position of President or Director, in which case the position of Past-President shall rest vacant.</p> <p>5.5 At each Annual General Meeting the Membership shall elect a President for a one-year term and Directors to fill all vacancies on the Board. Six of the Director vacancies shall be for two-year terms, and any additional vacancies shall be for one-year terms.</p>	<p>5.2.1 <i>no change</i></p> <p>5.2.2 Elgin Street to Kent Street, south of <b>Gloucester</b> Street</p> <p>5.2.3 West of Kent Street, south of <b>Gloucester</b> Street</p> <p>5.2.4 West of Elgin Street, north of <b>Gloucester</b> Street</p> <p>5.3 At each Annual General Meeting, the membership shall elect a President for a one-year term and Directors to fill all vacancies on the Board. Six (6) of the Director vacancies shall be for two-year terms, and any additional vacancies shall be for one-year terms.</p> <p>5.4 At each Annual General Meeting, the sitting President <b>may</b> assume the position of Past-President for a one-year term unless he or she has been re-elected to the position of President or Director, in which case the position of Past-President shall rest vacant.</p>
<p><b>ARTICLE 6: EXECUTIVE COMMITTEE</b></p> <p>6.1 The Executive Committee of the Association ("the Executive Committee") shall be the President, Vice-President, Corporate Secretary, Membership Secretary, Treasurer and Past-President, all of whom must be Board members. Quorum</p>	<p><b>ARTICLE 6: EXECUTIVE COMMITTEE</b>  <i>6.1 and 6.3 have been simplified by not repeating information already in previous Articles and by removing unnecessary words.</i></p> <p>6.1 The Executive Committee of the Association ("the Executive Committee") shall comprise the Officers of the Association, all of whom, excepting the President and Past-President, shall be selected from the Board. Quorum for the Executive Committee shall be a majority of these Officers,</p>

<p>for the Executive Committee shall be a majority of these Officers. The Past-President shall not count for quorum.</p> <p>6.2 Except for the President and the Past-President, Officers shall be selected by the Board for a one-year term ending at the first Board Meeting after the Annual General Meeting.</p> <p>6.3 The Board may, at its discretion, remove any Officer or appoint Directors to fill any vacancies on the Executive Committee, except for the President, who is elected by the membership, and the Past-President, who is ex-officio.</p> <p>6.4 The responsibilities of the Executive Committee shall include the following:</p> <p style="padding-left: 40px;">6.4.1 the formulation of policies for approval by the Board in matters not specifically delegated to a Committee;</p> <p style="padding-left: 40px;">6.4.2 day-to-day administration of the Association in matters not specifically reserved for the Board or a Committee;</p> <p style="padding-left: 40px;">6.4.3 other matters referred to it from time to time by the Board;</p> <p style="padding-left: 40px;">6.4.4 report its actions and decisions to the Board meeting following the Executive Committee meeting.</p>	<p>excepting the Past-President.</p> <p>6.2 <i>no change proposed</i></p> <p>6.3 The Board may, at its discretion, remove any Officer or appoint Directors to fill any vacancies on the Executive Committee, except for the President and Past-President.</p> <p>6.4 The responsibilities of the Executive Committee shall include:</p> <p style="padding-left: 40px;">6.4.1 the formulation of policies for approval by the Board in matters not specifically delegated to a Committee;</p> <p style="padding-left: 40px;">6.4.2 <b>the</b> day-to-day administration of the Association in matters not specifically reserved for the Board or a Committee;</p> <p style="padding-left: 40px;">6.4.3 other matters referred to it by the Board;</p> <p style="padding-left: 40px;">6.4.4 <b>reporting</b> its actions and decisions to the Board meeting <b>immediately</b> following <b>each</b> Executive Committee meeting.</p>
<p><b>ARTICLE 7: DUTIES OF OFFICERS</b></p> <p>7.1 PRESIDENT: The President shall preside over all meetings of the Association and of the Board. The President shall have the right of a vote and a tie vote shall defeat the motion. The</p>	<p>7.1 <i>No change proposed</i></p>

<p>President shall be the spokesperson of the Association in matters relating to the actions and positions of the Association unless he or she delegates such responsibility or is absent. The President shall be, together with the Treasurer and one other Officer selected by the Board, a signing officer for all financial transactions.</p> <p>7.2 VICE-PRESIDENT: In the absence of the President, the Vice-President shall have all powers and perform all duties of that office. The Vice-President shall assist the President in the general functioning of the Association. The Vice President is the chair of the Executive Committee meetings.</p> <p>7.3 CORPORATE SECRETARY: It shall be the responsibility of the Corporate Secretary to keep minutes of the Annual and Special General Meetings and of meetings of the Board. The Corporate Secretary shall keep records of and table all correspondence to and from the Association at meetings of the Board, and shall be responsible for delivering all records and other documents relating to the Association to his or her successor on ceasing to hold office. The Corporate Secretary shall give notice of meetings of the Board.</p> <p>7.4 MEMBERSHIP SECRETARY: The Membership Secretary shall be responsible for ensuring that a list of membership is maintained and up-to-date. The Membership Secretary shall give notice of meetings of the Association to the membership. The Membership Secretary shall be responsible for arranging public</p>	<p>7.2. VICE-PRESIDENT</p> <p><i>The first sentence is now last and second and third sentences have been combined.</i></p> <p>The Vice-President shall assist the President in the general functioning of the Association and shall chair the Executive Committee meetings. In the absence of the President, the Vice-President shall have all powers and perform all duties of that office.</p> <p><i>The articles related to the Corporate Secretary (7.3), the Treasurer (7.5) and the Past President (7.6) have been made consistent with those for the President (7.1), the Vice-President (7.2) and Membership Secretary (7.4) by changing “it shall be the responsibility of” to “shall etc”.</i></p> <p>7.3 CORPORATE SECRETARY: <i>Add “The Corporate Secretary shall submit required documentation pertaining to incorporation.” between the first and second sentences.</i></p> <p>7.4 MEMBERSHIP SECRETARY</p> <p><i>no change proposed</i></p>
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<p>notice of Association meetings as required and as determined by the Board.</p> <p>7.5 TREASURER: It shall be the responsibility of the Treasurer to maintain all finances and financial records of the Association. The Treasurer shall be, together with the President and one other Officer selected by the Board, a signing officer for all financial transactions. The Treasurer shall provide periodic statements of the financial situation of the Association for the information of the Board and shall provide financial statements, signed by the Treasurer and the President, to the Membership at the time of the Annual General Meeting. At an Annual General Meeting or a Special General Meeting the membership, by majority vote, may call for and initiate an audit of the Association’s finances and financial records.</p> <p>7.6 PAST-PRESIDENT: It shall be the responsibility of the Past-President to provide information and guidance to the incoming Board. Unless otherwise stated, the Past-President shall have the same duties, rights and privileges of any of the other Directors.</p>	<p>7.5 TREASURER: <i>no change proposed</i></p> <p>7.6 PAST-PRESIDENT: <i>Change “of any of the other Directors” to “any Director of the Board” at the end of this article.</i></p>
<p><b>ARTICLE 8: COMMITTEES</b></p> <p>8.1 The Board may create one or more standing and/or special Committees. All Committees created by the Board shall have written terms of reference approved by the Board. All Committees, except for the Executive Committee, shall be open to all Members of the Association. Standing committees are created to perform a continuing function and remain in existence until terminated by the Board. Special committees shall exist for the period of time specified in their terms of reference.</p>	<p><b>ARTICLE 8: COMMITTEES</b></p> <p>8.1 The Board may create <b>standing and special committees</b>. All committees created by the Board shall have written terms of reference approved by the Board and, except for the Executive Committee, be open to all Members of the Association. Standing committees are created to perform a continuing function and remain in existence until terminated by the Board. Special committees <b>exist only</b> for the period of time specified in their terms of reference.</p>

<p>8.2 No Committee shall have fewer than three (3) members, one of whom should preferably be a member of the Board. Unless the Board otherwise stipulates, the President shall be a member <i>ex officio</i> of all Committees.</p> <p>8.3 Board Members shall identify the Committee or Committees they wish to work with at the first meeting of the Board subsequent to the Annual General Meeting.</p> <p>8.4 Each Committee shall determine its own internal organization, subject to direction as from time to time may be given by the Board.</p> <p>8.5 Each Committee shall make regular reports of activities to the Board and as directed by the Board. Where a Committee produces revenue or incurs expenses, the Committee shall prepare a budget for approval by the Board. Such budgets shall be for a period not longer than twelve months.</p>	<p>8.2 <i>delete “preferably”.</i></p> <p>8.3 Each Board member <b>shall be a member of at least one committee of the Association and shall identify the committee(s) he or she wishes</b> to work with at the first meeting of the Board subsequent to an Annual General Meeting.</p> <p>8.4 <i>no change proposed</i></p> <p>8.5 Each committee shall regularly report on its activities to the Board. Where a committee <b>anticipates producing revenue or incurring expenses</b>, the committee shall prepare a budget for approval by the Board. Such budgets shall be for a period not longer than twelve (12) months.</p>
<p><b>ARTICLE 9: MEETINGS</b></p> <p>9.1.1 MEMBERSHIP: The Association shall hold an Annual General Meeting, open to the public and publicly advertised at intervals of no more than fourteen (14) calendar months. All Members shall be notified by mail at least fourteen (14) days in advance of the date of the Meeting.</p>	<p><b>ARTICLE 9: MEETINGS</b></p> <p><i>It is proposed that Article 9 be divided into 3 sections: General Meetings (of the entire CCCA membership), Board Meetings and Executive Meetings. A major substantive change in 9.2.5 providing for e-mail is addressed in the annex. Two other small substantive changes are highlighted in 9.1.1 and 9.2.1 Other changes are not material (e.g. including both numerical and verbal descriptors for numbers). They are not highlighted.</i></p> <p>9.1 GENERAL MEETINGS:</p> <p>9.1.1 The Association shall hold an Annual General Meeting, open to the public and publicly advertised, at intervals of no more than fourteen (14) calendar months. All Members shall be notified <b>in writing</b> at least fourteen (14) days in advance of the date of</p>

<p>9.1.2 Special General Meetings may be called by the Board and shall be called by the President within twenty (20) days of receipt of a written request for such Meeting by a minimum of 25% of the membership. All Members shall be notified by mail at least fourteen (14) days in advance of the date of the Meeting.</p> <p>9.1.3 At Association General Meetings, only Association members may put forward motions and vote. Quorum for Association General Meetings shall be 25% of the registered membership.</p>	<p>the meeting.</p> <p>9.1.2 Special General Meetings may be called by the Board <b>throughout the year</b>. A <b>Special General Meeting</b> shall be called by the President within twenty (20) days of receipt of a written request for such a meeting by a minimum of twenty-five percent (25%) of the Association’s membership. All Members shall be notified <b>in writing</b> at least fourteen (14) days in advance of the date of the meeting.</p> <p>9.1.3 <b>At any General Meeting, only voting members</b> may put forward motions and vote. Quorum <b>for General Meetings</b> shall be twenty-five percent (25%) of the <b>general</b> membership.</p>
<p>9.2.1 BOARD: The Association shall be regular Meetings of the Board, preferably on a monthly basis, but in no event shall Meetings be held less than once every two months.</p> <p>9.2.2 All Meetings of the Board shall be open to the public, unless matters relating to personnel, litigation or other sensitive issues are being discussed, in which case the Board may move <i>in camera</i> to deal with that issue.</p> <p>9.2.3 Oral or written notice of all Meetings of the Board shall be given to each Board member, preferably with an Agenda, by the Corporate Secretary or the President at least five (5) days in advance of the date of the Meeting.</p>	<p>9.2 BOARD MEETINGS:</p> <p>9.2.1 <i>Change is proposed to allow for summer vacations when Board meetings are usually called only as required.</i> <b>The Board shall meet regularly, preferably on a monthly basis, but in no event shall there be less than eight (8) Board meetings in a twelve (12) consecutive month period.</b></p> <p>9.2.2 All meetings of the Board shall be open to the public, unless matters relating to personnel, litigation or other sensitive issues are being discussed, in which case the Board may move <i>in camera</i> to deal with that issue.</p> <p>9.2.3 Oral or written notice of all meetings of the Board shall be given to each Board member, preferably with an agenda, by the Corporate Secretary or the President at least five (5) days in advance of the date of the meeting.</p>

<p>9.2.4 At the Meetings of the Board, only the President and Directors may put forward motions and vote.</p>	<p>9.2.4 <b>At Board meetings</b>, only the President and Directors may put forward motions and vote.</p> <p>9.2.5 Wherever possible, the Board has discussions and makes decisions at Board meetings. In exceptional circumstances, however, decisions may be taken by e-mail or postal mail. The Board shall, at all times, have in place a policy setting forth both the conditions under which such decisions may be undertaken and the rules governing the taking and recording of these decisions.</p>
<p>9.3.1 EXECUTIVE: There shall be regular Meetings of the Executive Committee, preferably on a monthly basis, but in no event shall meetings be held less than once every two months</p> <p>9.3.2 Oral or written notice of all Meetings of the Executive Committee shall be given to each Officer, preferably with an Agenda, by the Vice-President at least five (5) days in advance of the date of the Meeting.</p>	<p>9.3 EXECUTIVE MEETINGS: 9.3.1: <b>The Executive Committee shall meet regularly</b>, preferably on a monthly basis, but in no event shall <b>there be less than six (6) Executive Committee meetings in a twelve (12) consecutive month period.</b></p> <p>9.3.2 <i>no changes proposed</i></p>
<p><b>ARTICLE 10: AGENDA FOR THE ANNUAL GENERAL MEETING</b></p> <p>The Agenda for the Annual General Meeting shall include, but not be limited to the following items:</p> <p>10.1 Written reports giving an overview of the goals and accomplishments over the previous year and for the coming year from the following individuals:</p>	<p><b>ARTICLE 10: AGENDA FOR THE ANNUAL GENERAL MEETING</b></p> <p><i>The only changes proposed in this section are numbering, capitalization, punctuation and a small wording change in 10.1.1.5. These are obvious and not highlighted.</i></p> <p>10.1 The agenda for the Annual General Meeting shall include, but not be limited to:</p> <p>10.1.1 Written reports giving an overview of the goals and accomplishments over the previous year and for the coming year from the following individuals:</p> <p>10.1.1.1 The President;</p>

<p>10.1.1 The President,</p> <p>10.1.2 The Treasurer,</p> <p>10.1.3 The Corporate Secretary,</p> <p>10.1.4 The Membership Secretary, and</p> <p>10.1.5 The Chairs of all Standing Committees.</p> <p>10.2 Bylaw Amendments and Resolutions, if any,</p> <p>10.3 Election of the President, and,</p> <p>10.4 Election of Directors.</p>	<p>10.1.1.2 The Treasurer;</p> <p>10.1.1.3 The Corporate Secretary;</p> <p>10.1.1.4 The Membership Secretary; and</p> <p>10.1.1.5 The chair of each standing committee.</p> <p>10.1.2 By-Law amendments and resolutions, if any;</p> <p>10.1.3 Election of the President; and</p> <p>10.1.4 Election of Directors.</p>
<p><b>ARTICLE 11: ERRORS OR OMISSIONS</b></p> <p>No error or omission in notice of any meeting or any adjourned meetings shall invalidate such meeting or make void any proceedings taken thereat and any member may at any time waive notice of any such meeting and may ratify, approve and confirm any or all proceedings taken or had thereat. For the purpose of sending notice to any Member, Director or Officer, it shall be sufficient if such notice is sent to that person's last address recorded on the books of the Association.</p>	<p><b>ARTICLE 11: ERRORS OR OMISSIONS</b></p> <p><i>No change proposed except for numbering the only item in this Article.</i></p> <p>11.1 No error or omission etc</p>
<p><b>ARTICLE 12: FINANCES AND PROPERTY</b></p> <p>12.1 The Board shall administer the affairs of the Association in all things, and make or cause to be made for the Association in its name, any kind of contract which the Association may lawfully enter into, except as limited by the Membership, and for this purpose, the Board may delegate to any</p>	<p><b>ARTICLE 12: FINANCES AND PROPERTY</b></p> <p><i>The only substantive change is the addition of a new article 12.6 which is addressed in Annex A.</i></p> <p>12.1 <i>only change is to add “the signatures of” in the last phrase.</i></p> <p>12.1 The Board ..... provided that all financial transactions of the Association, except deposits to Association accounts, shall require <b>the signatures of</b> at least two signing officers.</p>

<p>one or more Board members the authority and power to enter into contracts, agreements, leases and any other transactions on behalf of the Association, provided that all financial transactions of the Association, except deposits to Association accounts, shall require at least two signing officers.</p> <p>12.2 The fiscal year of the Association shall end on August 31 of each calendar year.</p> <p>12.3 All expenditures from Association funds shall be authorized by a motion of the Board either through an annual budget or a specific authorization or delegation to the Executive or other Board-established Committee. Such motions shall specify the maximum amount authorized, the period of authorization and the purpose or activity to be funded.</p> <p>12.4 The Association shall maintain an account at a financial institution chosen by the Board. Funds generated by the Association and proceeds of any activities carried on in the name of the Association shall be turned over promptly to the Treasurer for deposit to the Association's account.</p> <p>12.5 The President, Treasurer, and one other Officer selected by the Board shall be signing officers. All financial transactions of the Association, except deposits to Association accounts, shall require the signatures of at least two signing officers.</p>	<p>12.2 <i>no changes proposed</i></p> <p>12.3 <i>no changes proposed</i></p> <p>12.4 <i>no changes proposed</i></p> <p>12.5 <i>no changes proposed</i></p> <p><b>NEW 12.6</b>  <b>12.6 When a new President is elected or a Treasurer is no longer a member of the Board, the outgoing President or outgoing Treasurer retain their signing authority until new signing authorities are established at the Association's financial institution.</b></p>
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<p><b>ARTICLE 13: BYLAWS, RULES AND REGULATIONS</b></p> <p>13.1 For the purpose of amending this By-Law or creating new By-Laws or Articles, a notice of motion shall be mailed to all Members at least fourteen (14) days in advance of the date of the Meeting, for action to be taken at an Annual or Special General Meeting of the Association to be called for this purpose. All Motions at such meetings require a two-thirds (2/3) majority of the Members present at the Meeting.</p> <p>13.2 The Board may adopt such other rules and regulations not inconsistent with this By-Law and the Objects of the Association as it deems necessary from time to time for the conduct of business of the Association.</p> <p>13.3 In all matters not governed by this By-Law or other rules and/or regulations of the Association, <i>Robert's Rules of Order</i>, current edition shall govern.</p>	<p><b>ARTICLE 13: BY-LAWS, RULES AND REGULATIONS</b></p> <p>13.1 For the purpose of amending this By-Law or creating new By-Laws or articles, a notice of motion shall be mailed to all Members at least fourteen (14) days in advance of the <b>date of the Annual or Special General Meeting at which the matter will be actioned. To pass, such motions require a two-thirds (2/3) majority of the members present.</b></p> <p>13.2 The Board may adopt such other rules and regulations not inconsistent with this By-Law and the objectives of the Association as it deems necessary for the conduct of business of the Association.</p> <p>13.3 In all matters not governed by this By-Law or other rules or regulations of the Association, <i>Robert's Rules of Order</i>, current edition, shall govern.</p>
<p><b>ARTICLE 14: BYLAW REVIEW</b></p> <p>The President shall ensure that a bylaw review (and, if necessary, bylaw amendment) is undertaken no less than every five (5) years from file date the membership approves this bylaw.</p>	<p><b>ARTICLE 14: BY-LAW REVIEW</b></p> <p>14.1 The President shall ensure that a By-Law review (and, if necessary, By-Law amendment) is undertaken no less than every five (5) years from the date the membership approves this By-Law.</p>
<p><b>ARTICLE 15: DISSOLUTION</b></p> <p>Upon the dissolution of the Association and after the payment of all debts and liabilities, its remaining property <i>shall be</i> distributed or disposed of to charitable or non-profit organizations which carry on their work in Centretown of a nature consistent with the Objects of the Association.</p>	<p><b>ARTICLE 15: DISSOLUTION</b></p> <p>15.1 Upon the dissolution of the Association and after the payment of all debts and liabilities, its remaining property shall be distributed or disposed of to charitable or incorporated non-profit organizations which carry on their work in Centretown of a nature consistent with the <b>objectives</b> of the Association.</p>

<p><b>ARTICLE 16: CONFLICT OF INTEREST</b></p> <p>16.1 Any Board member who has a financial interest in any contract or transaction to be approved by the Board shall declare such an interest at the Board Meeting at which the contract or transaction would be discussed, and shall absent themselves from the Meeting during the discussion of that item and refrain from voting on that item.</p> <p>16.2 Each Board member shall consider that his or her primary allegiance in the conduct of business of the Association shall be to the Association. If the Board member's membership in any other organization would affect his or her judgment on any item before the Board, the Board member shall declare that membership and shall refrain from voting on that item.</p>	<p><b>ARTICLE 16: CONFLICT OF INTEREST</b></p> <p>16.1 <i>change “would” to “will”</i></p> <p>16.2 <i>no change proposed</i></p>
<p><b>ARTICLE 17: POLITICAL STATUS</b></p> <p>The Association shall not endorse or financially support the candidature of any person or political party with respect to any municipal, provincial or federal political office.</p>	<p><b>ARTICLE 17: POLITICAL STATUS</b></p> <p>17.1 <i>no change proposed.</i></p>