



CONSTITUTION AND CONSOLIDATED BY-LAWS
OF
THE FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA-CARLETON INC

[June 2007]

Consolidates 2007, 1995, 1994, 1993, 1992, 1991 and 1990 changes to 1987 articles.

Approved: November 27, 1987
Last Revision: June 07, 2007

Incorporates changes made at Annual General Meetings: 2007, 1995, 1994, 1993, 1992, 1991 and 1990.

**CONSTITUTION AND BY-LAWS
OF
THE FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA-CARLETON INC.**

We, the people of Ottawa and vicinity resolve to constitute a non-profit organization devoted to community interests and the needs of the citizens of Ottawa and vicinity. The name of this association shall be THE FEDERATION OF CITIZENS' ASSOCIATIONS.

By means of a motion of the Federation, the Federation will adopt, enact and accept the revised constitution dated June 07, 2007 with the objectives set out below.

OBJECTIVES:

The Objectives of the Federation of Citizens' Associations shall be:

- (1) To encourage citizen participation in the planning and development of the community and the conduct of community affairs in Ottawa and the national capital region;
- (2) To encourage collective action and effort on matters of more than personal interest and when so empowered by Members, to act on their collective behalf;
- (3) To serve as a clearing house for information between member organizations, levels of government and their agencies and news media;
- (4) To serve as a conduit of information between and among member organizations.

BY-LAWS:

1: Name

The name of the association shall be the FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA-CARLETON INCORPORATED, hereinafter referred to as the Federation or the FCA.

2: Head Office and Area of Operation

The Head Office of the Federation shall be in the City of Ottawa as determined by the Executive Committee and the area of operation shall be Ottawa as deemed necessary by the Federation in order to conduct its business.

3: Seal and Logo

The Seal and Logo of the Federation shall be in such form as approved by the Executive Committee. The Seal shall be kept in safe custody by the Secretary of the Federation.

4: Attainment of Objectives

As described in the Constitution, the Federation shall be a non-profit organization devoted to community interests and the needs of residents of Ottawa and the national capital region.

The Federation shall not be affiliated with any single political, commercial or religious body but shall endeavour to maintain cordial relations with such bodies.

The Federation shall conduct itself with humility and mutual respect, without any form of discrimination based on sex, race, sect, religion, sexual orientation, age, physical handicap, economic status or political differences of opinion.

The activities of the Federation shall be limited by the objectives thereof.

5: Membership

Any non-profit, voluntary community, neighbourhood, property owners', tenants' or other association or group based in Ottawa having as its objective to serve community interests may become a member of the Federation, hereinafter referred to as a Member, subject to such organization meeting the obligations of a Member.

5.1 In the event that the Federation undertakes an action on behalf of a Member, such as an appeal to the Ontario Municipal Board, the Federation and Member will undertake a written agreement to ensure that the Member assumes all financial liability for any consequences of that action.

6: Voting Privileges and Procedures

Each Member shall be entitled to be represented at Meetings by up to two representatives but will only have one (1) vote.

Voting will either be held at Federation Meetings or electronically if deemed appropriate by the Executive Committee.

There shall be no vote by proxy.

The Chairperson of any Federation Meeting shall not lose their voting privileges by virtue of being Chair.

In the event of a tie, a motion shall be deemed to have failed.

The immediate Past-President is an ex-officio voting Member of the Federation.

7: Registration, Resignation and Expulsion of Members

On payment of dues, the Secretary shall register the name of the Member in the Membership Registry along with the name, address and phone of the Member's President or designated representative.

Any Member may resign by sending a written Notice to the Federation. In the event of such resignation, fees paid shall not be refundable.

Any Member whose actions have or may have harmed the interests of the Federation may be removed from the list of membership by the Executive Committee at an Executive Meeting held for that purpose. Before voting on removal, the Executive Committee must receive a report from a special committee convened by the Executive Committee to investigate this charge. The convening of such a committee may be requested by any Member or Executive officer. Notice in writing to the effect of such decision, providing the explanation for removal, shall be sent to the Member. To be final, such removal must be ratified at the next following General Meeting of the Federation and the expelled Member given recourse at said Meeting to give reason why such expulsion should not be finalized.

8: Fees

The amount of the fees shall be set by the Executive Committee from time to time and ratified by a majority vote at the Annual General Meeting. Fees shall be annual and are due on April 30 of each calendar year. If a Member's dues are more than three months in arrears, the Member's membership may be reviewed by the Executive Committee. Members who have not paid their dues by the Annual General Meeting shall not be in good standing and shall lose their membership status: i.e. withdrawal of voting privileges at Meetings and removal from the mailing list. Only Members in good standing shall be entitled to vote on issues involving the expenditure of Federation funds.

Members who cannot pay annual membership dues for reasons of financial hardship may ask the Executive Committee in writing for membership dues to be waived or reduced. Upon receipt of said communication, the Executive Committee may waive or reduce the fee requirement for one year.

9: Meetings

9.1 The Federation shall hold a General Meeting no less than eight times a year at such time and place as may be decided by the Executive Committee. Notice in writing of such Meeting shall be sent by electronic or postal mail to Members at least seven (7) calendar days in advance of the Meeting.

A Special General Meeting may be convened by the President or by resolution of the Executive Committee or on written request of at least ten (10) Members in good standing. The Meeting shall only deal with the specific subject for which it was convened.

An Annual General Meeting shall be held once in each calendar year. The Annual General Meeting shall be at such time and place as may be decided by the Executive Committee. Notice in writing of the Annual General Meetings shall be sent by postal or electronic mail to Members at the address recorded in the Registry at least fourteen (14) calendar days prior to the date of the Meeting. Non-receipt of such a Notice by a Member shall not invalidate the proceedings of the Meeting. The Annual General Meeting may be held in lieu of General Meeting.

Parliamentary procedure according to Bourinot shall be followed at all formal Meetings of the Federation.

9.2: Notice of Motion

Any non-procedural motion to be voted on at a General Meeting must be either

- sent to the Executive Committee and sent to the Members by electronic or postal mail at least seven (7) calendar days in advance of the Meeting, or
- tabled as a Notice of Motion at a previous General Meeting. Such motions may be amended at a Meeting without further notice needing to be given.

Notwithstanding the above, Members may waive this Notice provision by unanimous agreement at a Meeting, with the exception that Notice must always be given for motions to expel Members under Section 7.

This Section does not apply to Notice for Amendments to the Constitution and By-Laws of the Federation, which is defined in Section 16.

10: Quorum

One third of the Members in good standing plus one (1) Executive officer shall be deemed to constitute a quorum for a General Meeting or a Special General Meeting.

Representation from a simple majority of Members in good standing is necessary to form a quorum at the Annual General Meeting.

11: Executive Committee

The composition of the Executive Committee of the Federation shall be set from time to time by the Members of the Federation but shall consist of at least a President, Past President, Secretary, and Treasurer. Vice-presidents can be nominated for such areas as Membership and Communications, inter alia, as deemed appropriate by the Membership. The Notice required to change the composition of the Executive Committee shall be the same as the Notice required for the Annual General Meeting.

Executive officers are elected annually at the Annual General Meeting.

Only one executive officer may be elected from any one Member.

The immediate Past President is an ex-officio voting member of the Executive Committee.

11.1: Term

The Executive Committee shall hold office from the close of the Annual General Meeting at which the Executive officers are elected to the close of the subsequent Annual General Meeting.

11.2: Powers

The Executive Committee shall have full power and authority to:

- Manage and control the affairs of the Federation,
- collect membership dues and to receive donations in money and kind,
- Authorize expenditures on behalf of the Federation and to do such Banking,
- Handle legal affairs and
- Exercise all such powers of the Federation as noted in the Canada Business Corporation Act.

11.3: Duties of Officers

The PRESIDENT shall be the Chief Executive Officer of the Federation and shall preside at all Federation Meetings. The President or his or her nominee shall be the chief

spokesperson of the Federation and maintain liaison with Members, news media and other bodies;

The VICE-PRESIDENTS shall assist the President in any way possible, chair meetings in the event of the President's absence and act on his or her behalf when called upon to do so:

The VICE-PRESIDENT (MEMBERSHIP), if created, shall co-ordinate membership promotion activities, and shall work with the President to maintain liaison with Members.

The VICE-PRESIDENT (COMMUNICATIONS), if created, shall assist the President with communications with outside groups, politicians, the news media, and the general public, including responsibility for websites and electronic mail lists.

The TREASURER shall be responsible for all funds of the Federation and maintain adequate records so as to be able to provide up-to-date information when called upon to do so at any Meeting and prepare annual accounts, annual budget and the materials required for the annual audit.

The SECRETARY shall attend to and maintain files of all minutes of the Executive, General and Annual General Meetings of the Federation. The SECRETARY shall maintain a membership list, in coordination with the VICE-PRESIDENT (MEMBERSHIP) if that position exists.

Notwithstanding the above, it shall be the responsibility of all Executive officers to ensure the following duties are performed:

- Keep Members informed of the activities of the Federation,
- Keep the Federation apprised of the concerns of Members,
- Prepare and distribute press releases,
- Take care of correspondence,
- Review requests for membership,
- Keep in contact with relevant non-member associations and groups and with government and government agencies,
- Carry out the objectives and directives of Members as decided on at Meetings of the Federation and
- Carry out the responsibilities defined above for the Vice-Presidents, if those positions are not created.

The Executive Committee also may request additional funds from Members or accept financial or other support from other sources provided that the acceptance of such support shall be communicated to the Members at the next Meeting of the Federation.

11.4: Vacancies, Resignations, Removal

VACANCIES may be filled by the Executive Committee by pro-tem appointments from among the representatives of the Members. Such appointments must be ratified and approved at the next Annual General Meeting of the Federation.

Any Executive officer may resign by submitting written notice to the President. The President may resign by submitting written notice to the Executive Committee.

The Members of the Federation may remove any Executive officer before the expiration of his or her term of office by a resolution passed by at least two-thirds of the votes cast at a Special General Meeting called for that purpose.

Any Executive officer who misses more than three consecutive Executive Meetings without good cause shall be deemed to have resigned. The vacancy shall be filled by the Executive Committee as per the above.

11.5: Meetings

The President may convene a Meeting of the Executive Committee as deemed necessary.

The President shall give at least seven (7) calendar days' Notice of Executive Committee Meetings.

Any Executive officer may call for a Special Meeting of the Executive Committee. At least 48 hours Notice must be given for the Meeting.

Executive Committee Meetings may be held through electronic means, if feasible and agreed to by a quorum of the Executive Committee. Such an electronic meeting may not endure more than 48 hours.

Minutes of Executive Committee Meetings will be taken and distributed to Members within seven [7] calendar days.

11.6: Voting Procedures

Each Executive officer shall have one vote at the Executive Committee. There shall be no votes by proxy. Matters arising at a Meeting of the Executive Committee shall be

decided by a simple majority unless otherwise required. Motions resulting in a tie vote shall be deemed to have failed.

11.7: Quorum

A minimum of three Executive officers shall constitute a quorum at an Executive Meeting.

11.8: Liability

No Executive officers, their heirs, estate or executors shall be liable for any loss or damage which shall happen in the execution of the duties of their office, unless the same shall occur through their own dishonesty, misconduct, willful default or neglect.

11.9: Remuneration

No Executive officers shall receive compensation either directly or indirectly for active service nor shall any officers profit directly or indirectly from their office. Executive officers may be compensated for reasonable expenses incurred in the performance of their duties.

12: Committees

The Executive Committee may establish such committees as it deems necessary for the conduct of such business as it deems necessary with such powers as it deems fit. Any such committee shall be subject to such regulations and directions as the Executive Committee may establish but no such regulations or directions may exceed the powers granted to the Executive Committee itself by the Members. Any expenditure by such a committee must be approved by the Executive Committee.

Such committees shall exist at the pleasure of the Executive Committee and shall cease to exist after an Annual General Meeting unless reappointed by the Members at a General or Annual General Meeting or reconstituted by the Executive Committee.

13: Nominating Committee

The President in consultation with the Executive Committee shall appoint a Nominating Committee comprising the President and two representatives of Members who are not themselves seeking office at least two months prior to the holding of the Annual General Meeting. The recommendations of the Nominating Committee shall be presented to the Executive Committee for circulation with the Notice of Meeting for the Annual General Meeting.

Notwithstanding the existence and recommendations of the Nominating Committee, nominations shall be accepted from the floor at the time of the Annual General Meeting.

14: Elections

Any person standing for election as an Executive officer must be a representative from a Member in good standing of the Federation.

If there are insufficient candidates to fill the Executive Committee, remaining Executive officers may be appointed by the Executive Committee.

Any contested Executive officer position shall be decided by secret ballot. Only Members in good standing may vote.

The Nominating Committee members shall be responsible for counting of ballots and their count shall be final. Recounting shall be done in case of a tie or when the margin of difference is three (3) votes or less.

15: Financial Matters

All funds of the Federation shall be dealt with in the Federation's name and managed by the Treasurer. At least two Executive officers, one of whom must be the Treasurer or the President, shall have signing authority. All cheques must be signed by and any withdrawals must be authorized by two signing officers.

Federation funds shall be deposited within a reasonable length of time with an institution which is a member of the Canada Deposit Insurance Corporation.

15.1: Fiscal Year

The fiscal year-end of the Federation shall be the April 30 or as determined from time to time by the Executive Committee.

15.2: Auditor

If deemed appropriate, the Members at each Annual General Meeting may appoint a qualified Accountant to be the auditor. The remuneration of such an auditor shall be decided by the Executive Committee. Failing such an appointment, Members at each Annual General Meeting may appoint two Member representatives, who are not officers of the Federation to review the Financial statements prepared by the Treasurer. The Financial statements shall consist of a Statement of Income and Expenses, Bank Reconciliation, and Balance Sheet, if applicable.

16: Amendments

Amendments to the Constitution and By-Laws of the Federation may be proposed by the Executive Committee or in writing by a Member in good standing. These amendments may be voted on at the Annual General Meeting or at a General Meeting. The requirement for Notice for these amendments shall be the same as for Notice for the Annual General Meeting.

The proposed amendments require ratification by a two-thirds majority of Members present and voting at the Meeting to take effect.

17: Dissolution

A resolution to dissolve the Federation requires the approval of two-thirds of Members present and voting at a General Meeting of the Federation. Following the passage of such a resolution, the Executive Committee shall take adequate action to pay just debts and shall return the balance of funds on hand to Members in good standing on a pro-rata basis.

18: Effect

This constitution will come into effect when passed by a two-thirds majority of those Members attending a General Meeting in which Quorum is present. This Constitution, as amended from time to time, will continue to stay in effect until such time as a new Constitution is approved.