



207 Bank St., Suite 146, Ottawa ON K2P 2N2

Annual General Meeting – Wednesday June 16, 2021 – 7 pm
Electronic Teleconference via Google Meet
Draft Agenda

1. Welcome & recognition of quorum

(one-third of members in good standing plus one member of the Executive)

2. Approval of the AGM agenda

3. Approval of the minutes of the September 16, 2020 FCA-FAC AGM

4. President's Report

5. Treasurer's Report

6. Presentation of FCA Awards

- Lifetime Achievement, City Builder, FCA Award, Media, Special Award, Recognition Award

7. Amendments to the FCA Constitution/By-Law

8. Report from the Nominations Committee & Election of Board of Directors

9. Comments from in-coming President

10. Other Business - update on Official Plan process

11. Adjournment

How to participate in the June 16 electronic meeting

To take part in the June 16 meeting you will require log-in information which will be provided a day or two prior to the meeting. Invitations will be sent automatically to regular attendees. Others are requested to send an email to rsvp@fca-fac.ca and an invitation will be sent to the address provided. In the invitation will appear a link in the form “*meet.google.com/abc.abcd.abc*” Click on the link to enter the meeting.

If you cannot participate in the June 16 meeting, please look over the agenda background information, and if you have comments, please share them at information@fca-fac.ca

Note that at FCA-FAC General Meetings, if a vote is held, each paid-up member association has one vote (regardless the number of participants from each association).

Meeting Etiquette - The chair may introduce a moderator. The moderator will ask any participants on telephone to identify themselves.

Video/Audio - Please stay muted unless speaking. You might be asked to turn off your Video when speaking if it impacts the audio. You can turn audio (your microphone) on and off with <Ctrl> D on most keyboards.

Raise hand feature - At the bottom of your screen is a hand image. Click on the hand image to be recognized by the chair/moderator.

Use of Chat - While you are welcome to use the chat feature to share pertinent information with others, please keep it relevant to the discussion in the meeting. Let's have one meeting at a time, not several.

Agenda item 3 – Minutes of the previous Annual General Meeting held September 16, 2020

Draft minutes for approval are found at [URL]

Agenda item 4 – President's Report

Prepared text for the report is found at <http://fca-fac.ca/wp-content/uploads/2021/06/Pres21.pdf>

Agenda item 5 – Treasurer's Report

Financial documents are found at <http://fca-fac.ca/wp-content/uploads/2021/06/Fin21.pdf>

Agenda item 6 – Presentation of FCA Awards

- **Lifetime Achievement: John Curry** for his contribution as local historian in Stittsville & community;
- **City Builder Award: Judith Maxwell** for her contribution through Synapcity in building community engagement in civic affairs;
- **Media Award: IMAGE for writers Hilary Duff and Martha Milne** for their articles on community responses to the COVID-19 pandemic;
- **FCA Achievement Award: Lorne Cutler** for his long service as FCA Treasurer;
- **Special Recognition Award: to outgoing Board member Bob Brocklebank** for 17 years of service on the FCA Board, including as President 2003-2006;
- **Certificate of Recognition: to outgoing Board member Miranda Gray** for service on the FCA Board.

Agenda item 7 – Corporate by-law amendments as notified at May 19 General Meeting

For several months a small team named “Constitution Working Group” has been looking at FCA's internal structure and its registration as a corporation. Issues that have arisen are that (1) we are not operating as described and (2) the Province is about to make changes in rules for not-for-profit corporations.

Although our present “constitution” (or more precisely our fundamental by-laws) indicates we have two Vice-Presidents, one for membership and one for communications, we have for years had only one Vice-President. Moreover we have adopted the practice of having several Directors who together with the named executive officers (President, Vice-President, Secretary, and Treasurer) constitute a

Board. Our formal name is out-of-date in referring to Ottawa-Carleton and we have adopted the style “Federation of Citizens’ Associations of Ottawa” dropping the “Carleton”.

The working group believes that the by-laws, revised as proposed, will permit FCA to conform to changes being introduced through the Ontario Not-for-profit Corporations Act.

In examining our structure and documentation, various additional ideas have emerged. One ongoing concern has been the need for FCA to find appropriate procedures to respond nimbly to changing demands. One example would be the ability of a spokesperson, often the President, to respond to questions from journalists or to issue a statement about a rapidly developing issue or event.

This discussion has led to the following set of recommendations:

- Leave our registration details with the province as a corporation unchanged.
- Tidy up our by-laws to reflect our current structure
- Propose some statements of direction for eventual endorsement by the membership.

The statements of direction are seen as establishing a foundation upon which FCA could act more nimbly.

Registration as a corporation

At present FCA is established as Ontario corporation 899230 under its Letters Patent of October 5, 1990 in which four general objects of the corporation are set forth. When the new Ontario Not-for-profits Corporations Act comes into force, our Letters Patent will constitute our Articles of Incorporation under the new legislation and our objects will become the purposes of the corporation.

It is recommended that no action be taken. The purposes of the corporation align with our current activity and are broad enough to not constrain expected future activity. While the corporate name is out-of-date, it is common practice that a corporation operate with a public or trade name that is not the same as its legal title (numbered corporations are obvious examples).

Our Letters Patent are found at [URL]

Bylaws to reflect our actual structure

Our current “constitution” is available at

<https://secureservercdn.net/198.71.189.253/g4t.993.myftpupload.com/wp-content/uploads/2020/02/FCAConstitution2007-04-01.pdf>

The changes proposed are as follows:

- A) FCA purposes (which simply restate content of the Letters Patent and eventually form our purposes in our Articles of Incorporation) are modified from 4 to 3 to eliminate duplicative language.
- B) The name of the corporation for public dissemination is stated as “Federation of Citizens’ Associations of Ottawa”
- C) The reference to the corporate seal is deleted (no longer required)
- D) References to the “Executive Committee” are replaced with “Board”
- E) The Executive Officers remain President, Past President, Secretary and Treasurer plus one Vice-President (instead of two)
- F) Up to eight Directors may be selected
- G) The five Executive Officers plus the Directors make up the Board
- H) FCA funds may be deposited in provincially insured institutions (credit unions).

The revised bylaws, incorporating all the changes proposed are found at <http://fca-fac.ca/wp-content/uploads/2021/06/Bylaw21r.pdf>

For ease of reference, the “housekeeping” changes described above are shown in yellow. Further changes outlined below are also colour-coded. The statement of values is shown in blue; the statement of purpose is shown in green; and the addition about board discretion is shown in purple.

Motions seeking approval for these four classes of amendment are at the end of this document.

Statements of direction

In addition to the procedural structure laid out in the by-laws, the working group recommends that additional direction be adopted by the members to guide the conduct of the Federation's affairs. Such guidance is often in the form of a vision statement, or a statement of values, or a statement of objectives or all of these.

To some degree, we already have part of this guidance package. Two years ago FCA members endorsed a five-year plan which contained a statement of core values, as follows:

- Build better communities
- Promote civic engagement and volunteerism
- Encourage collaboration and teamwork
- Recognize and support diversity
- Support environmental sustainability
- Rely on fact-based decision-making, good governance, transparency and accountability
- Promote integrity and respect for others.

It is proposed that a motion confirm support for those values.

Similarly there has been some discussion about a vision statement and a preliminary text has emerged which reads as follows:

"That Ottawa develops as a community of neighbourhoods, a national capital that is culturally vibrant, diverse, healthy, sustainable, resilient, inclusive, caring, prosperous, civically engaged and well-governed."

It has also been suggested that FCA could benefit from a mission statement which would articulate what the FCA proposes to do to further its vision. Some thoughts that have been floated as ingredients in a mission statement include:

- To advocate for systemic improvements in government process, policies, plans and programs that align with FCA's core values and vision
- To build the capacities of the FCA and its member community associations
- To collaborate with engaged residents, community associations, businesses, governments and others to find innovative solutions to urban challenges and opportunities.

Motions

Notice of the following motions was presented at the General Meeting of May 19. To facilitate electronic voting each motion has been given a more direct formulation for electronic polling. The polling formulation is shown for each motion.

1. That the by-laws of the Federation be amended in accordance with details circulated to reflect the current structure of activity of the Federation.

[Do you approve the "housekeeping" amendments to the FCA Constitution/By-Law as presented at the May 19 FCA General Meeting? Yes/No]

2. That the statement of values of the FCA (adopted in 2018) be inserted in Section 3 of the By-law (Attainment of Purposes):

"The Federation shall conduct itself according to the following values:

- **Build better communities,**
- **Promote civic engagement and volunteerism,**
- **Encourage collaboration and teamwork,**
- **Recognize and support diversity,**
- **Support environmental sustainability,**
- **Rely on fact-based decision-making, good governance, transparency and accountability,**
- **Promote integrity and respect for others."**

[Do you approve the Statement of Values amendment to the FCA Constitution/By-Law as presented at the May 19 FCA General Meeting? Yes/No]

3. That the following statement of purpose be inserted in Section 3 of the By-law (Attainment of Purposes):

“The Federation shall seek to inform, educate, enhance and empower its members, by

- Serving as an information clearing-house for information between and among member organisations, levels of government and their agencies, news media and others as appropriate;***
- Promoting the development of Ottawa as a more liveable community of neighbourhoods and as a national capital that is culturally vibrant, diverse, healthy, resilient, inclusive, sustainable, caring, prosperous, civically engaged and well-governed;***
- Collaborating with engaged residents, community associations, businesses, governments and others to find innovative solutions to urban challenges and opportunities;***
- Advocating for systemic improvements in government process, policies, plans and programs that align with the FCA’s vision and core values.”***

[Do you approve the Statement of Purpose amendment to the FCA Constitution/By-Law as presented at the May 19 FCA General Meeting? Yes/No]

4. That a new sub-section 10.10 Board Discretion be added:

“If the Board is confronted with the need to act urgently on behalf of the FCA collectively on a time sensitive matter, it will be considered to be so empowered by members if the action is consistent with the FCA’s purposes as contained in this by-law. Any such exercise of discretion must be reported to members at the next General Meeting following its exercise.”

[Do you approve adding a new sub-section 10.10 Board Discretion to the FCA Constitution/By-Law as presented at the May 19 FCA General Meeting? Yes/No]

Agenda item 10 – Update on status of City’s draft Official Plan

The much delayed “As we heard” report has now been released. The report records comments on the November 20 draft Official Plan received by the City plus responses. The document is found at <https://engage.ottawa.ca/the-new-official-plan> . The document will be discussed at the June 15 FCA Planning & Zoning Committee meeting (for access contact brinker@fca-fac.ca). Note that the City is organizing public information sessions by transect over the period June 22 to 28.