

Federation
of Citizens'
Associations
of Ottawa

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Fédération
des associations
civiques
d'Ottawa

CONSOLIDATED BY-LAWS
OF THE FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA INC.

Consolidates 2024, 2021, 2007, 1995, 1994, 1993, 1992, 1991 & 1990 changes to 1987 articles.

FCA Bylaws, revised for ONCA compliance September 2024

Approved: November 27, 1987

Last Revision: September 18, 2024

BY-LAWS OF
THE FEDERATION OF CITIZENS' ASSOCIATIONS OF OTTAWA INC.

We, the people of Ottawa resolve to constitute a non-profit organization devoted to community interests and the needs of the citizens of Ottawa.

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 September 18, 2024, with the purposes set out below.

Purposes:

The Purposes 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 the City of Ottawa.
- (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.

Definitions

“Member” is a not-for-profit organization that meets the criteria for Membership of the Association and has fulfilled the requirements for membership.

“Officer” “means a Director of the Association elected or designated to fill a specific role on the Board such as Chair, Treasurer or Secretary.

“Ontario Not-for-Profit Corporations Act” or “ONCA” means the provincial legislation under which registered not-for-profit organizations are governed.

BY-LAWS:

1: Name

The name of the association shall be the FEDERATION OF CITIZENS’ ASSOCIATIONS OF OTTAWA 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 Board of the FCA and the area of operation shall be the City of Ottawa as deemed necessary by the Federation in order to conduct its business.

3: Attainment of Purposes

As described in the By-Laws, the Federation shall be an incorporated not-for profit organization devoted to community interests and the needs of residents of Ottawa.

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, creed, sexual orientation, age, physical handicap, economic status or political differences of opinion.

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.

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 organizations, 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 & rural challenges and opportunities;
- Advocating for systemic improvements in government process, policies, plans and programs that align with the Federation's vision and core values.

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

4: Membership

Any non-profit, voluntary community, neighbourhood, homeowners', tenants' or other like association or group, as per Federation policy, based in Ottawa and having as its objective to serve community interests may become a Member of the Federation, hereinafter referred to as a Member.

While the primary focus of the Federation is on the collective interests of community associations as defined above, other non-profit, voluntary organizations based in Ottawa will be considered by the Board for membership on a case-by-case basis, as per Federation policy.

All members are expected to meet the obligations of being a Member.

Reciprocal memberships or partnerships will likewise be considered by the Board on a case-by-case basis and may be subject to change.

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

5: Voting Privileges and Procedures

Each Member shall be entitled to be represented at Meetings of the Members by up to two representatives but will only have one (1) vote. Additional observers may attend.

Voting will be in person or electronically at Meetings of the Federation. 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-Chair of the Federation shall not lose their voting privileges at Meetings of the Federation.

6: Registration, Resignation and Expulsion of Members

On payment of dues, the Secretary shall ensure the name of the Member is in the Membership Registry along with the name, address, email address and phone number of the Member's President or designated representative(s).

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 Board at a Meeting of the Board held for that purpose. Before voting on removal, the Board must receive a report from a special committee convened by the Board to investigate this charge. The convening of such a committee may be requested by any Member or Director.

After a decision of termination has been made, a letter will be issued to the Member in question with a 30-day defense period to the Board. If no defense is made termination will commence at the end of the 30-day period.

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.

Membership is automatically terminated when the:

- a) Member organization is liquidated or dissolved;
- b) Member is expelled, or the Membership is otherwise terminated in accordance with the Federation's By-laws;
- c) Member's term of Membership expires.

Membership is not transferable. In the case of renaming, boundary changes, mergers and other such changes, the Board shall determine on a case-by-case basis the membership

status of the changed member organization.

7: Fees

The amount of the fees shall be set by the Board from time to time and ratified by a majority vote at the Annual Meeting. Fees shall be annual and are due prior to the start of the Annual Meeting of the Federation in each calendar year.

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

8: Meetings

8.1 The Federation shall hold a General Meeting of the Members no less than eight times a year at such time and place as may be decided by the Board. Notice in writing of such Meeting shall be sent by electronic or postal mail to Members at least 10 calendar days in advance of the Meeting.

A Special Meeting of the Members may be convened by the Chair or by resolution of the Board or on written request of at least 10% of Members. The Meeting shall only deal with the specific subject for which it was convened.

An Annual Meeting of the Members shall be held once in each calendar year. The Annual Meeting shall be at such time and place as may be decided by the Board. Notice in writing of the Annual Meetings shall be sent by electronic or postal 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 Meeting of the Members may be held in lieu of a General Meeting of the Members.

Parliamentary procedure according to Robert's Rules of Order (12th Edition) shall be followed at all formal Meetings of the Federation.

Federation Meetings can be held in person, virtually or a hybrid of both, as deemed appropriate by the Board.

8.2 Notice of Motion

Any non-procedural motion to be voted on at a General Meeting of the Members must be

either

- sent to the Board 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 6.

This Section does not apply to Notice for Amendments to the By-laws and By-laws of the Federation, which is defined in Section 15.

9: Quorum

At least twenty percent (20%) of the Members plus one (1) Director shall be deemed to constitute a quorum for a General Meeting or a Special Meeting of the Members. Representation from a simple majority of Members is necessary to form a quorum at the Annual Meeting of the Members.

10: Board

The composition of the Board of the Federation shall consist of a Chair, Vice-Chair, Secretary, Treasurer, and up to 8 Directors-at-Large.

Directors and Officers are elected annually from the membership at the Annual Meeting. Only one Director or Officer may be elected from any one Member organization. The immediate Past Chair is an ex-officio voting member of the Board.

The following persons are disqualified from being a director of the Federation:

1. A person who is not an individual.
2. A person who is under 18 years old.
3. A person who has been found under the *Substitute Decisions Act, 1992* or under the *Mental Health Act* to be incapable of managing property.
4. A person who has been found to be incapable by any court in Canada or elsewhere.
5. A person who has the status of bankrupt

10.1 : Term

The Board shall hold office from the close of the Annual Meeting at which the Directors and Officers are elected to the close of the subsequent Annual Meeting.

10.2 : Powers

The Board shall have full power and authority to:

- Manage and supervise the management of the activities and 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 Ontario Not-for-Profit Corporations Act.

10.3 : Duties of Officers

The CHAIR shall be the Chief Executive Officer of the Federation and shall set the agenda and chair all Federation Meetings. The Chair or his or her nominee shall be the chief spokesperson of the Federation on corporate matters and maintain liaison with Members, news media and other bodies.

The VICE-CHAIR shall assist the CHAIR in any way possible, chair meetings in the event of the Chair's absence and act on his or her behalf when called upon to do so. In the event of the absence of the Chair and the Vice Chair, the Board may designate one of its members to chair a given meeting.

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 Board, General and Annual Meetings of the Federation. The SECRETARY shall ensure the Membership list is maintained.

Notwithstanding the above, it shall be the responsibility of the Board 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 media releases;
- Manage Federation 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.

The Board 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 General Meeting of the Federation.

10.4 : Vacancies, Resignations, Removal

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

Any Director may resign by submitting written notice to the Chair. The Chair may resign by submitting written notice to the Board.

The Members of the Federation may remove any Director before the expiration of their term of office by a resolution passed by a normal resolution at a Special Meeting of the Members called for that purpose.

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

10.5 : Meetings

The Chair may convene a Meeting of the Board as deemed necessary.

The Chair shall give at least seven (7) calendar days' Notice of Board Meetings.

Any Director may call for a Special Meeting of the Board. At least 48 hours' notice must be given for the Meeting.

Board Meetings may be held through electronic means, if feasible and agreed to by a quorum of the Board.

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

10.6 : Voting Procedures

Each Director shall have one vote at the Board. There shall be no votes by proxy. Matters arising at a Meeting of the Board shall be decided by a simple majority unless otherwise required. Motions resulting in a tie vote shall be deemed to have failed.

10.7 : Quorum

A minimum of five (5) Directors shall constitute a quorum at a Board Meeting.

10.8 : Liability

No Directors, 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.

10.9 : Remuneration

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

10.10: Board Discretion

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

11: Committees

The Board 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 Board may establish but no such regulations or directions may exceed the powers granted to the Board itself by the Members. Any expenditure by such a committee must be approved by the Board.

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

Each Committee shall be chaired by a Director or have a Director as a member. Committee chairs shall set the agenda and chair committee meetings, ensure minutes are kept and act as FCA Spokesperson for matters within the purview of their committee. Positions developed by committees shall be ratified by the Board and Federation membership as required.

12: Nominating Committee

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

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

13: Elections

Any person standing for election as a Director must be a representative from a Member of the Federation.

If there are insufficient candidates to fill the Board positions, the remaining Director and Officer positions may be appointed by the Board.

Any contested Board position shall be decided by secret ballot. Only Members may vote.

The Nominating Committee members shall be responsible for the 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.

14: Financial Matters

All funds of the Federation shall be dealt with in the Federation's name and managed by the Treasurer. At least two Officers, one of whom must be the Treasurer or the Chair, 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 or Deposit Insurance Corporation of Ontario.

The Federation may accept most goods, services or cash donations offered; however, it reserves the right to refuse contributions from certain organizations, businesses and individuals if it is deemed by the Board that its acceptance would not be in the best interest of the Federation.

14.1 : Fiscal Year

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

14.2 : Auditor

If deemed appropriate, or required by law, the Members at each Annual Meeting may appoint a qualified Accountant to be the auditor. The remuneration of such an auditor shall be decided by the Board. Failing such an appointment, Members at each Annual Meeting of the Members 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.

15: Amendments

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

Proposed amendments to the By-laws of the Federation require ratification by ordinary resolution to take effect. Such amendments will take effect on passage or on the date specified in the amendment.

16: Dissolution

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

17: Effect

These By-Laws shall come into effect when passed by an ordinary resolution at a General Meeting in which Quorum is present. These By-Laws, as amended from time to time, will continue to stay in effect until such time as new By-laws are approved.