

# THE CABBAGETOWN PRESERVATION ASSOCIATION

## BY-LAW NO. 1: CONSTITUTION

*Approved by the Association at the Annual General Meeting, May 31, 2021. The current form of its Constitution is in the form approved by the Association at its pre-incorporation meeting held on April 28, 1988, as amended since, on March 2, 1989; May 30, 1989; May 21, 1992; and May 6, 1997. There is no available record of further or other amendments since. On March 11, 1989, the Association became incorporated, through affiliation with the Ontario Historical Society.*

### 1. NAME OF THE ASSOCIATION

1.1 The name of the Association is:

#### **THE CABBAGETOWN PRESERVATION ASSOCIATION**

In this Constitution, and except where the legal name of the Association recognized in subsection 1.1 is required or necessary in the context in which it is used, such as for legal acts or decision-making, THE CABBAGETOWN PRESERVATION ASSOCIATION may be referred to as “the Cabbagetown Preservation Association”, “the Association” or “the CPA”.

1.2 The Association is open to and shall work for the benefit of those living and working in the district in the City of Toronto within the following boundaries which today are considered to be Bloor Street/St. James Cemetery on the North to Shuter Street on the South, and from the Don River on the East to Sherbourne Street on the West, hereinafter sometimes referred to as “Cabbagetown” or the “District”.

### 2. OBJECTIVES

2.1. The Association is a volunteer organization committed to:

- celebrating Cabbagetown’s heritage by contributing to and promoting public understanding and appreciation of Cabbagetown’s human, built, cultural and natural heritage.
- advocating for the preservation of the integrity and historical character of Cabbagetown and its neighbourhoods, its conservation and the enrichment of this unique heritage environment.

The mission of the Association will be achieved through a variety of educational and award programs, events and research, by engaging with other local association through collaborative advocacy as appropriate, and membership in local and provincial historical associations.

### 3. MEMBERSHIP

3.1 There shall be three classes of membership:

3.1.1 Homeowners, renters and operators of lawful commercial establishments in Cabbagetown who are at least eighteen (18) years of age, shall be eligible for membership in the CPA. Such persons are referred to in this By-Law as "members".

3.1.2 Individuals who are supporters of the CPA's objectives and do not reside in Cabbagetown may become non-voting members upon payment of the prescribed annual membership fee. Such persons are referred to in this By-Law as "affiliate members". Unless otherwise stated, affiliate members shall have all the rights and privileges of members except that shall not be entitled to vote at any meetings of members and they are not eligible to be elected to the Board of Directors.

3.1.3 The elected member(s) for the ward or electoral district to the Council of the City of Toronto, to the Provincial Legislature, and to the Parliament of Canada for all or part of the District served by the Association, shall, by virtue of that office, be an *ex-officio* member the Association.

3.2. Anyone who lives or works within the District may, without paying membership fees, be a non-voting participant in the activities of the Association. Only members who are up-to-date in the payment of membership fees may stand for election to the Board, vote at meetings of the Association, or be entitled to membership benefits.

3.3 Every member, other than an *ex-officio* member designated in subsection 3.1.3, shall pay the amounts and types of membership fees as proposed by the Board and approved at an Annual General Meeting of the Association.

3.4 Membership fees are for one year starting from the date that the individual joins or renews their membership in the Association.

3.5 A household membership covers up to four (4) people living in the same household, but there is only one vote/per household.

3.6 Every member of the Association is entitled by virtue of that membership to:

3.6.1 attend the AGM of the Association, take part in discussions, and vote on issues to be decided at the meeting;

3.6.2 attend meetings of the Board as an observer; and,

3.6.3 except for affiliate members and *ex-officio* members, serve as a director, officer, or member of a committee of the Association in accordance with this Constitution.

#### **4. MEETINGS OF THE ASSOCIATION**

4.1 The Annual General Meeting of the Association (the “AGM”) shall be held each year on a day determined by the Board, normally within the first five months of each calendar year.

4.2 Special Meetings of the membership may be held at such times as may be determined by the Board.

4.3 Notice of the AGM or of any a special meeting shall be widely distributed through social media, including the CPA Newsletter, and posted electronically on the CPA website at least fifteen days before the meeting. The notice for the AGM shall include the Agenda for the AGM.

4.4. Matters to be dealt with at every AGM shall include the approval of minutes of the previous AGM; election of new members of the Board, the approval of the financial statement for the previous fiscal year prepared by the Treasurer, and the receipt of reports from standing committees and the Officers of the Association.

4.5 A quorum for the Association shall consist of those members who attend the AGM. The quorum for each special meeting shall be set in advance by the Board, provided that any special meeting that passes any motion or elects any member to the Board shall have a quorum not fewer than that of the AGM.

4.6 A vote on every question shall carry by a simple majority of those members present and eligible to vote. A tie vote on any motion shall cause the defeat of the motion. Every question shall be decided by a show of hands, unless a secret ballot is requested by three voting members present.

4.7 Every notice of meeting shall set out all matters proposed for consideration at the meeting.

#### **5. NOMINATION AND ELECTION OF BOARD OF DIRECTORS**

5.1 At least forty-five (45) days prior to the annual meeting of members of the Association (the “AGM”), the Board shall notify all members of the Association of the election of Board of Directors at the upcoming AGM and encourage members to identify suitable candidates for Board vacancies. Details of the responsibilities expected of directors shall be posted on the Association’s website. Names of candidates must be received by the Board not later than thirty (30) days prior to the date of the AGM.

5.2 The Board shall nominate a number of candidates for election as directors at least equal to the number of vacancies which will occur at the next AGM.

5.3 Any person recommended for election to the Board shall be approved by resolution of the Board before the names of such persons are included in the notice of the annual meeting of members.

5.4 Where the number of candidates nominated is equal to the number of vacancies to be filled, the slate of nominees will be presented at the AGM and a vote taken on the motion to accept the slate as presented.

5.5 If the number of candidates nominated is greater than the number of vacancies to be filled, the method of election either by show of hands or by ballot shall be determined by the Chairperson. A ballot may also be demanded by five (5) or more members. The Chairperson may appoint such members who are not candidates to be scrutineers. After the vote is taken, the Chairperson shall announce the results and declare the successful candidates duly elected to office.

## **6. THE BOARD OF DIRECTORS OF THE ASSOCIATION**

6.1 The Board of Directors (the “Board”) is the governing body of the Association and shall consist of not less than eight members and not more than twelve members

6.2 Each Director shall be elected to serve for a term of one, two, or three years, as the Board considers appropriate.

6.3 Each Officer shall be appointed annually by the Directors at the first meeting of the Board following the Annual General Meeting, with the exception of the Chair and Vice-chair who are each appointed for a two-year term that is renewable up to two times at the discretion of the Board.

6.4 The Board shall meet at the call of the Chair, who will instruct the Secretary to call the meeting.

6.5 Any three Directors may instruct the Secretary to call a meeting of the Board.

6.6 The Board shall meet once a month on a day determined in advance, except during July when it shall meet at the Board’s discretion. Any paid-up member of the Association may attend Board meetings as an observer, and on the invitation of the Board, may participate in the discussion.

6.7 At any meeting of the Board, a simple majority of the members of the Board shall constitute a quorum.

6.8 At all Board meetings, except as otherwise specifically provided by a majority vote of the Board, questions shall be decided by not less than a simple majority of members present. In case of a tie vote on any motion, the motion shall fail.

6.9 When a Director of the Association resigns or vacates his or her position, or a vacancy exists for any other reason, the Board, at its discretion, may appoint a member to fill the vacancy until the next AGM or special meeting of the Association, or by resolution of the Board reduce the number of board members until the next AGM.

6.10 Board members may be removed 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 meeting of Association members. Notification of such meeting shall specify its purpose. Any member may be elected for the remainder of the term, in place of the Board member removed, by a majority of the votes cast at such special meeting.

6.11 The Board may, from time to time, create or constitute a committee of the Association to accomplish its purposes. The constitution of a committee need not be restricted in membership to members of the Association if the committee executes a purely advisory function, and no non-member is given access to confidential matters.

6.12 The Board has the ability to appoint a Special Advisor from time to time to meet a particular need and to be able to utilize the expertise which exists in our community.

## **7. OFFICERS OF THE ASSOCIATION**

7.1 There shall be four Officers of the Association: a Chair, a Vice-Chair, a Secretary, and a Treasurer.

7.2 The Chair shall be appointed by the Board at the first meeting following the Annual General Meeting. The Chair will serve as the chief executive officer and shall be responsible for setting and convening meetings of the Association and of the Board and the supervision and maintenance of the day-to-day operations of the Association. The Chair shall serve at least one two-year term that is renewable up to two times at the discretion of the Board.

7.3 The Vice-Chair will be appointed by the Board at the first meeting following the Annual General Meeting. The Vice-Chair shall fulfill the responsibilities of the Chair during any absence of the Chair from a meeting of the Association or the Board, or where, for any other reason, the Chair is not in a position to fulfill any responsibility of office, or when the office of the Chair is vacant, and shall otherwise serve as the Association or the Board may direct, consistent with the provisions of the Constitution. The Vice-Chair shall assist the Chair in various tasks or projects as requested on an ad hoc basis; in so doing, the Vice-Chair will work closely with the Chair in gaining a greater understanding of the Chair's role which is the next Board position to be undertaken by the Vice-Chair. The Vice-Chair serving during the final year of the Chair's last term will succeed as Chair the following year.

7.4 Should the Vice-Chair and the Immediate Past Chair not be available, the Board may nominate and approve the appointment of another member of the Board as Chair pro tem, also pending either the return of the current Chair or Vice-Chair if the absences are temporary, or the election by the Board of a new Chair at the first meeting following the Annual General Meeting.

7.5 The remaining Officers shall be appointed annually by the Board at the first meeting following Annual General Meeting and all shall serve as members of the Board.

7.5.1. The Secretary, or his/her designate, shall take the minutes of the Annual General Meeting and all Board meetings and distribute them to all Board members in advance of the next

meeting, prepare correspondence when requested, and maintain the official records of the Association in paper and/or digital format. The digital records will be stored in a digital vault. The Secretary shall develop and maintain procedures as required to ensure integrity and retrievability of records.

7.5.2 The Treasurer shall be responsible for the custody, receipt, and disbursement of funds of the Association, the keeping of accounts and the preparation of financial statements. The Treasurer shall report to the Board whenever required, but at least quarterly, about the financial position of the Association, including an account of all the Treasurer's transactions. The Treasurer shall prepare financial statements for acceptance at the Annual General Meeting and shall obtain Board approval with the signatures of at least two Board members prior to that Meeting. The Treasurers shall be responsible to file Federal Annual Charitable Return and Corporations Information Return not later than six months following the end of each Fiscal Year.

7.6 The Immediate Past Chair shall assist the Board and Board Chair in various tasks or projects as needed and on an ad hoc basis actively participate in community member engagement activities.

## **8. SIGNING AUTHORITY**

The signing authority for the Association shall be any two of: the Chair, the Vice-Chair, the Secretary, and the Treasurer; or two out of four Board members as authorized by the Board.

## **9. FISCAL YEAR END**

The Fiscal Year End of the Association is April 30<sup>th</sup> in each year.

## **10. INDEMNITY**

10.1 Every Director, Officer, former Director and former Officer of the Association and his or her heirs, executors, administrators and other legal representatives, respectively, shall from time to time and at all times be indemnified and saved harmless by reason of their service as a Director and Officer of the CPA out of the funds of the Association from and against:

10.1.1. all costs, charges and expenses whatsoever, including any amount paid to settle an action or satisfy a judgement, that such director, officer, former director and former officer reasonably sustains or incurs in or about any investigation, action, suit or proceeding that is brought, commenced or prosecuted against him or her for or in respect of any act, deed, matter or thing

whatsoever made, done or permitted by him or her in or about the execution of the duties of his or her office; and

10.1.2 all other costs, charges and expenses that he or she reasonably sustains or incurs in or about or in relation to the affairs of the Association upon presentation of proper receipts; and, except such costs, charges or expenses as are occasioned by his or her own negligence or default.

10.2 The Association shall obtain and maintain insurance for personal liability of, and to indemnify and save harmless all Directors, Officers, former Directors and former Officers of the Association from and against the claims listed in the sub-sections 9.1.1 and 9.1.2 above.

## **11. POLICIES OF THE CABBAGETOWN PRESERVATION ASSOCIATION**

The Association, or the Board, subject to adoption, non-adoption, ratification or other action by the Association, may adopt one or more policies, which, in a manner consistent with the provisions of this Constitution, shall serve as official policy of the Association until such time as any such policy is amended or repealed by the Association, provided that members of the Association, or Board, respectively, are first given advance notice of such proposed amendment or other action, and details of what is proposed, and of the date and time of the meeting at which any or all of such matters are to be considered.

## **12. AMENDMENTS TO THE CONSTITUTION AND BY-LAWS**

12.1 The Board may from time to time propose one or more By-laws for enactment by the Association; and/or amendments of this Constitution, or of any By-law of the Association, and such proposed action shall be considered at a general meeting of the Association, and if appropriate, such By-law may be enacted, or the proposed or other action taken by the Association at such meeting or at another duly-constituted meeting of the Association, or if appropriate by the Board.

12.2 The Board may from time to time propose one or more By-laws for enactment by the Association, or amendments thereto, and, where appropriate, as so decided by the Association, such By-law(s) may be enacted, or other action taken, by the Association provided that prior to such action being taken:

12.2.1 two (2) weeks notice of the proposed amendment has been delivered to members of the Association;

12.2.2 every change proposed is in writing and included in the notice; and,

12.2.3 **two-thirds (2/3)** of the members present at the meeting vote in favour of the amendment or other matter to be considered, or to take such other action as may be appropriate, or to adopt the proposal as amended at the meeting, in a manner consistent with this Constitution.

### **13. OTHER MATTERS**

13.1 The Board shall have the power to act on behalf of the Association between meetings of the Association, unless the Association decides otherwise, in a manner consistent with this Constitution. This may include the establishment of one or more committees, the appointment of one or more task forces; and generally the conduct of the affairs of the Association, also consistent with the purposes of the Association.

**THIS BY-LAW, TO ESTABLISH AND CONSTITUTE THE CONSTITUTION OF THE CABBAGETOWN PRESERVATION ASSOCIATION AS ADOPTED AND APPROVED BY THE ASSOCIATION at its meeting held on May 31, 2021**