



ANNEX RESIDENTS' ASSOCIATION

CONSTITUTION

and

BY-LAWS



ANNEX RESIDENTS' ASSOCIATION

1. NAME

The name of the Association shall be The Annex Residents' Association.

2. INTERPRETATION

In the following sections the word "Annex" shall mean and include the district in the City of Toronto known as the "Annex" bounded as follows: on the south by Bloor Street West, on the west by Bathurst Street on the north by the Canadian Pacific Railway tracks, and, on the east by Avenue Road.

Meetings shall be conducted under the general guidance of "Robert's Rules of Order" as amended from time to time.

3. MISSION STATEMENT AND GOALS

- a. The Mission statement of the Association is as follows:

The Annex Residents' Association is committed to improving and preserving the distinctive nature of the Annex. It is a volunteer group of residents, with a broadly-based membership that represents all aspects of the community.

- b. The Goals of the Annex Residents' Association are to:

Enhance and improve the distinctive character and livability of the Annex;

Protect the significant built form heritage of the Annex.

Develop, in consultation with the community, a planning vision for the future, and communicate that vision to residents, property-owners, planners and politicians

Be an active voice for the needs and desires of the Annex community at the municipal, provincial, and federal levels of government.

Strengthen, develop and promote the sense of community spirit in the Annex;

Promote and partake of the democratic process, and

Maintain and broaden our base of support in the Annex community.

4. MEMBERSHIP

- a. The membership shall consist of such qualified persons or businesses and organizations as shall have paid such fees as may from time to time be prescribed by the Board of Directors and who support the purposes of the Association. Membership cards shall be issued to all paid-up members;

- b. Qualifications for Voting Members:



ANNEX RESIDENTS' ASSOCIATION

- i. Individual Membership - the qualification for Individual Membership shall be residence in the Annex;
 - ii. Family Membership - the qualification for Family Membership shall be residence in the Annex by two or more persons occupying the same dwelling unit;
 - iii. Sustaining Membership - the qualification for Sustaining Membership shall be the same as for Individual or Family Membership. Categories of Sustaining Members may be created at the discretion of the Board.
- c. Qualifications for Non-Voting Members:
- i. Friend of the Annex - the qualification for Friend of the Annex shall be a manifest interest in the activities and a desire to support the goals of the Association by a person who does not qualify for Individual or Family Membership;
 - ii. Corporate Membership - the qualification for Corporate Membership shall be a manifest interest in the activities and a desire to support the goals of the Association by a business or organization which does not qualify for Individual or Family Membership.
- d. Membership dues are paid in advance and are good for one year or more years depending on the dues paid. They shall be renewable one year from the date on which the previous year's dues were paid.
- e. No member shall be entitled to a vote at any special or annual meeting of the membership whose dues are in arrears. Only a member whose dues are not in arrears shall be considered to be in good standing.

5. MEETINGS OF MEMBERS

- a. The annual meeting of the members shall be held each year on such day as the Board of Directors shall determine, within four months after the end of the fiscal year (see paragraph 27);
- b. Special meetings of the members may be held at such time or times as may be determined by the Board of Directors;
- c. Special meetings of the members may also be convened upon a requisition signed by not less than twenty-five members in good standing given in writing to the Secretary who shall give written notice of such meeting to the members of the Association forthwith on receipt of such request. Such requisition shall state the business to be considered at such meeting. If the Secretary fails to give notice of such meeting within ten days of the receipt of such requisition, anyone of the members in good standing who signed the request may do so and shall have access to the register of members for such purpose. Any such notice shall be given at least fifteen (15) days before the date proposed for such meeting and shall contain a copy of such requisition.



ANNEX RESIDENTS' ASSOCIATION

6. NOTICE OF MEETINGS OF MEMBERS

- a. Notice of the annual or a special meeting of members shall be given by the Secretary, or other qualified person (see section 5 clause c), to each member at least fifteen (15) days before the date fixed for the holding of such meeting. The notice shall state the business to be transacted at such meeting, which shall, in the case of the annual meeting, include the election of Directors, the appointment of auditors and the approval of the financial statements for the last fiscal year as reviewed by the auditors. The notice shall be accompanied by the report of the nominating committee;
- b. No accidental error or omission in giving notice to any member of any annual or special meeting of the members shall invalidate such meeting or make, void any proceedings taken thereat.
- c. For the purpose of sending notice to any member for any meeting of members the address of any member shall be the last address recorded on the register of members of the Association.

7. QUORUM FOR MEETING OF MEMBERS

- a. A quorum for any meeting of members shall be twenty five members in good standing present in person.

8. VOTING AT MEETINGS OF MEMBERS

- a. Subject to the provisions of paragraph 4 (d), each individual member, family member, and sustaining member over the age of 15 shall be entitled to one vote at any meeting of members;
- b. At all meetings of members every question shall be decided by a majority of the votes of the members present in person including the Chair if the Chair chooses to vote. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any member. Upon a show of hands a declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn, but if a poll be demanded and not withdrawn, the question shall be decided by majority of the votes given by the members present in person and such a poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed to be the decision of the Association in general meeting upon the matter in question. In case of an equality of votes at any meeting of Directors, whether upon a show of hands or on a poll; the Chair shall not be entitled, to a second vote and the motion shall be deemed to have been defeated.

9. DIRECTORS



ANNEX RESIDENTS' ASSOCIATION

- a. The government of the Association shall be vested in a board of such number, being not more than thirty and not less than fifteen Directors, as the Board shall in each year determine, in addition to the immediate past Chair who shall be an ex officio Director;
- b. The Board of Directors shall have general charge and supervision of the management of the affairs of the Association and shall carry out its objectives as set out in section 3.
- c. At each annual meeting the number of Directors, as determined under clause 9 (a) shall be elected to hold office for a term of one year;
- d. A Director shall be eligible to serve for six (6) consecutive one year terms after which one year must lapse before the member shall be eligible for re-election. The six consecutive year term limit may be extended for no more than two consecutive years at the discretion of the membership;
- e. The Directors and officers of the Association shall hold office until their successors are elected or appointed.

10. QUALIFICATION OF DIRECTORS

- a. Any Individual, Family or Sustaining Member in good standing of the Association is qualified to be a Director, subject to the limitation imposed in clauses 9 (d), 10 (b), and 10 (c);
- b. Not more than one family member from the same family membership shall be eligible to serve on the Board of Directors at the same time;
- c. Two members who are the other's spouse shall not be eligible to serve on the Board of Directors at the same time.

11. MEETINGS OF THE DIRECTORS

- a. The Board of Directors shall hold regular meetings once in each month on such day in the month as the Board shall from time to time prescribe, except during the months of July and August when, at the discretion of the Board, there may be a summer recess;

12. QUORUM OF MEETINGS OF DIRECTORS

- a. One-third of the Directors holding office shall constitute a quorum at all meetings of the Board of Directors.

13. NOTICE OF MEETINGS OF DIRECTORS

- a. Notice for regular meetings of Directors shall be given by the Secretary, or, in the absence of the Secretary, by the Chair or a Vice-Chair at the beginning of the year following the Annual General Meeting. Should any changes become necessary, notice of such change shall be



ANNEX RESIDENTS' ASSOCIATION

delivered, telephoned, or delivered by such other means as the Secretary or Chair or Vice-Chair shall deem to be most expedient.

- b. No accidental error or omission in giving notice to any Director of any meeting of Directors shall invalidate such meeting or make void any proceedings taken thereat.
- c. For the purpose of sending notice to any Director for any meeting the address of any Director shall be the last address recorded on the register of members of the Association.

14. VOTING AT MEETINGS OF DIRECTORS

- a. At all meetings of Directors, except as otherwise specifically provided in this constitution and these by-laws, every question shall be decided by a majority of the votes of the Directors present in person. Every question shall be decided in the first instance by a show of hands unless a poll is demanded by any Director. Upon a show of hands, a declaration by the Chair of the meeting that a resolution has been carried or not carried and an entry to that effect in the minutes of the meeting shall be admissible in evidence as prima facie proof of the fact without proof of the number or proportion of the votes recorded in favour of or against such resolution. The demand for a poll may be withdrawn but if a poll be demanded and not withdrawn, the question shall be decided by a majority of the votes given by the Directors present in person and such poll shall be taken in such manner as the Chair shall direct and the result of such poll shall be deemed to be the decision of the Board of Directors. In case of an equality of votes at any meeting of Directors, whether upon a show of hands or on a poll, the Chair shall not be entitled to a second vote and the motion shall be deemed to have, been defeated;
- b. No Director shall be entitled to vote or be present at a meeting of Directors during such time as a matter is being considered by the Board in which such Director has a conflict of interest. If such a matter arises, such Director shall at once declare that he or she has a conflict of interest and withdraw, from the meeting and a note thereof shall be made in the minutes of the meeting;
- c. A Director shall be deemed to have a conflict of interest in respect of a matter if he or she (or any person, firm or corporation in which such Director has an interest) has an interest, financial or otherwise, in the disposition of such matter by the board in conflict with the fiduciary duty of such Director to the members of the Association as a Director thereof.

15. ELECTIONS OF DIRECTORS

- a. The election of Directors shall take place on the annual meeting of members. In each year the Nominating Committee shall propose to the membership sufficient nominees to effect the smooth operation of the Association. Included in this list shall be all eligible Directors who wish to continue on the Board, together with names of any qualified members proposed in writing by not fewer than five members, and received by the Committee or the Secretary not less than five days preceding the Annual General Meeting. These members shall be acclaimed



ANNEX RESIDENTS' ASSOCIATION

at the Annual Meeting unless such list would result in more than thirty Directors being named. If this should occur there will be an election.

16. REMOVAL OF DIRECTORS

- a. Members of the Association may by resolution passed by at least two-thirds of the votes cast at a special meeting of members of which notice specifying the intention to pass such resolution has been given, remove any Director before the expiration of that Directors term of office an may, by a majority of the votes cast at such meeting, elect any qualified person in place of that Director for the remainder of his or her term.

17. DISQUALIFICATION OF DIRECTORS

- a. A Director shall be disqualified from holding office as a Director and officer of the Association if that Director shall cease to maintain his or her principal residence in the Annex or if that Director should miss three board meetings without reasons satisfactory to the Chair and the Executive Committee or if that Director shall be unwilling or unable to perform those duties which may be requested of him or her by the Board of Directors.

18. VACANCIES IN BOARD OF DIRECTORS

- a. Any vacancy occurring in the Board of Directors may be filled by the remaining Directors from among the eligible members in good standing, who are found to be by the Nominating Committee persons likely to be an asset to the Board. If the Director in respect of whom such vacancy occurs was an officer of the Association, the remaining Directors shall appoint a Director to fill the office so vacated.

19. LIMITATION ON AUTHORITY OF INDIVIDUAL DIRECTORS AND OFFICERS

- a. No Director or Officer, without the authority of the Board of Directors evidenced by a resolution passed at a meeting thereof, shall enter into a contract on behalf of the Association.
- b. No Director or Officer or member of any committee, without the general authority of the Board, shall commit the Association to a course of action or make public statements on behalf of the Association, except in the case of an emergency, when approval of two (2) members of the Executive Committee shall be sufficient authority.

20. OFFICERS

- a. There shall be a chair, not less than two vice-chairs, a secretary, a membership secretary and a treasurer of the Association who shall be elected by the Board of Directors at the first meeting of the Board of Directors following the Annual General Meeting;



ANNEX RESIDENTS' ASSOCIATION

- b. Any vacancy occurring in the office of Chair, vice-chair, secretary, membership secretary and treasurer shall be filed by the Board of Directors from its number;
- c. The Board of Directors may appoint such other officers as it shall deem appropriate and may define their duties.

21. DUTIES OF CHAIR

- a. The Chair shall, when present, preside at all meetings of the members of the Association and of the Board of Directors and shall supervise the general management and operation of the Association to ensure that at all times the policy of the Board of Directors is carried out. The Chair shall be ex officio a member of all committees except the Nominating Committee.

22. DUTIES OF VICE-CHAIRS

- a. One of the Vice-Chairs shall discharge the duties of the Chair in the absence of or upon the request of the Chair. The Vice-Chair shall perform such other duties as may from time to time be determined by the Board of Directors;

23. DUTIES OF SECRETARY

- a. The Secretary shall be ex officio clerk of the Board of Directors and of the members and, shall record and store all minutes of all meetings of Directors and members. The Secretary shall give all notices required to be given to members and to Directors and shall perform such other duties as may from time to time be determined by the Board of Directors.

24. DUTIES OF THE MEMBERSHIP SECRETARY

- a. The Membership Secretary shall be responsible for maintenance of up-to-date lists of members, the collection of dues from members, and for undertaking such initiatives as are necessary to, maintain and promote community support in the form of memberships, for the effectiveness of the organization.

25. DUTIES OF TREASURER

- a. The Treasurer shall keep full and accurate accounts of all receipts and disbursements in proper books of account and shall deposit all monies or other valuable effects in the name and to the credit of the Association in such bank or banks as may from time to time be designated by the Board of Directors. The Treasurer shall disburse the funds of the Association under the direction of the Board of Directors, taking proper vouchers therefore and shall render to the Board of Directors at the regular meetings whenever required an account of all his or her transactions as treasurer and of the financial position of the Association. The Treasurer shall



ANNEX RESIDENTS' ASSOCIATION

also perform such other duties as may from time to time be determined by the Board of Directors.

26. APPOINTMENT OF AUDITOR

- a. The members at each annual meeting shall appoint an auditor to hold office until the next annual meeting. The auditor shall make such examinations as will enable him or her to report to the members on the financial statement to be laid before the members at the annual meeting of members. The auditor shall state in such report whether in his or her opinion the financial statement referred to therein presents fairly the financial position of the Association and the results of its operations for the last completed fiscal year of the Association in accordance with generally accepted accounting principles applied on a basis consistent with the preceding period;
- b. Any vacancy occurring in the position of auditor shall be filled by the Board of Directors;
- c. The auditor shall not be a Director or Officer of the Association but may be a member.

27. FISCAL YEAR

- a. The fiscal year of the Association unless otherwise determined by the Board of Directors shall terminate on the 31st day of December in each year.

28. FINANCIAL STATEMENTS

- a. The Directors shall lay before each annual meeting of members a financial statement for the last completed fiscal year of the Association consisting of a statement of receipts and disbursements and such other statements as they shall think necessary, together with the report of the auditor thereof. The financial statement shall be approved by the board of Directors prior to the presentation thereof, such approval to be evidenced by the signatures at the foot of the statement of two Directors duly authorized by the board to sign such statement.

29. COMMITTEES

- a. The Board may appoint standing committees and ad hoc committees of which at least one member shall be a director for such periods and having such powers and duties as the Board may prescribe. Without limiting the number and purpose of such committees the Board of Directors shall appoint the following standing committees:

Executive Committee

Membership Committee

Nominating Committee



ANNEX RESIDENTS' ASSOCIATION

Unless otherwise directed by the Board, committees shall appoint their own officers and make their own rules governing procedure. The decision of the majority of the members of a committee shall be the decision of a committee. The chair shall not be entitled to a second vote. The quorum for any committee meeting shall be a majority of the members thereof. Each committee shall report to the board through its chair, who must be a Director.

- b. The Executive Committee: The Executive Committee shall consist of the Chair, Vice-Chairs, Treasurer, the Secretary of the Board, the Chair of Membership and Nominating Committee, the Chairs of all Standing Committees, and any other Board members whom the Chair shall from time to time appoint. The Executive Committee shall meet as and when required at the discretion of the Chair. The duties of the Executive Committee shall be as follows:
- i. To conduct and manage the normal activities of the Association, subject to such regulations and policies that may from time to time be established by the Board of Directors.
 - ii. To establish the agenda for all meetings of the Board of Directors.
 - iii. To recommend to the Board the establishment of standing and ad hoc committees and to recommend to the Board guidelines governing the activities of such committees.
 - iv. To recommend to the Board any changes in policy.
- c. Membership Committee: The duties of the Membership Committee shall be to formulate for the approval of the Board of Directors plans and projects for increasing the membership of the Association and to implement and carry out such plans and projects as the Board of Directors may approve. The Membership Committee shall create and maintain an up to date list of members, shall advise members of dues payable, and shall collect such dues and pass them on to the Treasurer. The Committee shall, make this list available to the secretary and any other member of the Association who has good and legitimate use for it, see paragraph 29 (d). The Membership Committee shall also endeavour to establish communications between the membership and the Board and shall have responsibility for the establishment and maintenance of a system of street representatives.
- d. Nominating Committee:
- i. The goal of the Nominating Committee shall be to seek out members to serve as directors and officers who will be chosen to meet the needs of the Association for both direction and to represent the Annex in all its diversity.
 - ii. The Nominating Committee shall be chaired by the Past Chair of the Association, or alternatively by the, chair of the Membership Committee, and shall consist of the Past Chair, the Chair of the Membership Committee, and at least two Directors not on the Executive Committee, such members to be elected by the Board at least thirty (30) days before the Annual General Meeting at which these By-laws will come into effect.



ANNEX RESIDENTS' ASSOCIATION

Following this meeting, the Nominating Committee shall be elected by the Board at the first Board meeting following the Annual General Meeting.

- iii. In case the Board of Directors fails for want of a quorum or for some other reason to elect the Nominating Committee within the, time specified, then it shall be the duty of the Chair to appoint such a committee.
- iv. The Nominating Committee shall prepare a slate of Directors to be voted on at the Annual General Meeting as described above in paras. 9, 10 and 6 (a).
- v. Whenever the number of Directors falls below thirty, see para. 9 (a), and whenever the Board determines that it is expedient to fill such vacancies the Nominating Committee shall find, interview and introduce prospective new Directors to the Board to be appointed to fill. the vacated term as an interim Director by the Board as Directors. Such new Directors shall then appear on the slate for confirmation at the next Annual General Meeting.
- vi. The Nominating Committee shall recommend Officers for the coming year to the Board, see paragraph. 20 (a), and the Chair shall supervise the election of Officers.

30. AMENDMENT TO CONSTITUTION AND BY –LAWS

- a. The Directors may at any time alter or amend the Constitution and By-laws of the Association but no such amendment shall be effective until confirmed by the vote of two-thirds (2/3) of the members of the Association present at the next annual meeting of the members or at a special meeting of the members called for the purpose of considering such amendment.

31. REPEAL OF PRIOR CONSTITUTION AND BY-LAWS

- a. All constitutions and by-laws of the Association heretofore made, passed or adopted are repealed and rescinded by this Constitution and these By- laws, without prejudice to the validity of any action heretofore taken thereunder.

ENACTED by the Directors of **THE ANNEX RESIDENTS' ASSOCIATION ON THE 9th DAY OF MARCH, 2006.**

CONFIRMED at a general meeting of the members of **THE ANNEX RESIDENTS' ASSOCIATION held on the 30th day of March, 2006.**