



NUTANA COMMUNITY ASSOCIATION INC.

**CONSTITUTION**

ARTICLES OF INCORPORATION

&

BYLAWS

Revised 9.01 and 9.03 April 18, 2016

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Membership Approved April 11, 2013

Corporation Number 209168

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# NUTANA COMMUNITY ASSOCIATION INC. ARTICLES OF INCORPORATION

## ARTICLE 1 – NAME

- 1.1 The name of the organization shall be: "**Nutana Community Association Inc.**", also known as the NCA, hereinafter called the "Association".

## ARTICLE 2 – REGISTERED OFFICE

- 2.1 639 Broadway Avenue  
Saskatoon, SK S7N 1B2

The registered office may be changed to the mailing address of the Association's Treasurer or President. All changes to the location or address of the registered office shall be filed with the Corporate Registry.

## ARTICLE 3 – MEMBERSHIP

- 3.1 Membership shall be open to all persons who reside within the Association boundaries, ~~and~~ families whose children attend any school located within the Association boundaries, ~~and those whose place of employment's primary address is within Association boundaries. Consideration for membership will be given on a case-by-case basis at the discretion of the Board of Directors.~~
- 3.2 Non-members may participate in Association activities with priority given to Association members if necessary. ~~Non-members shall be referred to as "Associate" members.~~
- 3.3 Membership fees will be set annually by the executive with approval of the membership at an Annual General Meeting. ~~A fee will also be set for non-member participants.~~

## ARTICLE 4 – RIGHT TO TRANSFER MEMBERSHIP INTERESTS

- 4.1 None.

## ARTICLE 5 – NUMBER OF DIRECTORS

- 5.1 Minimum of five (5). Maximum of thirty (30).

## ARTICLE 6 – TYPE OF CORPORATION

- 6.1 The corporation is a Saskatchewan Charitable Corporation.

## ARTICLE 7 – ACTIVITIES OF THE CORPORATION

- 7.1 To promote and assist in the educational, recreational and social welfare of the families in the community, and to develop the material resources of the community.
- 7.2 To promote, develop and organize educational, recreational, cultural, and social programs, facilities and sites by:
- a) working in cooperation with the City of Saskatoon Community Services Department.
  - b) working in conjunction with other organizations and agencies.
  - c) raising funds for carrying out and furthering the Association's objectives.
  - d) working in cooperation with the Boards of Education.
- 7.3 To enhance and protect the quality of life in the Nutana community:
- a) actively promote the community interests of the membership of the Association.
  - b) promote the preservation of the Nutana district as a residential neighbourhood.
  - c) provide a vehicle through which the residents of the neighbourhood and members of the Association can take part in the planning and development of the district.
  - d) gather, compile, collect, and use such information as is necessary for the purpose of furthering the objectives of the Association.
  - e) provide a means of communication among the membership on subjects falling within the objectives of the Association.
  - f) promote ways and means of allowing each resident to participate actively in the improvement of the district and the enhancement of community life.

## ARTICLE 8 - DISSOLUTION

- 8.1 If the Community Association Board of Directors concludes that it can no longer function as a viable organization then dissolution may be considered. It should be noted however, that dissolution constitutes liquidation of all the Association's assets and de-registration of its charter. This is a drastic action and should only be implemented if no further purpose for the Association's existence can be identified. Alternatively, it may be desirable to allow the Association to lie dormant until its operation is viable once again.

Proposals of this nature must be tabled at a meeting of the general membership for discussion and approval. Any motion which would authorize dissolution of the Association must be approved by 2/3 majority of eligible voters present before it can be implemented.

- 8.2 Disposal of Assets: In the event that dissolution is approved, a panel of at least three (3) trustees must be appointed to oversee the wind-up of all outstanding financial affairs of the Community Association in accordance with the following guidelines:
- a) The trustees shall take all steps legally necessary to ensure repayment of any outstanding debts for which the Association may be held accountable.

- b) Assets such as sports equipment acquired with major financial assistance from another organization shall revert back to that organization(s). If that organization has ceased to exist, the assets in question shall be disposed of in accordance with subsection (c).
- c) All other remaining assets shall be donated to a charitable or non-profit organization identified and approved by the Association membership at the same meeting in which dissolution was approved. If no such directive is issued, the beneficiary shall be chosen at the discretion of the trustees.

## **NUTANA COMMUNITY ASSOCIATION INC. BYLAWS**

The Board of Directors of the Nutana Community Association Inc. enacts bylaws as follows:

### **BYLAW 1 – PRELIMINARY**

- 1.1 Unless the context otherwise requires, the singular words include the plural and vice versa, and the masculine gender includes the feminine.
- 1.2 In the event of any dispute as to the meaning of any bylaw or resolution heretofore or hereafter passed, the interpretation of the Board of Directors shall be final and conclusive.

### **BYLAW 2 – COMMUNITY BOUNDARIES**

- 2.1 The Nutana ~~District Community~~ shall encompass the area of the City of Saskatoon bounded as follows:
  - a) on the north and west by the South Saskatchewan River,
  - b) on the east by Clarence Avenue, and
  - c) on the south by 8<sup>th</sup> Street.

### **BYLAW 3 - MEMBERSHIP**

- 3.1 Membership shall be open to all persons who reside within the Association boundaries, ~~and~~ families whose children attend any school located within the Association boundaries, ~~and those whose place of employment's primary address is within Association boundaries. Consideration for membership will be given on a case-by-case basis at the discretion of the Board of Directors.~~
- 3.2 Non-members may participate in Association activities with priority given to Association members if necessary. ~~Non-members shall be referred to as "Associate" members.~~
- 3.3 Membership fees will be set annually by the executive with approval of the membership at an Annual General Meeting. ~~A fee will also be set for non-member participants.~~
- 3.4 A member is not liable in his individual capacity for any debt or liability of the Association.

**BYLAW 4 – THE BOARD OF DIRECTORS – changes made to the numbering for consistency that are not tracked**

4.1 The Association shall be governed by the Board of Directors which shall consist of the Executive Officers, Directors, Directors-at-Large and Appointed Directors as follows:

a) Executive Officers

- i. President
- ii. Vice-President
- iii. Secretary
- iv. Treasurer
- v. Past President

b) Directors

- i. Indoor Programs Co-ordinator(s)
  - ii. Sport Coordinators: ~~as required Soccer, Basketball, Football, Softball & Volleyball~~
  - iii. Civics Coordinator(s)
  - iv. Community Garden Coordinator(s)
  - v. Newsletter Editor
  - vi. Rink Coordinators: Victoria School Rink & Idylwyld Park Rink
  - vii. Social Coordinator
  - viii. Website/Social Media Coordinator
  - ix. Volunteer Coordinator
  - x. Online Registration Coordinator
- c) Directors-at-Large
- i. ~~Up to six (6) elected~~ Directors-at-Large as deemed necessary
  - ii. Nutana Collegiate Liaison
  - iii. Ecole Victoria School Liaison
  - iv. Oskayak High School Liaison

4.2 ~~Ex-Officio Non-Voting Appointed Liaisons~~ ~~Appointed Directors~~

- a) Adelle House
- b) Albert Community Centre Liaison (appointed by City of Saskatoon)
- c) Broadway BID Liaison
- d) Marr Residence Management Board Liaison (appointed by City of Saskatoon)
- e) City of Saskatoon Community Consultant

4.3 Any position can be a co-position or shared position.

~~4.4 The positions of Secretary and Treasurer may be combined into one by the Board of Directors.~~

## **BYLAW 5 – POWERS OF THE BOARD OF DIRECTORS**

- 5.1 The Board of Directors shall have power to do all things necessary for the successful operation of the Association and without restricting the generality of the foregoing, be empowered to:
- a) administer the funds of the Association, including approval of fund-raising projects, in such manner and for such purposes as it may decide are beneficial to the well-being and advancement of the objectives of the Association.
  - b) decide to commence any new program considered desirable and likewise to discontinue any program being conducted under the auspices of the Association.
  - c) remove from the Board of Directors any Director for failure to properly carry out his duties ~~as stated in the by-laws as laid out in the policies~~.
  - d) accept any resignation and appoint any member of the Association to fill any vacancy occurring on the Board of Directors until the next Annual General Meeting at which time an election will be held for a Director to fill the position for the remaining term of office.
  - e) ensure that the objectives of the Association be carried out and that the Association is operated on a non-political and non-sectarian basis. The objectives of the Association shall be carried on without personal financial gain to its members and any profit or other accretions shall be used in promoting Association objectives.
  - f) appoint committees, either standing or temporary, prescribe their duties, powers and duration thereof, notwithstanding any other provisions of the Constitution.
  - g) make such rules and regulations regarding the use of Association facilities, equipment and supplies as they may deem necessary.
- 5.2 The Board of Directors may make bylaws, rules and regulations relating to the administrative and domestic affairs of the Association:
- a) prescribing the duties of members of the Board of Directors.
  - b) prescribing the amounts of membership fees to be paid and the fiscal year for memberships.
  - c) governing all other matters reasonably necessary for carrying out the provisions of this Constitution.
- 5.3 All property of the Association shall be the responsibility of the Board of Directors and the Board of Directors shall see that a correct inventory of property is kept.
- 5.4 Any member of the Board of Directors who shall for any reason cease to hold office shall turnover to the Board all documents, records, books, funds or Association property within thirty (30) days.

## BYLAW 6 – DUTIES OF THE BOARD OF DIRECTORS & LIAISONS

### 6.1 President

- a) Presides as chairperson at all meetings of the Board of Directors and the community association;
- b) Is responsible for preparation of the agenda for meetings or appoints a designate;
- c) Has signing authority on documents and for cheques drawn on community association funds;
- d) Acts as the representative for the Association or appoints a designate;
- e) Ensures that all Directors are adequately trained in their duties and functions;
- f) Is ex-officio member of all committees of the Board of Directors and designates jobs to committees.
- g) Upon completion of your term as President you will assume the role of Past President as outlined in *Bylaw 6.5*

### 6.2 Vice President

- a) In the absence of the President, assumes all authority and responsibility generally designated to the President;
- b) Assists the President with the leadership and direction of the association;
- c) Has signing authority on documents and for cheques drawn on association funds;
- d) Applies for the Community Association Operating Grants.
- e) **Coordinate the Nutana Notable Neighbour Awards**

### 6.3 Secretary

- a) Records, preserves and distributes the minutes of all Board of Directors, General and Special meetings of the Association;
- b) Keeps a record of all committees and committee members;
- c) Ensures all notices of Board of Directors, General and Special Meetings are distributed;
- d) Has signing authority on documents and for cheques drawn on association funds;
- e) Handles all correspondence as directed by the Board of Directors.



#### 6.4 Treasurer

- a) Keeps regular books and records of the Association's finances;
- b) Has signing authority on documents and for cheques drawn on Association funds;
- c) Prepares and presents financial statements for meetings of the Board of Directors;
- d) Ensures a reviewed or audited statement of the financial position of the Association is prepared and presented at the Annual General Meeting;
- e) Prepares a budget projection for the Board of Directors' approval at the beginning of each fiscal year;
- f) Files the annual return, changes in the Directors of the Association, and amendments to the constitution and bylaws with the Corporate Registry.

#### 6.5 Past President

- a) Is a member of the executive for a minimum of one year **to a maximum of two years** following the expiration of his/her President's term;
- b) Provides guidance and support for the President and the Board of Directors;
- c) May assume responsibilities as determined and designated by the Board of Directors;
- d) Chairs meetings in the absence of both the President and Vice President.

#### 6.6 Indoor Program Coordinator(s)

- a) Coordinates and manages all indoor recreation activities in cooperation with the Community Services Department and the School Boards;
- b) Appoints and assigns duties to instructors and coaches as required to facilitate indoor programs.
- c) **Liases with the Online Registration Coordinator and other positions as required.**
- d) **Liases with Community Consultant to prepare Leisure Guide Program Listings**

#### 6.7 Sport Coordinators – ~~Soccer, etc.~~ (as required)

~~(Note:—The scope of sporting programs offered by the Association will vary each season dependent upon the availability of volunteers)~~

- a) Acts as liaison with the community association and respective sport organization;
- b) Recruits and assigns duties to instructors and coaches as required to facilitate the sports program.

#### 6.8 Civics Coordinator(s)

- a) Represents the community association on matters of civic concern;
- b) Coordinates input from residents **and members** on issues that require public opinion and awareness.

6.9 Community Garden Coordinator(s)

- a) Acts as a liaison between the community association and the garden organization;
- b) Assigns duties to the garden registrar(s), work bee coordinator(s), shed manager, site manager, and other **volunteers staff** as may be required;
- c) Organizes registration, organizes membership, collects registration forms and fees, and assigns plots;
- d) Secures a water source and land lease agreement prior to the gardening season;
- e) Develops and distributes a calendar of social events and maintenance work bees to the membership.

6.10 Newsletter Editor

- a) Prepares Association newsletters;
- b) Coordinates the distribution of Association newsletters.

6.11 Rink Coordinator(s)

- a) Coordinates the operation of the community outdoor rink (**ex. make ice, scrape the ice, communicate with the school, ensure receipts and invoices for the rink are paid**);
- b) Supervises all staff **and/or volunteers** ~~who are either hired or volunteer~~ to work at the rink.

6.12 Social Director

- a) Organizes and coordinates social activities and functions that are outside the parameters of other Program and Special Event Coordinators for the Association (**ex. Sweep Into Spring, Pumpkins in the Park, and parklet events**).

6.13 Website/**Social Media** Coordinator

- a) Maintains the community association website including updating information, removing outdated information and managing the regular postings of the Board of Directors.
- b) Maintain the emails and exchange the passwords for the Board of Directors.
- c) Manage the community association social media accounts.
- d)

6.14 **Online Registration Coordinator**

- a) **Updates and maintains the online registration and payment platforms**
- b) **Coordinates with the Indoor Program Coordinator(s) and other positions as required.**

6.15 Volunteer Coordinator

- a) Promote open Board of Director positions.
- b) Manage and maintain a database of volunteers to be used at events and for various community association initiatives.

6.16 Directors-at-Large and Appointed Liaisons Directors

- a) Are directors that are either available for appointment to duties, responsibilities and committees as deemed necessary by the Board of Directors., ~~or are appointed liaisons from the following organizations: Adelle House, Albert Community Centre, Broadway BID or Marr Residence Management Board.~~

6.17 The members of the Board of Directors shall perform other such duties as may be assigned from time to time.

## BYLAW 7 – GENERAL AND SPECIAL MEETINGS

### 7.1 Annual General Meeting

- 7.11 There shall be at least one (1) Annual General Meeting of the Association in each calendar year.
- 7.12 The Annual General Meeting shall be held within four (4) months of the fiscal year end with the date and location of such a meeting fixed by the Board of Directors.
- 7.13 Election of Directors shall be held at the Annual General Meeting, with duties to commence immediately following the adjournment of said meeting.

7.14 Notice will be given within the required timeframe as outlined in the Non-Profit Corporation Act, 1995 Section 125

~~Order of Business for a General Meeting: Call to order and adoption of the agenda~~

~~Adoption of minutes of the previous Annual General Meeting~~

~~Business arising from minutes of the previous Annual General Meeting~~

~~President's Report~~

~~Treasurer's Report~~

~~Review and approval of financial statements and auditor's report~~

~~Approval of Operating Budget and Membership Fees~~

~~Waive of Audit~~

~~Executive and Director's Reports~~

~~New Business~~

~~Election of Directors~~

~~Adjournment~~

~~Any procedure or order of business not covered hereto shall be governed by Robert's Rules of Order.~~

### 7.2 Special Meeting

- 7.21 In addition to the Annual General Meeting, special meetings of the Association shall be held in the following circumstances:
- a) When deemed advisable by the Board of Directors.
  - b) When a written request signed by not less than fifteen (15) voting members is presented to the Secretary. The request must clearly state the nature of the business proposed to be transacted at such meeting. The meeting shall be held not less than fifteen (15), and not more than thirty (30) days from receipt of the request.
- 7.22 All notices of special meetings shall state specifically the business proposed to be discussed at such meeting and no other business shall be transacted.

### 7.3 Notice

7.31 Notice of an **Annual** General or Special meeting shall be given to the members by means of newsletter, posters, advertisements, **social media, website**, or by individual notices as may be decided by the Board of Directors, or by the Association at a General Meeting.

7.32 No action taken at a General or Special Meeting is invalid due to:

- a) accidental omission to give any notice to any Member;
- b) any Member not receiving any notice; or
- c) any error in any notice that does not affect the meaning.

### 7.4 Quorum and Voting

7.41 Not less than ten (10) voting members shall constitute a quorum of any **Annual** General or Special Meeting of the Association.

7.42 All members in good standing shall have the right to one vote on any question at a general meeting, except the President who shall have the casting vote in case of a tie. ~~Associate members shall have no voting rights.~~

7.43 The business of the Association shall be by majority vote of voting members present at the meeting as indicated by a show of hands. ~~with the exception of amendments to the constitution. Amendments to the constitution shall be governed by Bylaw 12—Amending The Constitution.~~

## **BYLAW 8 – REGULAR MEETINGS OF THE BOARD OF DIRECTORS**

8.1 Meetings of the Board of Directors may be held at any time upon reasonable notice and at the call of the President. There shall be a minimum of eight (8) **regular** meetings per fiscal year.

8.2 Meetings of the Board of Directors are open to the general public, but only voting members of the Board of Directors may vote.

~~8.3—Order of Business for Meetings of the Board of Directors:-~~

~~Call to order and adopt the agenda~~

~~Guest presentations~~

~~Adoption of minutes of the previous meeting of the Board of Directors-~~

~~Matters arising out of the minutes~~

~~Correspondence~~

~~Treasurer's Report~~

~~Executive and Director's Reports-~~

~~Unfinished business~~

~~New business~~

~~Adjournment~~

~~Any procedure or order of business not covered hereto shall be governed by Robert's Rules of Order.~~

### 8.3 Quorum and Voting

8.31 Five Board members, two of which must be Executive Officers, shall constitute a quorum to conduct **regular business** meetings of the Board of Directors.

8.32 All questions before the Board of Directors shall be determined by majority vote of Directors present. The President shall refrain from voting except in the event of a tie.

## BYLAW 9 - ELECTIONS

9.1 Elections shall be held annually for half of the Board of Directors as defined below. Group 1 shall retire in even years. Group 2 shall retire in odd years.

Group 1 - even years

President

~~Vice-President~~ Secretary

Indoor Programs Co-coordinator\*

Civics Coordinator

Community Garden Coordinator (2)

Newsletter Editor

Sport Coordinators

Directors-at-Large (3)

Group 2 - odd years

Treasurer

~~Secretary~~ Vice-President

Indoor Programs Co-coordinator\*\*

Rink Coordinators

Social Director

Website Coordinator

Directors-at-Large (3)

~~Volunteer~~ Coordinator

~~Registration~~ Coordinator

*Motion passed in April 18, 2016 AGM: \*added second co-coordinator \*\*changed from coordinator to co-coordinator*

9.2 Elections shall occur at the Annual General Meeting of the Association.

~~9.3 A member may hold the same office for a maximum of two consecutive terms with each term being two years. Under special circumstances, the Board of Directors may choose to extend the term limit for a member by one (1) additional term. This limit of consecutive terms be waived for Treasurer if the member is elected to the Treasurer role each term by the membership at an Annual General Meeting. Motion passed in April 18, 2016 AGM to add the Treasurer waiver option.~~

9.4 All eligible voters who are members in good standing at the time of the Annual General Meeting shall be eligible to take office or be a candidate for office.

9.5 Elections of new officers shall be by a show of hands unless the vote is contested and if at least five (5) voting Members request it.

## BYLAW 10 – FINANCES

### 10.1 Fiscal Year

10.11 The fiscal year of the Association shall be January 01 to December 31.

### 10.2 Cheques and Contracts of the Association

10.21 All fees, revenue, and grants payable to the Association shall be deposited in accounts kept in the name of the Association at such a **financial institution bank** as the Board of Directors may determine. All financial obligations incurred by the Board of Directors in the name of the Association shall be paid there from.

10.22 All cheques drawn on the monies of the Association shall be signed by Executive Officers of the Board. Two (2) signatures are required on all cheques.

10.23 No two (2) members of the same household shall be signing authorities.

10.24 No signing authority shall sign a cheque for which they are the payee.

10.25 All contracts of the Society must be signed by Executive Officers or by other persons authorized to do so by a resolution of the Board.

### 10.3 Financial Statements

10.31 Financial statements shall be presented at each meeting of the Board of Directors.

### 10.4 Reviewed Statements

10.41 The financial records shall be reviewed unless an audit is requested by the Membership at a General or Special Meeting, or by the Board of Directors. A motion to waive the audit will be presented at the General Meeting.

10.42 The Board of Directors shall, before the end of each fiscal year, appoint a reviewer, auditor or accountant who is not a member of the Board. It shall be the duty of the reviewer, auditor or accountant to examine all books and records of the Association and prepare a financial statement of the Association to be submitted to the Board of Directors for presentation at the Annual General Meeting.

10.43 The financial statement prepared by the reviewer or auditor shall be certified by two (2) members of the Executive Officers and shall be presented at the Annual General Meeting.

## 10.5 Liability

10.51 No member of the Board of Directors or member of this Association shall be held personally liable for any debts, liabilities, or legal action brought against the Association.

## **BYLAW 11 – CREDIT**

11.01 Notwithstanding any other provision of this Constitution, no section or sections of this Constitution shall be deemed to empower or enable the Board of Directors or any officer, member or members of the Association to pledge the credit of the Association or to enter into any contract or agreement on behalf of the Association whereunder the Association is or will become obligated for a sum greater than the existing bank deposits of the Association at that time unless and until such commitment has been specifically authorized by Special Meeting of the Association.

## **~~BYLAW 12 – AMENDING THE CONSTITUTION~~**

~~12.1 Proposed amendments to this Constitution must be in writing and presented to the Secretary not less than fifteen (15) days prior to the Annual General or Special Meeting of the Association.~~

~~12.2 Not less than ten (10) voting members shall constitute a quorum to effect any changes in the Constitution.~~

~~12.3 Amendments to the constitution must be passed by at least 2/3 majority of those members present as indicated by a show of hands unless a secret ballot is requested by five (5) or more members.~~