



HERITAGE COMMUNITY ASSOCIATION INC.

CONSTITUTION AND BYLAWS

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SECTION 1: DEFINITIONS

1.1 Definitions

In this Bylaw and all other bylaws and special resolutions of the Heritage Community Association Inc., unless the context otherwise requires:

- (a) "Article" means the Articles of Incorporation of the Heritage Community Association Inc. dated August 27, 1976, as from time to time amended, supplemented or restated;
- (b) "HCA" means the corporation incorporated under *The Non-profit Corporations Act, 1995* (Saskatchewan) and named Heritage Community Association Inc.;
- (c) "Board" means the Board of Directors of the HCA;
- (d) "Bylaws" means this Bylaw and all other bylaws of the Association from time to time in force and effect;
- (e) "Chair" means the individual duly elected or appointed to hold the office of the Board Chair
- (f) "Executive Director (ED)" means the person who is employed by the HCA to serve as its Executive Director.
- (g) "Director" means those persons who are elected to the Board by the Members of the HCA;
- (h) "Meetings of Members" includes any annual or special meeting of Members;
- (i) "Members" means members of all classes in good standing of the HCA;
- (j) "*Non-profit Corporations Act*" or the "Act" both mean *The Non-profit Corporations Act, 1995* (Saskatchewan) and any act that may be substituted therefore, and the regulations made thereunder, as from time to time amended;
- (k) "Recorded Address" means, in the case of a Member, their address as recorded in the register of Members and, in the case of a Director, officer, auditor or Member of a committee of the Board, their address as recorded in the books of the HCA; and
- (l) "Signing Officer" means a person authorized to sign any instrument on behalf of the HCA by Sections 12.4 and 13.1 of this Bylaw, or by a resolution passed pursuant thereto.
- (m) "Heritage Community" means the area bounded by Broad Street, College Avenue, Winnipeg St, the CPR Mainline, and the area known as the "Arcola Triangle" bounded by Arcola Avenue, Victoria Avenue and Winnipeg Street in the City of Regina, Saskatchewan.

Words and expressions defined in the *Non-profit Corporations Act* have the same meanings when used here. Words importing persons include individuals, corporate bodies, partnerships, trusts and unincorporated organizations.

SECTION 2: PURPOSE, MISSION, AND OBJECTIVE

2.1 Mandate

To provide relevant needs-based programs, services, and support to help create a healthy community environment.

2.2. Mission

To engage and empower residents to build a thriving, inclusive inner city community with links to our history and our future

2.3. Vision

HCA envisions an inviting, vibrant, safe, healthy community where residents are proud of their environment, where partnerships are formed, where business is engaged, and where the Community Association is seen as a leading, innovative organization which is well respected, responding to the needs of the Heritage Community.

SECTION 3: HEAD OFFICE AND SEAL

3.1 Head Office

The Head Office of the HCA shall be located in the Heritage Community in the City of Regina, in the Province of Saskatchewan at such a place therein as the Directors may from time to time determine.

3.2 Seal

The seal, an impression of which is stamped in the margin hereon, shall be the corporate seal of the HCA. The corporate seal shall be kept at the Head Office of the HCA.

SECTION 4: MEMBERSHIP

4.1 Classes of Members

There shall be the following three categories of Members:

(a) Resident Member

A Resident Member is any individual, 16 years or older, whose current primary residence is within the Heritage Neighbourhood, and who makes a donation of minimum \$5 within the 12 months preceding the annual Meeting of Members.

(b) Non-Resident Member

A Non-Resident Member is any individual, 16 years or older, whose current primary residence is outside of the Heritage Neighbourhood, and who makes a donation of minimum \$20 within the 12 months preceding the annual Meeting of Members.

(c) Honorary Member

An Honorary Member is an individual recognized by the Board for their extraordinary support of the organization. The designation of an Honorary Member will be determined by the Board and the length of the membership term will be at the discretion of the Board.

4.2 Members' Rights and Privileges

(a) Rights and Privileges of all Members are as follows:

(i) to receive notice of the annual Meeting of Members;

(ii) to attend the annual Meeting of Members;

(iii) to run for election to the Board of Directors, in keeping with residency composition criteria of the Board in section 6.2(g).

(b) Only Resident Members shall have the following additional right and privilege:

(i) to vote at the annual Meeting of Members.

(c) Unless otherwise communicated, all memberships are valid for one year from the date of acquisition.

SECTION 5: MEETING OF MEMBERS

5.1 Time and Place of Meetings

The annual and any other Meetings of Members of the HCA shall be held in Regina, Saskatchewan, or virtually, and at such time on such a day not later than July 31st in each year as the Board may determine, but such day shall not be later than fifteen (15) months after holding the preceding annual Meeting of Members.

The Chair may call a special meeting at any time but shall do so when requested in writing by at least two-thirds of the Resident Members.

5.2 Notice of Meeting

A public notice of the annual Meeting of Members shall be publicized no later than fifteen (15) days and not more than fifty (50) days prior to the annual Meeting of Members. The notice of an annual or special Meeting of Members shall state the purpose for which the meeting is being called. The notice of meeting shall also indicate if there will be any special business considered at the Annual Meeting in such detail so as to permit the Members to form a reasoned judgment thereon.

5.3 Adjournments

Any Meetings of the Members of the HCA may be adjourned to any time and such business may be transacted at such adjourned meeting as might have been transacted at the original meeting from which such adjournment took place. Unless the Members decide otherwise, notice of such adjournment is not required. Such adjournment may be made even if no quorum is present.

5.4 Quorum of Members

A quorum for the transaction of business at any Meeting of Members shall be at least 12 voting members in good standing, or 1/5th of voting members in good standing, whichever is larger. Members must be present, in person or virtually, at the start of such Meeting of Members.

5.5 Voting Procedure

At all Meetings of Members, every question shall be decided by a majority of the votes of the Members present. Voting by proxy is not permitted at any Meeting of the Members.

(a) All questions are to be decided in the first instance by a show of hands or virtual poll, and if neither of these is possible, by roll call of all voting Members present.

- (b) In case of a tie of the votes at any annual or special Meeting of Members, whether by a show of hands, ballot or virtual poll, the Chair will facilitate additional discussion on the question. After additional discussion, the Chair will call a second vote. If the vote is still tied, the question will be tabled until a future Meeting of Members.

5.6 Business at Annual Meeting

The business transacted at the annual Meeting of Members of the HCA shall include:

- (a) receiving the reports of the Chair and the Executive Director;
- (b) receiving the financial statements and the report of the auditors;
- (c) electing Directors;
- (d) appointing the auditor for the ensuing year; and
- (e) receiving such other reports and conducting such other business as deemed appropriate.

5.7 Auditor

- (a) The HCA shall, at its annual Meeting of Members, appoint an auditor who shall not be a Director or an Officer or employee of the HCA or a partner, employer, or employee of any such persons.
- (b) The auditor shall be duly licensed and shall, on appointment, hold office until the next annual Meeting of the Members of the HCA.
- (c) The accounts of the HCA shall be audited annually by the auditor and a report shall be submitted to the Directors in the form required.
- (d) The auditor shall have all the rights and privileges as set out in the *Non-profit Corporations Act* and shall perform the audit function as prescribed therein.
- (e) From time to time, if revenues are less than \$250,000 and 80% of membership votes in favour, HCA may choose to waive the audit in favour of a financial review.

SECTION 6: BOARD OF DIRECTORS

6.1 Nominations to the Board

A slate of candidates, as selected by the Board, will be presented to the Members for a vote at each annual Meeting of the Members.

6.2 Election and Term of Office

- (a) The Board shall consist of not less than five (5) and not more than eleven (11) Directors, and shall strive to maintain an odd number of members in order to minimize ties in voting.
- (b) Directors shall be Members of the organization at the time of the Annual Meeting of Members at which they are elected and must remain Members in good standing throughout their term of office.
- (c) Directors shall be elected for a term of up to two (2) years or until the second annual Meeting of Members after a Director's election, whichever shall first occur.
- (d) No person shall be elected a Director for a continuous combination of terms exceeding six (6) years, provided however, the term of the Chair or Vice-Chair may be extended for such length of time as is required to complete his or her term of office.

- (e) Following an interval of at least one (1) year of not serving on the Board, a person may be re-elected as Director for further terms in accordance with the above.
- (f) Where there is a vacancy among the Directors between annual Meetings of Members the Directors may fill it.
- (g) The board of Directors must be comprised of a majority of Resident Members.

6.3 Responsibilities of the Board

The Directors shall be responsible for the strategic direction and oversight of operations of the HCA. Nothing in the Bylaws, including any assignment, reference or delegation of authority by the Board to the Executive Director or any other person, shall absolve the Board from exercising the authority required to meet its responsibility for the conduct of the affairs of the HCA. The Board shall prepare and retain minutes of its meetings as evidence of the Board's decisions.

6.4 Removal of Directors

At a Meeting of Members called for that purpose, the Members may remove any elected Director who has transgressed HCA's Code of Conduct before the expiration of their term of office by resolution passed by 2/3 of the votes cast at that meeting and may, by a majority of the votes cast at the meeting, elect a person in their stead for the remainder of their term.

6.5 Vacation of Office

The office of a Director shall be vacated upon the occurrence of any of the following events:

- (a) if they are absent for three (3) consecutive meetings, and a conversation with the Chair determines that they do not have the capacity to be a board member presently;
- (c) if by notice in writing to the HCA, they resign their office and such resignation, if not effective immediately, becomes effective in accordance with its terms; or
- (d) if they lose their qualifications or eligibility as a Director.

6.6 Quorum and Time and Place of Meetings

A majority of Directors present at the opening of the meeting shall form a quorum for the transaction of business. Meetings of the Board shall be held at the Head Office of the HCA or elsewhere in Regina, Saskatchewan, at such time and on such day as the Board may determine. If circumstances prevent in-person meetings, they may be held virtually. The Board shall meet at least six (6) times each fiscal year from April 1 to March 31 of the following year.

6.7 Adjourned Meeting

If within one-half (1/2) hour after the time appointed for a meeting of the Board a quorum is not present, then the meeting will stand adjourned until such time and at such place as the Chair may determine.

6.8 Calling the Meetings

Appropriate notice of any meeting of the Board shall be provided to enable Directors to be able to participate.

- (a) Every Director shall be given notice at least five (5) days prior to a Board meeting.
- (b) The Directors may at any meeting decide to hold regular meetings by passing a resolution stating the day, hour and place of the regular meetings and thereupon no further notice of those meetings shall be required.
- (c) The Directors may by unanimous consent waive notice of any meeting of Directors.
- (d) If unable to attend, a director should provide regrets.
- (e) Provided a quorum of Directors is present, each newly elected Board may, without notice, hold its first meeting immediately following the Meeting of Members at which such Board is elected.

6.9 Errors in Notice to Board of Directors

No error or omission in giving such notice for a meeting of Directors shall invalidate such meeting or invalidate or make void any proceedings taken or had at such meeting and any Director may at any time waive notice of such meeting and may ratify and approve of any or all proceedings taken or had thereat.

6.10 Voting

- (a) Questions arising at any meeting of Directors shall be decided by a majority of votes of Directors present at the meeting.
- (b) All votes at any such meeting shall be taken by ballot if so demanded by any Director present, but if no demand be made, the vote shall be taken in the usual way by a show of hands or virtual poll.
- (c) In case of a tie of the votes at any annual or special Meeting of Members, whether by a show of hands, ballot or virtual poll, the Chair will facilitate additional discussion on the question. After additional discussion, the Chair will call a second vote. If the vote is still tied, the question will be tabled until a future Meeting of Members.
- (d) A declaration by the Chair that a resolution has been carried and an entry to that effect in the minutes shall be admissible in evidence as proof of the fact without the number or proportion of the votes recorded in favour of or against such resolution.
- (e) Voting by proxy is not permitted at any meeting of the Board.
- (f) Between meetings, decisions of a time-sensitive manner, can be discussed and voted on by email. A decision receiving the majority of support from Directors will be considered passed, and will be entered into the minutes of the next meeting of Directors.

6.11 Attendance of Other Persons

Persons, other than Directors, may attend meetings of the Board only upon:

- (a) invitation by the Chair through the Executive Director; or
- (b) invitation by the Executive Director, with the approval of the Chair;

6.12 Remuneration

The Directors shall serve as such without remuneration, and no Director shall directly or indirectly receive any profit from their position as such; provided, that a Director may be paid reasonable expenses incurred by them in the performance of their duties.

SECTION 7: POWERS OF THE BOARD

7.1 Control

Subject to the *Non-profit Corporations Act*, the Board may exercise all such powers and do all such acts as may be exercised or done by the HCA. Those powers or acts which are by the *Non-profit Corporations Act*, the Articles, Bylaws or by resolution of the Members of the HCA required to be exercised only by the Members may not be exercised by the Board. No officer, Director or other person will have the power to overrule or direct Board decisions on matters conferred upon the Board by the Bylaws or in any other way effectively fetter the discretion of the Board.

SECTION 8: DIRECTORS' AND OFFICERS' OBLIGATIONS

8.1 Duty of Good Faith

Every Director and officer of the HCA shall exercise the powers and discharge the duties of their position honestly, in good faith and in the best interest of the HCA. In connection therewith, the Directors and officers shall exercise the degree of care, diligence and skill a reasonable person would exercise in comparable circumstances.

8.2 Codes of Conduct

The Board may adopt and, if adopted, the Board of Directors shall comply with its Terms of Reference, a Code of Conduct, Conflict of Interest Guidelines and Expectations of Directors or other codes setting out additional standards of conduct required by Directors.

SECTION 9: OFFICERS

9.1 Election and Appointment

- (a) At the next Board meeting following each annual Meeting of Members, the Board shall elect by a majority vote, from among themselves, the officers as required. The officers shall be:
 - (i) Chair;
 - (ii) Vice Chair;
 - (iii) Finance and Audit Committee Chair;
 - (iv) Personnel Committee Chair
- (b) The Chair shall be elected for a term of one (1) year and may be re-elected for one (1) further term of one (1) year.
- (c) All other officers shall be elected to a term of one (1) year and may be re-elected for further terms
- (d) In default of such Board election, the then incumbents shall hold office until their successors are elected or appointed. The Board may elect or appoint such other officers as it may determine including one or more assistants to any of the officers so elected or appointed.
- (e) All officers shall hold office at the pleasure of the Board.

9.2 Duties of Officers

The duties of the Chair of the Board, and all officers of the HCA shall be those as set out in their terms of reference, policies or as the Board may otherwise prescribe.

9.3 Variation of Duties

From time to time the Board may vary, add to, or limit the powers and duties of any officer.

SECTION 10: PROTECTION OF DIRECTORS, OFFICERS AND OTHERS

10.1 Indemnity

Every Director and officer of the HCA and every person who has or is about to undertake any liability on behalf of the HCA, or any corporate body controlled by it and their heirs, executors and administrators, may be indemnified and saved harmless by the HCA from and against:

- (a) any liability and all costs, charges and expenses that they sustain or incur in respect of any action, suit or proceeding which is proposed or commenced against them, in respect of the execution of the duties of their office; and
- (b) all other costs, charges and expenses which they sustain or incur in respect to the affairs of the HCA, which are not occasioned by the individual's own willful neglect or default.

10.2 Insurance

The HCA shall, if available on commercially reasonable terms, obtain Director's and Officer's liability insurance in such amounts and upon such terms as the Board may determine.

SECTION 11: COMMITTEES OF THE BOARD

11.1 Committee Appointments and Procedures

- (a) The Board shall establish a Finance and Audit Committee comprised of not less than two (2) Directors of the HCA, only one (1) of which shall be an officer of the HCA.
- (b) The Board shall establish a Personnel Committee comprised of not less than two (2) Directors of the HCA, only one (1) of which shall be an officer of the HCA.
- (c) The Board has the authority to establish such Committees as it deems necessary from time to time. The Board shall prescribe the composition and duties of such Committees and appoint or remove Committee Chairs and Committee members as necessary.
- (d) The mandates, terms of reference, authority and policies established by each Committee and any changes thereto shall be subject to ratification by the Board and shall be subject to any limitations or responsibilities imposed by law or provided in the Bylaws.
- (e) Each Committee, through its Chair and confirmed by the Board, may invite such additional persons as it may deem necessary to advise and assist in Committee matters and such additional persons will be full members of the respective committee, but will not be a Director unless elected or appointed in accordance with these Bylaws.
- (f) Each Committee shall report its activities and recommendations to the Board

SECTION 12: FINANCE

12.1 Financial Year

The fiscal year of the HCA shall terminate on such day in each year as the Board may from time to time by resolution determine and, until otherwise determined, shall end on March 31 of each year.

12.2 Financial Disclosure

The Directors shall share financial statements with all active members, or publicly share notice of the availability of financial statements, no later than fifteen (15) days nor more than fifty (50) days prior to the annual Meeting of Members of the HCA. Such notice shall substantially state that the financial statements, as approved by the Directors, and auditor's report of the HCA if one exists, are available electronically or at the Head Office of the HCA and that any Member may examine these records and have a copy provided to them during regular business hours.

12.3 Banking

The banking business of the HCA shall be transacted with such banks, trust companies and other bodies corporate or organizations as may from time to time be designated by or under the authority of the Board. Such banking business or any part thereof shall be transacted under such agreements; instructions and delegations of powers as the Board may from time to time prescribe or authorize.

12.4 Banking Signing Officers

The Board shall by resolution from time to time designate members of the board, staff, and/or a bookkeeper, as Signing Officers. They are authorized, subject to any limitation contained in a specific resolution, to sign cheques, authorize e-transfers and other financial transactions, and sign financial documents. Day to day banking will be carried out by the Executive Director and/or bookkeeper.

12.5 Gifts, Endowment Funds and Investments

(a) The HCA may hold, acquire, accept, solicit or receive payments, grants, devises, gifts, legacies, settlements, endowments, donations and bequests made to it by any donor and may use the payments, grants, devises, gifts, legacies, settlements, endowments, donations and bequests so received for the general purposes of the HCA or for any special purposes or in accordance with any terms and conditions specified by the donor, provided such purposes, terms or conditions are not contrary to the Act, the Articles, unanimous member agreement or bylaws of the HCA.

(b) The HCA may establish an endowment fund and may transfer thereto the proceeds from any payments, grants, devises, gifts, legacies, settlements, endowments, donations and bequests made to it by any donor, whether made directly to the HCA or in trust for the purposes of the HCA, and may also transfer any other monies from time to time belonging to the HCA. The earnings of the endowment fund shall be used as directed from time to time by the Board in accordance with the express wishes, if any, of the donor to further the objectives of the HCA.

(c) The Directors may invest only in securities authorized by *The Trustees Act* (Saskatchewan) all monies of the HCA not immediately required for operating expenses and all endowment monies donated or bequeathed in trust to the HCA, unless the instrument creating such trust authorizes wider or other powers of investment.

Notwithstanding the provisions of this subsection (c), the Directors may, at their discretion, retain investments not authorized by *The Trustees Act* (Saskatchewan) which are given or bequeathed to the HCA in specie, provided such investments are not otherwise circumscribed or prohibited by the *Income Tax Act* (Canada).

12.6 Deposit of Securities

The securities of the HCA shall be deposited for safekeeping with one or more bankers, trust companies or other financial institutions to be selected by the Board. Any and all securities so deposited may be withdrawn, from time to time only upon the written order of the HCA signed by an officer or officers, agent or agents of the HCA, and in a manner as shall be determined by resolution of the Board. Such authority may be general or confined to specific instances. The institutions which may be so selected as custodians by the Board shall be fully protected in acting in accordance with the directions of the Board and shall in no event be liable for the due application of the securities so withdrawn from deposit or the proceeds thereof.

SECTION 13: EXECUTION OF INSTRUMENTS

13.1 Execution of Instruments

The Board shall by resolution from time to time designate Signing Officers and they are hereby authorized, subject to any limitation contained in a specific resolution or other limitation on such Signing Officers' authority, for and in the name of the HCA to: execute deeds, transfers, assignments, contracts, obligations (including mortgages, loans or other security instrument) certificates or any other instruments requiring the corporate seal to be signed by any two (2) authorized Signing Officers.

The Directors may give the HCA's power of attorney to any registered dealer in securities for the purposes of transferring of and dealing with any stocks, bonds and other securities of the HCA.

In addition, the Board may direct, by resolution, the manner in which, and the person or persons by whom, any particular instrument or class of instruments may or shall be signed. Any Signing Officer may affix the corporate seal thereto but its absence shall not affect the validity of the instrument.

SECTION 14: GENERAL

14.1 Notices – General

Any notice, which term includes any communication or documents, to be given, sent, delivered, or served pursuant to *the Non-profit Corporations Act*, the Articles, the Bylaws or otherwise to a Member, Director, officer, or auditor, shall be sufficiently given if delivered personally to the person to whom it is to be given or if delivered (including by electronic means including email or fax) to their most recent recorded address by any means.

A notice so delivered shall be deemed to have been given when deposited in a post office box or residential mailbox, or sent electronically, and a notice sent by any means of transmitted or recorded communication (including electronic communication) shall be deemed to have been given when dispatched or delivered.

SECTION 15: AMENDMENT TO BYLAWS

15.1 Amendment to Bylaws

- (a) The Board may by resolution, amend, repeal or make any bylaws that regulate the activities and affairs of the HCA subject to ratification by the Members.
- (b) The Directors shall submit any bylaws or any amendments or repeals thereof to the next annual Meeting of Members and the Members may, by ordinary resolution, confirm, reject or amend the bylaws, amendment or repeal.
- (c) A bylaw or an amendment or a repeal of a bylaw is effective from the day of the resolution of Directors until confirmed as amended or rejected by the Members.

SECTION 16: REPEAL

16.1 Replacement of Prior Bylaws

Upon enactment of this Bylaw all other Bylaws of the HCA, including the former Bylaw Number One, are hereby repealed.

SECTION 17: DISSOLUTION

17.1 In the event of dissolution or winding-up of Heritage Community Association Inc., all its remaining assets after payment of its liabilities shall be given to one or more qualified donees as described in subsection 149.1(1) of the Income Tax Act provided that the qualified donee also meets the requirements of Subsection 209(5) of The Non-profit Corporations Act, 1995.

Name and Position Held (*please print*)

Signature

Name and Position Held (*please print*)

Signature