

CONSTITUTION OF THE SOUTH ARMOUR HEIGHTS RESIDENTS' ASSOCIATION

ARTICLE I – NAME AND ADDRESS

The name of this Association shall be the South Armour Heights Residents' Association Incorporated, hereafter referred to as the Association. The Association was formed in 1970 and was incorporated as a Non-Profit Organization under the laws of Ontario June 16, 1988.

The address of the Association shall be within the City of Toronto in the Province of Ontario at such place therein as the Board (as hereinafter defined) may from time to time by resolution determine.

ARTICLE II – OBJECTIVES

The objectives of the Association shall be to act jointly:

1. To protect South Armour Heights Ratepayers from inappropriate planning and development from residential, commercial, transportation and any other Government sources.
2. To promote safety and security in the South Armour Heights neighbourhood.
3. To enhance the environment and social life within the community.

ARTICLE III – MEMBERSHIP

All residential property owners, residential tenants and residents living within the area described below shall be considered members:

East side of Avenue Road, West side of Yonge Boulevard, South of the 401, South side of Brooke Avenue and those ratepayers living on the streets intersecting with Brooke Avenue between Avenue Road and Yonge Boulevard within the City of North York Boundaries.

Each member may be asked yearly for a monetary contribution as fixed by the Board of Directors to allow the Association to conduct its business.

Contributions shall be acknowledged by the Treasurer.

ARTICLE IV – BOARD OF DIRECTORS

The affairs of the Association shall be managed and administered by a Board of Directors each of whom shall be a member of the Association.

The Board of Directors shall consist of four Officers and a maximum of six Directors. If at the Annual meeting these positions cannot be filled, the positions shall be considered vacant.

Each member of the Board of Directors shall be qualified to hold office until the first Annual meeting after which they have been elected. Each member is eligible for re-election if they assent and are otherwise qualified. There are no maximum number of terms.

Nominations of candidates for election to the Board of Directors of the Association may be proposed during the course of the Annual meeting, when nominations are called for by the presiding Officer of the meeting. Such proposals may be verbal and no prior notice of intention to nominate need be given, but assent of the nominee must be obtained. All nominations must be seconded.

In the event there is a vacancy on the Board of Directors, the remaining members of the Board may elect by ballot a successor from the Association's membership for the balance of the term. The candidate's assent must be obtained.

Any member of the Board of Directors, when so directed by the Board, may sign correspondence on behalf of the Association.

The Board of Directors may establish committees for whatever purposes are considered expedient and appoint any member of the Association as Chairperson or member of such committees.

Should a member of the Board of Directors miss three consecutive meetings, without due cause, the Board member shall be requested to resign.

A member of the Board of Directors, including an Officer, may be removed from the Board if the entire Board, excluding the member in question, unanimously approve a motion to remove the member. The member may be re-elected to the Board of Directors at the next Annual meeting.

The Board of Directors shall be limited to one member from each household.

Remuneration of the Board of Directors for services rendered as a member of the Board is prohibited. This prohibition does not include repayment of approved expenses incurred on behalf of the Association.

ARTICLE V – OFFICERS

There shall be a President, a Vice-President, a Secretary and a Treasurer of the Association as elected at the Annual meeting.

In the event that an Officer's position becomes vacant, a successor may be elected from the Board of Directors, by its members, for the balance of the term. The candidate's assent must be obtained.

The President shall:

- a. When present, preside at all meetings of the Board of Directors of the Association.
- b. Represent the Association upon direction from the Board of Directors where the outcome of such may impact the Association or its members.

The Vice-President shall:

- a. In the absence of the President, exercise all of the President's functions.

The Secretary shall:

- a. Act as clerk of the Board of Directors and keep all records of the Board and the Association.
- b. Complete and submit the necessary forms to register the Association with the City of North York on an annual basis.
- c. Arrange all meeting locations.

The Treasurer shall:

- a. Perform the duties of custody, receipt and disbursement of the funds of the Association as outlined in Article VI.
- b. Prepare a financial report for each Board of Directors' meeting and make the Treasurer's Annual Report.
- c. Maintain the proper signing Officers on the Association's account as outlined in Article VI.

- d. Keep a registry of the members' contributions.
- e. Prepare and maintain a record of all tax filings.

ARTICLE VI – FINANCE

The Association's fiscal year shall be the period January 1st to December 31st.

All monies of the Association shall be kept in such chartered Banks or Trust Companies as the Board of Directors may determine.

All cheques shall be signed by any two of the following Officers: the President, the Vice-President, the Secretary or the Treasurer.

All disbursements shall be approved by motion at a meeting of the Board of Directors or the Annual meeting.

All financial reports prepared for the Board of Directors meetings shall be subject to approval by the Board through a motion.

The Treasurer's Annual Report shall be distributed to each member in attendance at the Annual meeting and shall be subject to their approval through a motion.

The Association shall file an annual Federal T2 Form.

Any funds of the Association may be held in a redeemable deposit or financial investment vehicle such as a GIC or similar secure instrument that can be redeemed on short notice without financial penalty. The funds may be used to cover shortfalls in membership donations, the funding of emergency situations such as the hiring of legal counsel or other expenses approved by the Board.

ARTICLE VII – MEETINGS

Board of Directors' meetings shall be called at a minimum of every two months excluding July and August. Meetings shall be held at the call of the President or any member of the Board.

The Annual meeting of the members shall be held at such time and place as the Board of Directors determine, but must be within one hundred and twenty (120) days of the fiscal year-end. Members shall be notified at least seven days prior to the meeting.

Special meetings shall be called to discuss and resolve specific questions by the President on direction of the Board of Directors or on receipt by the President of a petition for a Special meeting, signed by any ten members of the Association. This Meeting shall be held at a time and place determined by the President or failing this the Vice-President. Written or telephoned notice shall be given to all members at least one day before the meeting.

Meetings shall be conducted according to the procedures at meetings in Canada by Roberts Rules of Order, except where such procedure is inconsistent with anything contained herein.

ARTICLE VIII – VOTING

Each member of the Association, having reached the age of majority, shall be entitled to one vote at the Annual and any Special meetings if a vote is required to resolve a motion.

All decisions regarding Association business must be presented in the form of a motion and must be seconded.

A quorum for the transaction of Association business at a Board of Directors' meeting shall consist of a majority of the Board excluding the President or designate.

At any meeting, the President shall cast the deciding vote in the event of a tie. If voting by ballot, the President shall vote with the members. In the event of a tie in a ballot vote, the motion is not carried.

Proxies are permitted at all Association meetings. All proxies must be submitted to the President in writing at the commencement of the meeting. These proxies become part of the Association's records.

ARTICLE IX – AMENDMENTS TO THE CONSTITUTION

The Constitution may be amended by resolution passed by two thirds of the members present or voting by proxy at any Annual or Special meeting of the members of the Association. Proposed amendments shall be communicated in writing to members of the Association at least one week prior to the date of the Annual or Special meeting. Copies of the amendments shall be made available on request.

PROXY

SOUTH ARMOUR HEIGHTS RESIDENTS' ASSOCIATION

This proxy is being solicited on behalf of the South Armour Heights Residents' Association Inc. (the "Association") in connection with the Annual meeting and/or Special meeting of members (the "Meeting") of the Association to be held at (full address) on (full date and time) and any adjournment thereof. A member may appoint some other member as proxyholder to attend and act on his or her behalf at the Meeting by inserting the member's name in the blank space below.

The undersigned member of the Association hereby appoints the President, or instead of them _____ (please print), as proxy of the undersigned, to attend, vote and act for on behalf of the undersigned at the Meeting and any adjournment thereof. The undersigned hereby undertakes to ratify and confirm all the proxyholder may do by virtue hereof, and hereby revokes any proxy previously given. Without limited the general authorization hereby conferred, all votes held by the undersigned are to be voted as indicated below and may be voted in the discretion of such proxyholder with respect to amendments or variations to the matters identified below and with respect to other matters that may properly come before the Meeting. If no choice is specified, and the President is appointed proxy such person shall vote for the matters set out in paragraphs (x) to (x) below.

(Place items to be voted on here)

DATED this day of , 200x

Signature of Member

Name of Member – please print

Address – please print

This form of proxy must be executed by the member. If the form is not complete, it will be deemed Void. To be effective this form must be produced at the commencement of the Meeting.