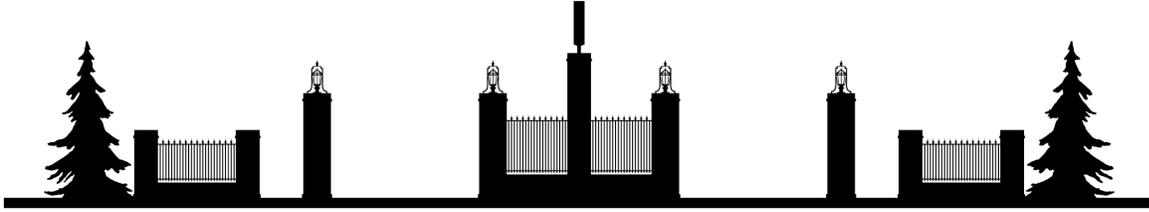
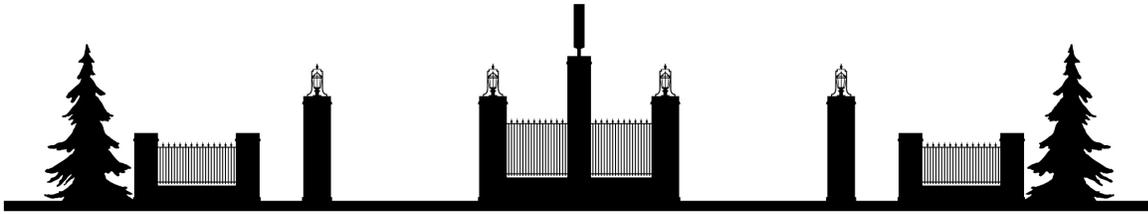


Guildwood Village Community Association



MARCH 19, 2019
SPECIAL GENERAL MEETING
PACKAGE

Guildwood Village Community Association



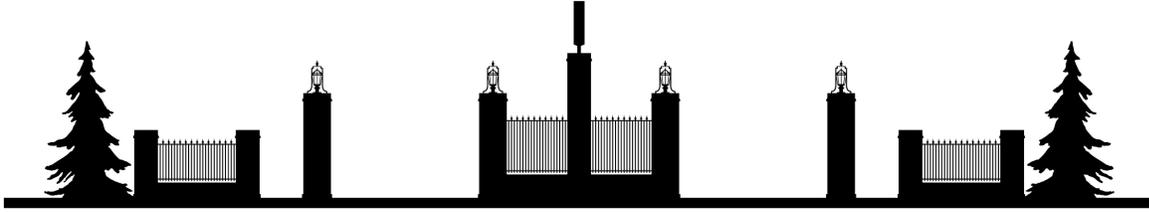
SPECIAL GENERAL MEETING AGENDA

Laurier Colligate Institute – Room 105

March 19, 2019 - 7:00 PM

1. *WELCOME*
2. *CALL TO ORDER*
3. *INTRODUCTION OF PROPOSED CHANGES TO THE CONSTITUTION*
4. *QUESTIONS FROM THE FLOOR*
5. *MOTION AND VOTE TO ADOPT THE CHANGES*
6. *ADJORNMENT OF SPECIAL GENERAL MEETING*

Guildwood Village Community Association



DRAFT CONSTITUTION INCLUDING THE PROPOSED UPDATES

ARTICLE 1 – Name

The organization shall be known as the Guildwood Village Community Association.

ARTICLE 2 – Naming conventions

The following shall be commonly used terms throughout this constitution: Association, Officers, Directors at Large, Special Meetings, Annual General Meeting, Executive Committee, Board of Directors

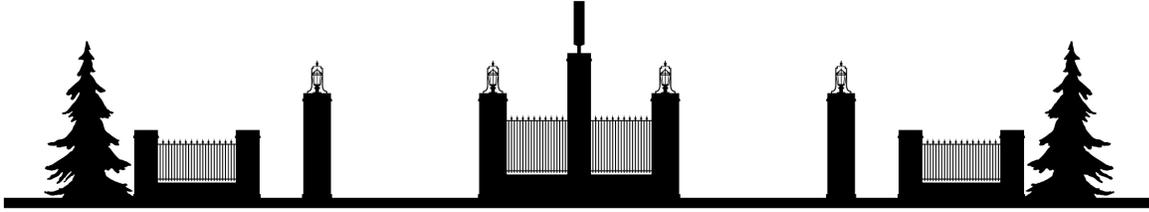
ARTICLE 3 – Community Association Boundaries

The boundaries of the Community Association shall be as follows:

Commencing at the centre line of the mouth of the creek east of Greyabbey Trail, northwest to the railway tracks, west to the centre of Kingston Road, southwest to the centre of Guildwood Parkway, south to the northern property line of the most northerly residential lots fronting on Grandor Court, Avonmore Square, Sir Raymond Drive, Catalina Drive, Heathfield Drive and Sylvan Avenue, and backing on the escarpment, west to encompass Sylvan Park following the established boundary to Lake Ontario; and east to the point of commencement.

For greater certainty the territorial boundaries of the Association are outlined in red in the map attached as Schedule “A” – being Guildwood Community PL0682 Revised September 1986. In case of conflict between the description outlined on the map and the word description above, the map shall prevail.

Guildwood Village Community Association



ARTICLE 4 – Objects

The objects of the Association are to foster the betterment of conditions within the Area and, without limiting the generality of the foregoing,

1. To promote community activities
2. To act without political affiliation;
3. To promote interest and participation in local municipal affairs
4. To represent the interest of the members of the Association to
 1. all levels of government:
 2. government officials (elected representatives and staff); and
 3. other organizations.

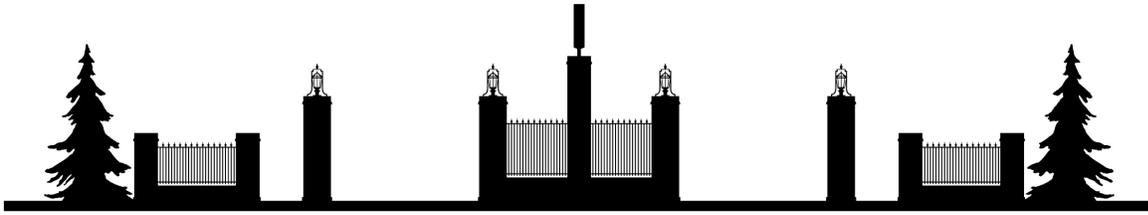
ARTICLE 5 – Fiscal year

The fiscal year of the association shall end on December 31st each year.

ARTICLE 6 – Membership

1. Membership in the association is open only to residents and/or individuals who own or rent real property within the community association boundaries (as defined in Article 3) and is limited to individuals who are 18 years of age or older
2. Membership is on payment of one fee per household entitling eligible members of that person's household to membership.
3. Membership shall be for the fiscal year or, if the fee is paid after the start of the fiscal year, for the balance of the fiscal year. The fiscal year to which the membership fee applies shall be stated on the membership receipt issued.
4. The amount of the membership fee for each fiscal year shall be determined by the Executive from time to time.

Guildwood Village Community Association



ARTICLE 7 – Associate membership

1. Associate membership in the association is open to anyone 18 years or over who regularly frequents the Area (as defined in Article 3)
2. Payment of associate membership entitles the person to all the privileges of a member except the following
 - Delivery of the News and Views
 - Voting rights

ARTICLE 8

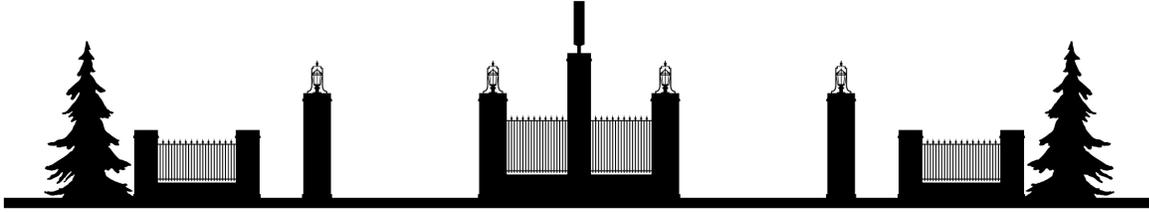
8.1 – Officers

The officers shall be members of the Association and shall be elected at an Annual General Meeting and shall be President, Vice-president, Treasurer and Secretary and shall constitute the Executive Committee of the Board of Directors.

8.2 – Board of Directors

1. The Affairs of the Association shall be managed by a duly elected Board of Directors, each a member of the Association.. It shall consist of the Officers (4), the immediate Past President (non-voting) and Directors at Large elected at an Annual General Meeting.
2. Should a member of the Board resign their position during their term as a Director, the Board may select and appoint another member of the Association to the position until the next Annual General Meeting. At that time the vacant position on the Board will be filled through election for the remaining term of the resigning member.
3. From time to time the Board may add a member as it deems appropriate and that Board member must be elected at the next Annual General Meeting.

Guildwood Village Community Association



ARTICLE 9 – Amendments to the constitution

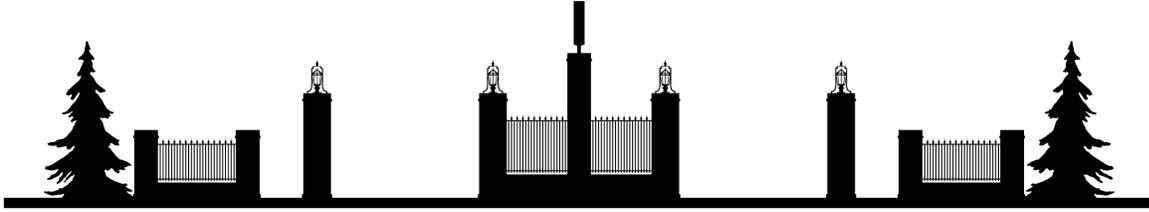
1. Notice of motion to amend any part of the Constitution shall be given in the notice calling a special meeting of the Association at which the proposed amendment is to be presented.
2. Amendments shall receive the affirmative vote of at least two thirds of the votes cast at a duly constituted meeting of members of the Association.

BY-LAWS

SECTION 1 – Terms of office

1. All members of the Board of Directors will serve three (3) year terms with no limit on the number of terms served and the terms will be staggered.
2. No officer shall be permitted to hold the same office for more than one term unless no candidate for the office has been nominated. Absence from office for one year shall entitle a former Officer to again stand for election to the office formerly held.
3. A member of the Board of Directors may be removed from office if:
 1. he/she conducts himself/herself in a manner deemed prejudicial to the interests of the Association in the opinion of at least two thirds of the Board of Directors; and
 2. he/she has missed three consecutive meetings without the prior consent of the Board via resolution or, if at a Special General Meeting of the members a resolution that he/she be removed from office is passed by a majority of at least two thirds of the members present.

Guildwood Village Community Association



SECTION 2 – Quorum

1. A meeting of the Board of Directors must have a Quorum. A quorum shall consist of a majority of the Board of Directors.
2. General meetings (both the Annual General meeting and any Special General Meeting) at which a vote is to be taken must have a quorum. A quorum shall consist of a minimum of ten members who are not on the Board of Directors and at least three members of the Board of Directors.

SECTION 3 – Voting

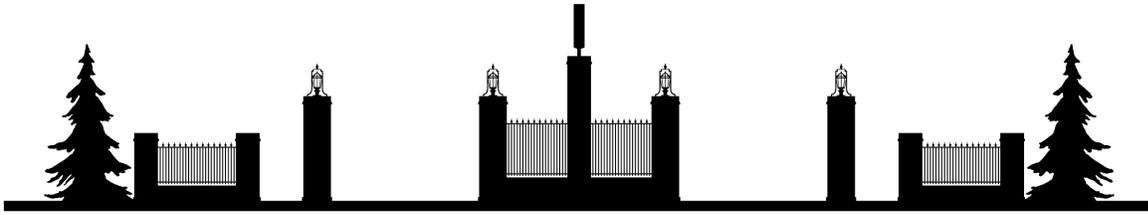
1. Voting rights at a General Meeting of members shall be limited to one per member household. There shall be no voting by proxy in any form.
2. Voting procedures for General Meeting shall be according to an established protocol, determined by the Executive Committee from time to time.
3. Each member of the Board of Directors shall have one vote in any matter requiring a majority vote of the Committee. Should a tie vote occur the President will cast the deciding vote.

SECTION 4 – Meetings

4.1 Annual General Meeting

The Annual General Meeting shall be held as early as possible, but no later than 90 calendar days into the fiscal year. Written notice of the meeting shall be published in the *New & Views* in the issue preceding the Annual General Meeting. The agenda and supporting documents will be posted on the website at least two weeks in advance of the meeting. The agenda for the annual General Meeting shall include the approval of the Minutes of the immediately preceding Annual General Meeting, the Treasurer's Report, the President's Report, any special presentations and the election of Officers and Directors.

Guildwood Village Community Association



A person who is not a Member may not speak on any question without the leave of the Chairman.

4.2 Special General Meetings

A Special General Meeting may be called at the discretion of the President or at the written request of 5 % of the membership.

4.3 General Meeting Logistics

Written notice of either type of Special General Meeting shall be broadly communicated within the community at least 48 hours in advance of the meeting.

Meetings shall take place at a suitable location preferably within the community association boundaries as defined in Article 3

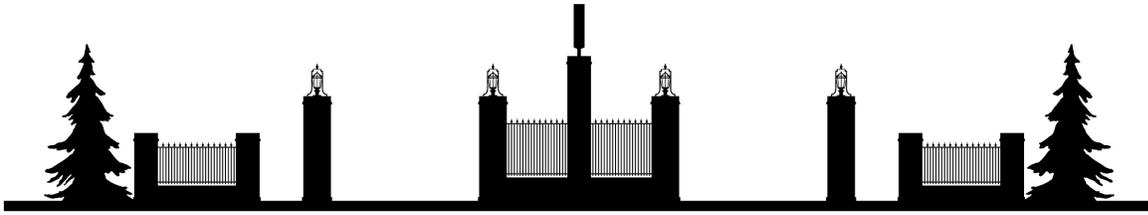
4.4 Board of Directors

Meetings of the Board of Directors shall be held at the call of the President. There shall be at least ten meetings of the Board of Directors during each fiscal year, in addition to the General Meetings of the membership.

SECTION 5 –Committees

1. The Board of Directors shall, from time to time at its discretion, appoint committees as may be required. These committees shall be responsible to and can be dissolved by the Board of Directors.
2. Committees will take no action without the prior approval of the Board of Directors
3. Each committee, whether Standing or established for a specific purpose, will have a terms of reference approved by the Board of Directors

Guildwood Village Community Association



SECTION 6 – Duties of officers

President

The President shall:

1. Act as Chair for all Board, Executive Committee, Special and General Meetings,
2. Shall exercise general supervision over the affairs and activities of the Association,
3. Shall ensure that an agenda is prepared for each Meeting,
4. May serve as ex-officio member of any committee and
5. May delegate that role (*ex officio*) to another member of the Executive Committee as is appropriate.

Vice-President

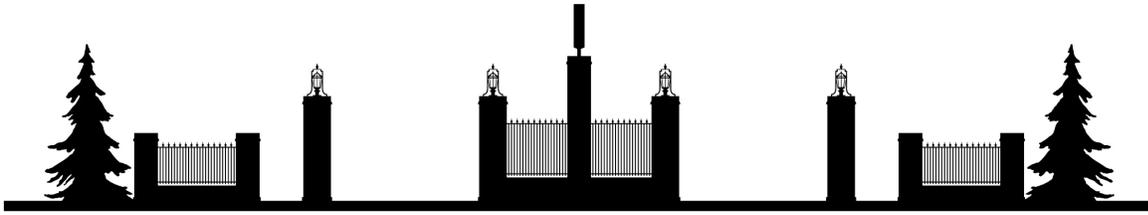
The Vice-president shall perform the duties of the President in his/her absence, or when specifically asked by the President to do so.

Treasurer

The Treasurer shall:

1. Maintain appropriate books of accounts and financial records;
2. Deposit all funds in a financial institution approved by the Board of Directors
3. Submit a financial report to each Board meeting;

Guildwood Village Community Association



4. Submit appropriate financial statements to the Annual General Meeting for the preceding fiscal year

Secretary

The Secretary shall:

1. Make a record of minutes of the Executive Committee of the Board, Board and any General Meetings;
2. Be the custodian of the minutes and other official documents of the Association, including the completed annual membership roll;
3. Attend to correspondence as directed by the Board of Directors
4. Act as the recipient of all nominations for office

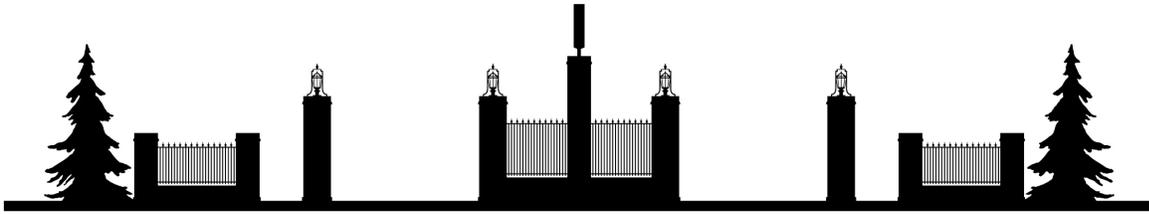
SECTION 7 – Signing Authority

All payments shall be prepared by the Treasurer and shall be approved by any two of the authorized approvers as follows:

President,
Vice-president, or
Treasurer.

Disbursements shall only be made by a method which requires that each payment to have two authorized approvers to allow for the disbursement of funds.

Guildwood Village Community Association

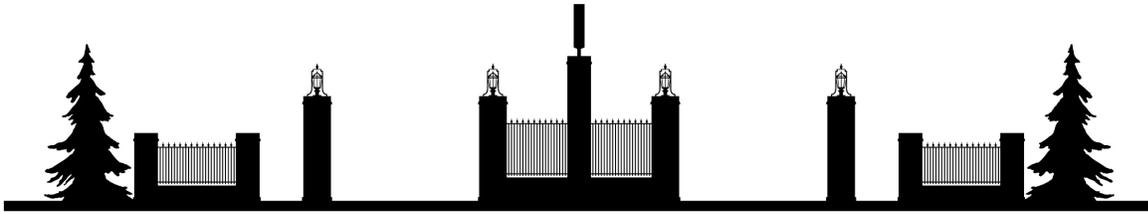


SECTION 8 – Duties of the Executive Committee

The Executive Committee of the Board of Directors will be responsible:

1. To call meetings of the Board and members;
2. To prepare the agenda of the Board and members meetings in consultation with the Board;
3. To ensure that adequate background material is made available for the Board and members to prepare for meetings;
4. To ensure that the Board is addressing all of its areas of responsibility, including compliance with applicable regulations;
5. To ensure that an Annual Report on Board activities is presented at the Annual General Meeting;
6. To ensure that members are kept informed of Board activities throughout the year;
7. To interpret and clarify By-laws, policies and decisions of the Board;
8. To provide leadership within the Association.

Guildwood Village Community Association



SECTION 9 – Duties of the Board of Directors

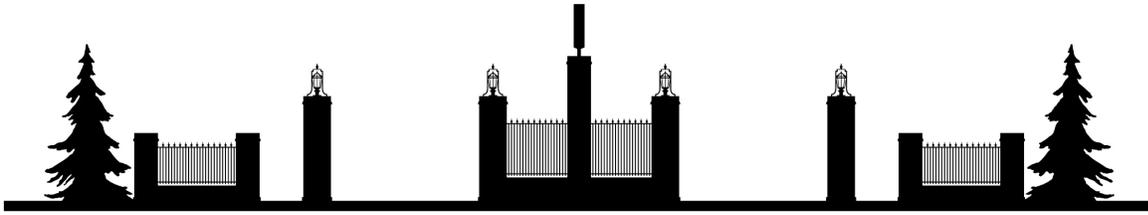
The Board of Directors shall exercise general control over the affairs of the Association, including the following:

1. The appointment of an auditor and defining the auditor's function as necessary from time to time
2. The appointment of standing and ad hoc-committees including terms of reference as appropriate
3. The arrangement of topical meetings for members, as appropriate, from time to time;
4. The maintenance of appropriate insurance, including liability insurance
5. The determination of voting procedure for General Meetings

SECTION 10 – Nominations

1. A Nominating Committee shall be appointed by the Board of Directors and chaired by the Vice-President and shall consist of at least two members of the Association who are not members of the Board of Directors.
2. The Nominating Committee shall prepare a slate of candidates for presentation at the annual Meeting, and shall obtain the prior written approval of every person to be nominated.
3. Nominations will open 45 days in advance of the election and close the day prior to the election.
4. The call for nominations will be published in the Winter issue of the News & Views, and through both Facebook and eNewsletter as well as on the Association website.

Guildwood Village Community Association



5. Nominations will be submitted to the Secretary of the Association. Nominees will be presented on behalf of the Nominating Committee at the Annual General Meeting
6. A returning officer, who is not a member of the Board of Directors, will be appointed by the Board.

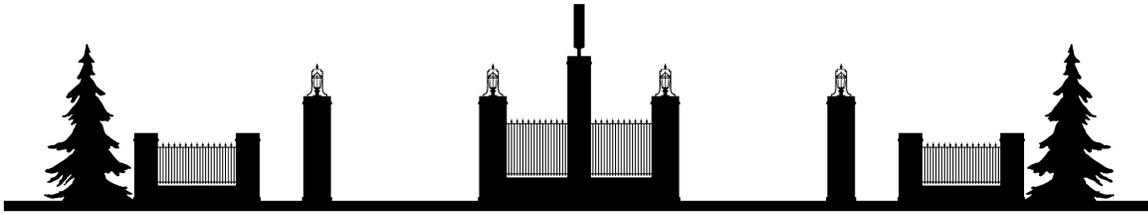
SECTION 11 – Official Publication

The Guildwood *News and Views* shall be the official printed publication of the Guildwood Village Community Association supported by other media vehicles as approved by the Board of Directors.

ARTICLE 12 - Records Retention and Disposition

The minutes, reports and correspondence of the Association are its property and are administered by the Secretary according to retention and disposition schedules approved by the Board of Directors. Records no longer required for operational purposes are to be deposited in an archival depository as directed by the Board of Directors.

Guildwood Village Community Association



Schedule B

THE GVCA OPERATING PRINCIPLES

1. The Association is committed to a safe, healthy and secure environment.
2. The Association is committed to the highest standard of ethics in all of its relationships.
3. The Association encourages, values and respects each individual's contribution – both residents and people who work within the community.
4. Every resident, as well as everyone who works within the community counts.
5. The Association takes pride in its activities and in the community.
6. The Board of Directors assumes a leadership role when the committee believes this is an appropriate course to take.
7. The Association as a whole, and the Board of Directors specifically, functions as a “Resource Pool” for the Guildwood Community; by working in partnership with other community groups, the Association plays a vital role in helping them achieve their objectives.
8. The Association functions as a self-sufficient organization, and is not dependent financially on any other business, individual or organization to carry out its day-to-day or scheduled activities.
9. At the end of each term of office, each member of the Board of Directors is responsible for meeting with his or her replacement to pass on, in good order, all relevant information and files.
10. These operating principles are to be used by the Board of Directors to assist in day-to-day operations of the Association as well as to provide a base for decision-making.