

**BE IT ENACTED** as a Constitution of the Association as follows:

## **Section 1 – General**

### **Definitions**

**1.01** In this Constitution of the Association, unless the context otherwise requires:

- a. The “Association” means the Ontario Association of Committees of Adjustment and Consent Authorities (OACA).
- b. “Board” means the Board of Directors for OACA
- c. “Constitution” means this Constitution, as amended, which is in force and effect;
- d. “Annual Meeting” means the Annual General Meeting of the Association
- e. “Member” means a member in good standing of the Association and includes Full Members, Associate Members and Honorary Members.
- f. “Board Member” and “Director” mean an elected member of the Board of Directors
- g. “Officer” means the President, Vice-President, Treasurer and Secretary of the Association.

### **Interpretation**

**1.02** In the interpretation of this *Constitution*, words in the singular include the plural and vice-versa, words in one gender include all genders, and “person” includes an individual, body corporate, partnership, trust and unincorporated organization.

### **Execution of Documents**

**1.03** Assignments, contracts, obligations and other instruments in writing requiring execution by the *Association* may be signed by any two (2) *Directors*. In addition, the *Board* may from time to time direct the manner in which and the person or persons by whom a particular document or type of document shall be executed.

### **Financial Year End**

**1.04** The financial year end of the *Association* shall be December 31st in each year.

### **Banking Arrangements**

**1.05** The fiscal year of the *Association* shall be the calendar year. The banking business of the *Association* shall be transacted at such bank, trust company or other firm or corporation carrying on a banking business in Ontario as approved by the *Board*. The banking business or any part of it shall be transacted by one or more *Directors* of the *Association* and/or other persons as the *Board* may by resolution from time to time designate, direct or authorize.

### **Annual Financial Statements**

**1.06** The *Association* may, instead of sending copies of the annual financial statements and other documents to the *Members*, publish a notice to its *Members* stating that the annual financial statements and documents are available by the *Association* and any *Member* may, on request, obtain a copy free of charge by electronic means or by prepaid mail.

### **Section Invalidity of Any Provisions of This Constitution**

**1.07** The invalidity or unenforceability of any provision of this *Constitution* shall not affect the validity or enforceability of the remaining provisions of this *Constitution*.

## Omissions and Errors

- 1.08** The accidental omission to give any notice to any *Member, Director, Officer*, member of a committee of the *Board* or public accountant, or the non-receipt of any notice by any such person where the *Association* has provided notice in accordance with the *Constitution* or any error in any notice not affecting its substance shall not invalidate any action taken at any meeting to which the notice pertained or otherwise founded on such notice.

## Section 2 – Membership

- 2.01** The membership shall be of the following classifications:

Full Member:

Full Membership shall be restricted to members of Committees of Adjustment, Land Division Committees, Consent Granting Authorities, Secretary-Treasurers and the Assistant Secretary-Treasurers (appointed by their respective local Committees) of such Committees and Authorities, as applicable

Associate Member:

Associate Membership shall be granted to persons, private companies, corporations, partnerships, and associations who are interested in planning regulations, such as:

Professional or Technical Associations of Lawyers, Land Surveyors, Registrars, Engineers and Town Planners.

Provincial and Federal Departments of representatives in the field of Planning and related fields.

Representatives of Developers' Associations and persons engaged by Municipalities to administer and formulate laws or regulations relating to Committees of Adjustment, Land Division Committees and the Consent Granting Authorities.

Any other Municipal employee directly involved in the Committee of Adjustment and Land Division Process.

Honorary Member:

Honorary Membership shall be those persons who have directly or indirectly contributed to the development and welfare of the *Association* and who are considered by the Full Members, worthy of recognition for such service. Honorary Members shall be admitted by a majority vote of Full Members at any *Annual Meeting* of the *Association* and shall not be required to pay any membership fees, and shall have all the benefits of Full Membership.

- 2.02** The Board of the *Association* may, by resolution, approve the admission of a *Member* of the *Association*.

- 2.03** The following conditions of membership shall apply:
- a) The term of a Full and Associate Membership shall be annual, subject to renewal in accordance with Section 3 of the *Constitution*.
  - b) The term of an Honorary Membership shall be a lifetime membership.
  - c) Full *Members* in good standing will be entitled to receive notice of, attend and vote at the *Annual Meeting* and each Full *Member* shall be entitled to one (1) vote at such meetings.
- 2.04** A majority vote of the Full *Members* present and voting at any *Meeting* shall be required to adopt any amendments to the *Constitution* or any motion validly before such meeting.
- 2.05** Full and Associate *Members* shall be entitled to the privileges of the floor for discussion at all meetings of the *Association*.
- 2.06** No *Member* shall have any right, title or interest in any property of the *Association*.

### **Section 3 - Membership Dues & Termination**

- 3.01** The dues shall be reviewed and adjusted, as necessary, annually by the *Board* to reflect any increases or decreases in the *Association's* operating costs.
- 3.02** The payment of dues shall cover the calendar year January 1 to December 31 and shall become due and payable on January 1 of each year.
- 3.03** No *Member* shall be in good standing or be qualified to exercise or be entitled to any privilege of membership who is in default of payment of his/her dues as of March 15.
- 3.04** Membership in the *Association* shall cease when a *Member*:
- a) dies or resigns;
  - b) is removed from the register of the *Association* by virtue of being in default of dues, fees, penalties or assessments;
  - c) is removed from the register of the *Association* by virtue of the operation of its by-laws;
  - d) is removed from the register of the *Association* by consequence of a breach of the Professional Code of Practice; or
  - e) the *Association* is dissolved.
- 3.05** Upon any termination of membership, the rights of the *Member* automatically cease to exist.

## **Section 4 - Notice of Annual Meeting**

- 4.01** Notice of the time and place of the *Annual Meeting* shall be given to each *Member* in good standing by mail or electronic means a minimum of sixty (60) days prior to the meeting and shall be published on the OACA website.

## **Section 5 – Annual Meeting and Special Meetings**

### **Place of the Meeting**

- 5.01** Meetings of the *Members* may be held at any place within Ontario determined by the *Board*.

### **Chair of the Meeting**

- 5.02** The President of the *Association* shall chair the *Annual Meeting*, and in the absence of the Chair, the Vice President shall chair the *Annual Meeting*. In the absence of both the President and Vice President, the remaining *Directors* shall elect a chair of the *Annual Meeting*.

### **Quorum**

- 5.03** A quorum of any meeting of the *Members* shall be twenty five (25) *Members* entitled to vote.

### **Voting**

- 5.04** At any meeting of Full *Members* every question, unless otherwise provided for in this *Constitution*, shall be determined by a majority of the votes cast on the question by a show of hands. In the case of an equality of votes the President, in addition to an original vote, shall have a second or casting vote.

### **Special Meeting**

- 5.05** The *Board* may hold a special meeting of the *Members* on the written request of at least three (3) *Directors* or of at least twenty-five (25) *Members* entitled to vote.
- 5.06** The *Board* at least four (4) weeks prior to a special meeting shall provide notice by mail or electronic means of the time and place of the special meeting to every *Member* in good standing on the register of the *Association* and shall indicate in the notice a statement of the purpose of the meeting and that only those matters specified in the statement of purpose may be considered at the meeting.

## **Section 6 – Board of Directors**

### **General**

- 6.01** As steward of the public trust, the *Board* shall be responsible for governance, the ongoing process of due diligence to assure the health and effectiveness of the *Association*. The *Board* shall have the power to govern the affairs and property of the *Association* in keeping with policies it establishes that define the *Board's* scope of authority and limitations.
- 6.02** The *Board* shall consist of nine (9) elected *Directors*.

- 6.03 The *Board* shall adhere to all policies and procedures established by the *Board*.
- 6.04 The *Board* shall from time to time have the ability to purchase real property and enter into contracts for the benefit of the *Association* and its' *Members*. Only funds on hand shall be used for the purchases and no debts will be incurred.
- 6.05 The *Board* shall purchase and maintain such insurance for the benefit of the *Members* and *Directors* as the *Board* deems necessary.

#### **Nominations**

- 6.06 In order to be nominated for a position on the *Board* the candidate must be a Full Member of the *Association* in good standing.
- 6.07 The Nominations Committee shall prescribe the form in which nominations are to be provided.
- 6.08 It is the responsibility of the nominee to confirm that their nomination was received by the Nominations Committee.
- 6.09 The Nominations Committee shall present a slate of candidates, in a form to be determined by the Nominations Committee, at the *Annual Meeting*.
- 6.10 The Nominations Committee shall check the nominees for eligibility ensuring that each nominee is a Full *Member* in good standing.
- 6.11 The Chair of the Nominations Committee, or designate, shall announce the nominations for *Director* at a time prescribed on the Annual Meeting Delegate Agenda.
- 6.12 Nominations from the floor shall be accepted by the Chair of the Nominations Committee or designate, and recorded by the Secretary, up to a time prescribed on the Annual Meeting Delegate Agenda.

#### **Election**

- 6.13 Voting will be by ballot unless the number of candidates is equal to, or less than, the number of vacancies, in which case the election will be by acclamation.
- 6.14 Election shall occur at the *Annual Meeting* at a time prescribed on the Annual Meeting Delegate Agenda. The ballot shall clearly state the names of all candidates for *Director*. Each proposed candidate is to be separated from the other on the ballot.
- 6.15 Only Full *Members* in good standing shall be eligible to vote.

#### **Campaigning**

- 6.16 A bulletin board shall be available on which any candidate may post one piece of campaign material not exceeding 8.5" by 11" in size.

#### **Proxy Voting**

- 6.17 Voting by proxy shall be permitted. The procedures associated with proxy voting are as follows:
  - a) Full *Members* in good standing can assign their proxy to another Full *Member*

of the *Association* in good standing attending the *Annual Meeting*. No Full *Member* may act as a voting proxy for more than 5 other Full *Members*.

- b) All proxies must be validated by a *Member* of the Nominations Committee prior to the election.

### **Returning Officer**

- 6.18** A Returning Officer shall be nominated from the floor and voted in by the membership. The Returning Officer shall be a Full *Member* of the *Association* in good standing. The Returning Officer may appoint such Deputy Returning Officers as they deem necessary. Any Deputy Returning Officer shall also be a Full *Member* of the *Association* in good standing.
- 6.19** The Nominations Committee shall supply the necessary ballots to the Returning Officer.
- 6.20** One ballot shall be issued to each Full *Member* in good standing represented at the *Annual Meeting*. Full *Members* with validated proxies must submit all proxies at the time of voting and will be issued one ballot per proxy.
- 6.21** The ballots shall be marked and returned to the Returning Officer.
- 6.22** The election of *Directors* as set out herein shall be reported to the *Annual Meeting* by the Returning Officer, who will also report the number of ballots distributed, the number of ballots cast, and the number of spoiled ballots, which shall be recorded by the Secretary, and the results of the count shall be made available to any candidate on demand.
- 6.23** In the event of a tie in any election, the candidates who have tied shall forthwith meet with the Returning Officer at a time and location determined by the Returning Officer. Where two candidates have tied, the winner shall be determined by the toss of a coin. Where more than two candidates have tied, the winner shall be determined by drawing lots. The Returning Officer shall supervise the proceedings and his or her declaration of the winner shall be final and binding on all persons concerned.
- 6.24** The ballots and records of tabulation shall be retained by the Returning Officer until ordered destroyed by the a majority vote pursuant to Section 5.04 of this Constitution, unless a candidate prior to a motion to destroy the ballots, forwards a written complaint to the Returning Officer for the election.
- 6.25** If a written complaint is received by the Returning Officer, no ballots shall be destroyed until a special three (3) member investigating committee has been appointed, and the complaint has been properly investigated, with all of the necessary persons being heard. The members of the Special Investigating Committee shall be made up as follows:
  - a) an appointee of the complainant,
  - b) an elected *Member* of the *Board*
  - c) the Returning Officer.

One of the Special Investigating Committee *Members* shall be elected as Chairman.

- 6.26 A written report of the Special Investigating Committee shall be forwarded to the *Board*, on or before the date of the first meeting of the *Board* following the annual meeting or at an alternate date prescribed by the *Board*.
- 6.27 The report of the Special Investigating Committee shall be acted upon by the *Board* and the Special Investigating Committee report shall be final.

### **Section 7 – Term of Board of Directors**

- 7.01 *Members* as duly nominated shall be elected to the position of *Director* by a ballot. Each *Director* shall hold office for a term of three (3) years or until his or her qualified successor shall have been duly elected. One Third (1/3) of the *Board* shall be retired at each *Annual Meeting*, but shall be eligible for re-election, if qualified. The remaining Two Thirds (2/3) shall be retired at the following two subsequent *Annual Meetings*, but shall be eligible for re-election, if qualified.
- 7.02 Nothing in this *Constitution* will prevent an election being held to fill a vacant position. In order to provide for staggered terms, any position required to fill a vacancy on the *Board* may be reduced according to the existing term.
- 7.03 Each individual who has been elected to serve on the *Board* shall be eligible for re-election so long as such individual continues to be a Full *Member* in good standing.

### **Section 8 – Election of Officers and Term of Office**

- 8.01 The *Officers* of the *Association* shall be the President, Vice President, Treasurer and Secretary, and such other persons as the *Board of Directors* may determine from time to time. Officers, shall be elected by the *Board* from among their number at the first *Board Meeting* after the annual election of the *Directors* provided that in default of such election the then incumbents, being members of the *Board*, shall hold office until their successors are elected.

### **Section 9 – Board of Director Meetings**

#### **Meetings, Quorum and Voting Rights**

- 9.01 The *Board* shall meet at least three times a year or as often as is necessary to conduct the affairs of the *Association* properly. Meetings shall be in person, or by means of electronic or other communication facilities that will permit all persons participating to communicate with each other simultaneously.
- 9.02 Meetings of the *Board* shall be called by the President or by a simple majority of the *Board*.
- 9.03 A simple majority of the *Board* shall constitute a quorum of the *Board*.
- 9.04 Only the *Board* shall have sole and exclusive rights to vote at meetings of the *Board*.
- 9.05 At all meetings of the *Board*, every question shall be decided by a majority of the votes cast on the question.

## Section 10 – Board Committees

### Board Committees:

**10.01** The *Board* may, by resolution, establish Committees and delegate functions to such Committees as it deems fit, which shall include, but not be limited to the following:

### Finance Committee:

**10.02** The *Board* shall establish a Finance Committee to monitor financial funds and commitments and make reports as to the financial well-being of the *Association*. The Chair of the Finance Committee shall serve as the Treasurer of the *Association* and shall be the chief liaison with the *Association's* auditor.

**10.03** The Finance Committee will draft a budget for the following year, on or before December 1st of each year, to be presented and approved by the *Board*.

**10.04** The Finance Committee shall provide the *Board* with an update on the financial status of the *Association* at each meeting and shall provide any additional information as requested by the President.

**10.05** The Finance Committee shall provide copies of the annual financial statements to the *Members* and publish a notice to the *Members* stating that the annual financial statements are available upon written request to the *Association*.

**10.06** No *Member* of the Finance Committee shall have signing authority for release of funds.

### Nominations Committee:

**10.06** The *Board* shall establish a Nominations Committee to preside over nominations and election procedures of the *Association* in accordance with this *Constitution*.

### Governance Committee:

**10.07** The *Board* shall establish a Governance Committee responsible for reviewing and making of recommendations concerning policies and by-law changes, including the effectiveness of governance, development and succession planning, policy development, audit compliance and such other duties as may be assigned by the *Board*.

**10.08** The *Board* may from time to time appoint any committee or other advisory body, as it deems necessary or appropriate for such purposes and with such powers as the board shall see fit.

**10.09** A Secretary for the *Association* shall be elected by the *Board* from the nine (9) *Director* positions.

## Section 11 – Description of Officers

**11.01** The President, Vice-President, Secretary and Treasurer shall have the following duties and powers associated with their positions:

- a) President: The President shall preside at all *Board* meetings and the membership. The President provides leadership, ensures the integrity of process, and represents the *Association* to outside parties. The President shall be an ex-officio *Member* of all committees of the *Association*, with voting privileges.



- b) Vice-President: The Vice-President shall act as the representative of the President in such matters as the President may assign and shall perform the duties of the President in the event of the President's death, absence or inability. In the event that the Vice-President is unable to serve as the representative of the *Association* the *Board* shall appoint another *Director* to serve.
- c) Treasurer: The Treasurer shall serve as the Chair of the Finance Committee and shall ensure that all books and records provide an accurate accounting of all funds received and disbursed by the *Association* in accordance with generally accepted accounting principles. The Treasurer shall ensure the preparation of an annual financial report that shall be submitted to the *Board* and the *Members* at the *Annual Meeting* of the *Association*.
- d) Secretary: The Secretary shall be responsible for the maintenance of the membership register of the *Association* in a format prescribed by the *Board* and shall confirm and distribute such membership register for access by the membership not less than once annually. The Secretary shall also be responsible for the preparation and distribution of all notices, including agendas and the minutes of all meetings of the *Board* and the *Association*.

**11.02** The powers and duties of a *Director* shall be such as the terms of the *Board* or President requires of them.

**11.03** The *Board* may, from time to time vary, add to or limit the powers and duties of any *Director*, with the exception of the President and Vice-President.

### **Section 12 – Remuneration (Board of Directors)**

**12.01** The *Directors* shall serve as such, without remuneration, and no *Member* shall directly or indirectly receive any profit from occupying a position on the *Board* provided that *Directors* may be reimbursed for reasonable expenses they incur in the performance of their duties and approved by the *Board* for payment by resolution passed before such payment is made.

### **Section 13 – Vacancy**

**13.01** A *Director* may resign at any time by filing a written resignation with the President of the *Board*.

**13.02** The President may resign at any time by filing a written resignation with the Vice-President of the *Board*.

**13.03** If a vacancy occurs during a term, the *Board* has discretion to call an election for that position at the next *Annual Meeting*. Provided that a quorum exists, vacancies on the *Board*, however caused, do not have to be filled. If a vacancy results in there not being a quorum of the *Board* and the next *Annual Meeting* will not occur within three months of the date of the vacancy, the remaining *Directors* shall call a meeting of the *Association* to fill the vacancy

- 13.04** Should the office of President become vacant, the Vice-President shall automatically become President.
- 13.05** Should the office of Vice-President become vacant, a *Director*, elected from amongst the remaining *Directors* shall become Vice-President for the balance of the term.
- 13.06** Should the office of Secretary become vacant, another *Director*, elected from amongst the remaining *Directors* shall become Secretary for the balance of the term.
- 13.07** Should the position of Treasurer become vacant, another *Director*, elected from amongst the remaining *Directors* shall become Treasurer for the balance of the term.

#### **Section 14 – Policy Development**

- 14.01** The *Board* shall adopt all policies pertaining to the governance of the *Board* and operations.

#### **Section 15 – Effective Date**

- 15.01 Effective Date**  
This *Constitution* shall become effective on

*FINAL DRAFT VERSION: DATED MARCH 29, 2017*