

**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:

1. The “Association” means the Ontario Association of Committees of Adjustment and Consent Authorities (OACA).
2. “Board” means the Board of Directors for OACA
3. “Constitution” means this Constitution, as amended, which is in force and effect;
4. “Annual Meeting” means the Annual General Meeting of the Association
5. “Member” means a member in good standing of the Association and includes Full Members, Associate Members and Honorary Members.
6. “Board Member” and “Director” mean an elected member of the Board of Directors
7. “Officer” means the President, Vice-President, Treasurer and Secretary of the Association
8. “Code of Conduct” means the Code of Conduct adopted by the Board.

### **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

Honorary Member:

Honorary Membership shall be awarded by a majority vote of the *Board*, in accordance with the Honorary Membership Policy to those persons who have directly or indirectly contributed to the development and welfare of the *Association* and are considered worthy of recognition for such service. Honorary *Members* shall 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, Honorary and Associate Membership shall be annual, subject to renewal in accordance with Section 3 of the *Constitution*.
- b) Full *Members* in good standing will be entitled to receive notice of, and shall be entitled to one (1) vote.
- c) A valid *Membership* can be transferred by a *Member* up until December 1st within a calendar year, through the *Association's* website.

**2.04** Full and Associate *Members* shall be entitled to the privileges of the floor for discussion at all meetings of the *Association*.

**2.05** 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 April 30.

**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, or failing to keep their membership in the *Association's* register current;
- c) is removed from the register of the *Association* by virtue of the operation of its bylaws;
- d) is removed from the register of the Association by consequence of a breach of the Professional Code of Conduct; or
- e) the *Association* is dissolved.

**3.05** Upon any termination of membership, the rights of the *Member* automatically cease to exist.

**3.06** Honorary members are not required to pay dues, but shall keep their membership current and are required to file an annual membership.

### **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 the *Members* shall be twenty five (25) *Members* entitled to vote.

### **Voting**

**5.04** At any meeting and/or Electronic Voting Event 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. 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.

## **Section 7 – Election & Voting**

### **Nominations**

- 7.01** In order to be nominated for a position on the *Board* the candidate must be a Full *Member* of the *Association* in good standing.
- 7.02** The Nominations Committee shall prescribe the form in which nominations are to be provided.
- 7.03** It is the responsibility of the nominee to confirm that their nomination was received by the Nominations Committee.
- 7.04** The Nominations Committee shall present a slate of candidates, in a form to be determined by the Nominations Committee.
- 7.05** The Nominations Committee shall check the nominees for eligibility ensuring that each nominee is a Full *Member* in good standing.
- 7.05** The Chair of the Nominations Committee, or designate, shall announce the nominations for *Director* on a date to be determined by the Board.
- 7.07** Nominations from the *Membership* shall be accepted by the Chair of the Nominations Committee or designate, and recorded by the Secretary, up to a date determined by the Board.

### **Election**

- 7.08** An Election & Voting Policy addressing election procedures and other voting matters, requiring approval from the membership, shall be approved by the Board and posted on the Association's website.
- 7.09** Voting shall be in accordance with the Election & Voting Policy.
- 7.10** Election shall occur in accordance with Election & Voting Policy.
- 7.11** Only Full *Members* in good standing shall be eligible to vote.

### **Campaigning**

- 7.12** Campaigning shall be permitted in accordance with the Election Policy.

## **Returning Officer**

- 7.13** The Chair of the Nominations Committee shall act as the Returning Officer and shall appoint one Assistant Returning Officer.

## **Section 8 – Term of Board of Directors**

- 8.01** *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.
- 8.02** 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.
- 8.03** 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.
- 8.04** The *Board* may, by a majority vote of the *Board*, and at its own discretion and only in special circumstances, vary the term of a *Director*. Notwithstanding this, the *Board* shall attempt to achieve the required One Third of the *Board* retiring at each *Annual Meeting*

## **Section 9 – Election of Officers and Term of Office**

- 9.01** 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 10 – Board of Director Meetings**

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

- 10.01** The *Board* shall meet as often as 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.
- 10.02** A simple majority of the *Board* shall constitute a quorum of the *Board*.

## Section 11 – Board Committees

### Board Committees:

**11.01** 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:

**11.02** 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.

**11.03** 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*.

**11.04** 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.

**11.05** 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*.

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

### Nominations Committee:

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

### Governance Committee:

**11.08** 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*.

## Section 12 – Description of Officers

**12.01** 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*.

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

**12.03** 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 13 – Remuneration (Board of Directors)**

**13.01** 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 14 – Vacancy**

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

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

**14.03** If a vacancy occurs during a term, the *Board* has discretion to call an election for that vacant position at any time, in accordance with the Election Policy. Provided that a quorum exists, vacancies on the *Board*, however caused, do not have to be filled.



- 14.04** Should the office of President become vacant, the Vice-President shall automatically become President.
- 14.05** 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.
- 14.06** Should the office of Secretary become vacant, another *Director*, elected from amongst the remaining *Directors* shall become Secretary for the balance of the term.
- 14.07** 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 15 – Policy Development**

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

### **Section 16 – Effective Date**

#### **16.01 Effective Date**

The Constitution shall become effective on June 5, 2017

**Revised: June 3, 2019**

**Revised: September 2019**

**Revised: June 5, 2021**