

**DALHOUSIE COMMUNITY ASSOCIATION**

**ANNUAL GENERAL MEETING – May 27<sup>th</sup> 2023**

**Held at Plant Recreation Center, 930 Somerset West**

Chair: Catherine Boucher, President

Panel: Yukang Li, Executive Director, Chinatown Business Association – Catherine McKenney, Founder, CitySHAPES

Minutes: Ryan Turley

Attendance: There were approximately 45 members present

**Opening**

The meeting began with a land acknowledgement by DCA president Catherine Boucher

Catherine briefly explained the logistics for the event and made opening remarks.

The agenda was presented and approved (moved by Ida Henderson, seconded by Dave Seaborn)

**Panel discussion**

Catherine Boucher introduced the speakers and the concept of the 14-minute neighborhood. Chinatown Business Association Executive Director Yukang Li and CitySHAPES founder Catherine McKenney spoke about how Dalhousie fits in with that model and shared their vision for the neighborhood, noting some of the challenges, as well as the things that make Dalhousie great.

**Board business**

The 2022 AGM minutes were approved as presented (moved by Ryan Turley and seconded by Ida Henderson)

**Treasurer's report**

Treasurer Dave Seaborn presented his annual report (attached) which was approved (moved by Dave Seaborn, seconded by Archie Campbell)

A motion was put forward by Dave Seaborn (seconded by Ryan Turley) to accept the following extraordinary resolution: "The Dalhousie Community Association of Ottawa accepts the "Annual Treasurer's Report for 30 April 2022 to 30 April 2023"as presented at the 2023 Annual General Meeting and that neither an "audit" nor a "Review Engagement" is required." The motion was carried.

**Bylaw and letters patent review**

On behalf of the board of directors, Secretary Ryan Turley presented proposed revisions to the association's bylaws and letters patent. The revisions would ensure compliance with changes to the

Ontario Not-for-Profit Corporations Act (ONCA). A motion was carried (moved by Ryan Turley, seconded by Debbie Barton) to accept the revisions to the bylaws and letters patent. The updated bylaws and the changes to the letters patent are attached.

### **Membership dues**

Dave Seaborn put forward a motion (seconded by Catherine Boucher) to raise the membership rates from \$5.00 for three years to \$5.00 for one year or \$10.00 for three years. The motion carried.

### **Election of board of Directors**

15 candidates stood for election to the board of directors: Charles Akben-Marchand, Debbie Barton, Catherine Boucher, Archie Campbell, Ida Henderson, Imran Kaderdina, Ed McKenna, Jenna Moore, Zsophia Orosz, Lory Picheca, Michael Powell, Sally Rutherford, David Seaborn, Ryan Turley and Amy Wong. All 15 candidates were acclaimed as directors.

### **Closing remarks**

The meeting was concluded with thanks to all in attendance from Catherine Boucher.

RT

**PROPOSED CHANGES TO THE CONSTITUTION (NOW KNOWN AS "BYLAWS") 27 MAY 2**

CONSTITUTION OF THE DALHOUSIE  
COMMUNITY ASSOCIATION

As amended on May 29, 1995

1. PREAMBLE

We, the people in the Dalhousie community wish to promote, by democratic cooperation, the provision of a healthy economic and physical environment, the maintenance of personal safety and security, and the improvement of the quality of life of all members of the community. We have determined that an association of all the members of the community will best accomplish these goals.

2. DEFINITIONS

(a) "Dalhousie community" shall mean that area of the former Dalhousie Ward that lies east of the LeMieux Island CPR railway line, as per the attached map.

(b) "Constituents" shall mean all individuals who: (i) reside in the Dalhousie community, or in areas that are next to and close by to the Dalhousie community, and who are not currently represented by a community association or equivalent; (ii) have their place of business or employment, or own property in the Dalhousie community.

3. OBJECTS AND VALUES

(a) To determine, reflect, and actively promote the concerns, aspirations and opinions of the Constituents;

(b) In order to accomplish 3(a), the Association shall:

- i) organize public participation in community issues;
- (ii) make representation to governments;
- (iii) advocate and develop services and amenities for the Constituents and assist in community planning;
- (iv) liaise with other community groups in the Ward and in the City.

Bylaws of the Dalhousie Community  
Association of Ottawa (Hereafter referred to as  
"the Association")

As amended on May 27, 2023

1. PREAMBLE

We, the people in the Dalhousie community wish to promote, by democratic cooperation, the provision of a healthy economic and physical environment, the maintenance of personal safety and security, and the improvement of the quality of life of all members of the community. We have determined that an association of all the members of the community will best accomplish these goals.

2. DEFINITIONS

(a) "Dalhousie community" shall mean that area of Somerset Ward that lies West of Bay Street, as per the attached map. (Appendix A)

(b) "Constituents" shall mean all individuals who: (i) reside in the Dalhousie community, (ii) have their place of business or employment in the Dalhousie community, or (iii) own property in the Dalhousie community.

3. OBJECTS AND VALUES

(a) To determine, reflect, and actively promote the concerns, aspirations and opinions of the Constituents;

(b) In order to accomplish 3(a), the Association shall:

- i) organize public participation in community issues;
- (ii) make representation to governments;
- (iii) advocate and develop services and amenities for the Constituents and assist in community planning;
- (iv) liaise with other community groups in the Ward and in the City.

## MEMBERSHIP AND MEETINGS

(a) The membership shall consist of Constituents who are interested in furthering the objects of the Association and who are paid-up members.

(b) There shall be an annual meeting of the members of the Association for the purpose of electing the Board of Directors, and to carry out any other business proposed by the Board of Directors, or by resolution of the members. Notice of the annual meeting shall be given at least fifteen (15) days in advance in the manner that the Directors shall determine.

(c) Other general meetings of the members may be called at any time by the Board of Directors or by at least ten (10) members for reasons provided in writing to the Secretary of the Association. At least fifteen (15) days notice of such meetings shall be given to the members.

(d) In any meeting of the members, a quorum shall consist of fifteen (15) members.

(e) Each member of the Association shall, at all meetings of the members, be entitled to one vote and may not vote by proxy.

(f) The Board of Directors shall recommend to the annual meeting for ratification any change in the fees payable by the members on an annual basis.

## 4. MEMBERSHIP AND MEETINGS

(a) The membership shall consist of Constituents who are interested in furthering the objects of the Association and who are paid-up members. Members must provide their current address and contact information to the Secretary or other Officer of the board.

(b) There shall be an annual meeting of the members of the Association for the purpose of electing the Board of Directors, and to carry out any other business proposed by the Board of Directors, or by resolution of the members. Notice of the annual meeting shall be given at least ten (10) days in advance in the manner that the Directors shall determine.

(c) Other general meetings of the members may be called at any time by the Board of Directors or by at least ten (10) members for reasons provided in writing to the Secretary of the Association. At least ten (10) days' notice of such meeting shall be given to the members.

(d) In any meeting of the members, a quorum shall consist of fifteen (15) members.

(e) Each member of the Association shall, at all meetings of the members, be entitled to one vote and may not vote by proxy.

(f) The Board of Directors shall recommend to the annual meeting for ratification any changes to the fees payable by the members or to the duration of memberships.

(g) A member can be removed by the Board of Directors if that member engages in activities that obstruct or disrupt the Association's objects, goals, purposes or activities or are counter to the Association's values, or that are detrimental to the reputation of the Association. An 80% majority of all sitting directors is required to remove a member.

## BOARD OF DIRECTORS

(a) The affairs of the Association shall be managed by a board of fifteen (15) directors elected at the annual meeting of the Association, each of whom at the time of his or herelection or within ten (10) days thereafter, throughout his or her term of office, shall be a member of the Association. Each director shall be elected to hold office until the first annual meeting after which he or she shall have been elected or until a successor shall have been duly elected or qualified. The election shall be by secret ballot.

(b) The Board of Directors shall administer the affairs of the Association and shall exercise all such powers and do all other acts in furtherance of the objects of the Association, subject to any resolutions of policy or procedure the Association may adopt at its annual or general meetings.

(c) The Board of Directors shall report to the annual or a general meeting all resolutions of policy taken by the Board since the last annual or general meeting.

(d) There shall be at least seven (7) sitting Directors upon the Board of Directors. At any meeting of the Directors a quorum shall consist of the majority of sitting members. Vacancies on the Board of Directors may be filled by a general meeting of the members.

## 5. BOARD OF DIRECTORS

(b) The affairs of the Association shall be managed by a board of up to fifteen (15) directors elected at the annual meeting of the Association, each of whom at the time of their election or within ten (10) days thereafter, and throughout their term of office, shall be a member of the Association. Each director shall be elected to hold office until the second annual meeting after which said director shall have been elected or until a successor shall have been duly elected or qualified. The election shall be by secret ballot.

(i) Each elected director shall provide the Secretary their consent, in writing, to act as a director.

(b) The Board of Directors shall administer the affairs of the Association and shall exercise all such powers and do all other acts in furtherance of the objects of the Association, subject to any resolutions of policy or procedure the Association may adopt at its annual or general meetings.

(c) The Board of Directors shall report to the annual or a general meeting all resolutions of policy taken by the Board since the last annual or general meeting.

(d) There shall be at least eight (8) sitting directors upon the Board of Directors. At any meeting of the directors a quorum shall consist of the majority of sitting directors. If a vacancy occurs between annual meetings, a quorum of directors may appoint up to five (5) members to fill the vacancies. Vacancies on the Board of Directors may be filled by a general meeting of the members. These directors will serve until the next annual meeting.

(e) If a director is absent for three consecutive meetings without prior notice, said director may be deemed by the board to have resigned.

## OFFICERS

(a) The President shall preside at all meetings of the Association and of the Board of Directors and shall act as spokesperson for the Association in the absence of direction from the Board of Directors or the Association. He or she shall ensure that all resolutions of the Board of Directors and meetings of the members shall be carried into effect, and in general, shall have the active management of the affairs of the Association.

(b) The Vice-President shall act in the capacity of President in the absence of the President and shall be available to undertake such further duties and exercise such powers as the directors may from time-to-time assign.

(c) The Secretary shall ensure the keeping of accurate minutes of the proceedings of general meetings of members and the Board of Directors as well as records of membership in the Association.

(d) The Treasurer shall keep accurate accounts of monies received and disbursed by the Association.

## 7. AMENDMENTS TO THE CONSTITUTION

This constitution may be amended, added to, or repealed in whole or in part by two-thirds vote of the members present at an annual or general meeting of the Association, for which notice has been given in accordance with this constitution.

## 8. NAME

The name of the Association shall be the Dalhousie Community Association.

DATED at Ottawa, this 30<sup>th</sup> day of April, 1985

## 6. OFFICERS

(a) The President shall preside at all meetings of the Association and of the Board of Directors and shall act as a spokesperson for the Association in the absence of direction from the Board of Directors or the Association. The President shall ensure that all resolutions of the Board of Directors and meetings of the members shall be carried into effect, and in general, shall have the active management of the affairs of the Association.

(b) The Vice-President shall act in the capacity of President in the absence of the President and shall be available to undertake such further duties and exercise such powers as the directors may from time-to-time assign.

(c) The Secretary shall ensure the keeping of accurate minutes of the proceedings of general meetings of members and the Board of Directors as well as records of membership in the Association.

(d) The Treasurer shall keep accurate accounts of monies received and disbursed by the Association.

## 7. AMENDMENTS TO THE BYLAWS

These bylaws may be amended, added to, or repealed in whole or in part by two-thirds vote of the members present at an annual or general meeting of the Association, for which notice has been given in accordance with these bylaws.

## 8. NAME

The name of the Association shall be the Dalhousie Community Association of Ottawa.

DATED at Ottawa, this 27<sup>th</sup> day of May, 2023

PROPOSED CHANGES TO "LETTERS PATENT" (NOW KNOW AS "ARTICLES OF INCORPORATION") 27 MAY 2023

**Letters Patent**

**10 September 2014**

**Dalhousie Community Association of Ottawa**

**Ontario Corporation No. 1920749**

**Item 4: The objects for which the corporation is incorporated are:**

EXISTING WORDING

The Dalhousie Community Association of Ottawa is incorporated to maintain and improve the residential and community character of city of Ottawa's former Dalhousie ward, which is comprised of its Chinatown, Little Italy and Lebreton Flats Neighbourhoods. This Includes:

- 1) Providing support for residents in striving towards the obtainment of objectives which are compatible with the organization.
- 2) Improving interaction between the various groups and individuals in the neighbourhood and to coordinate various citizen's activities.
- 3) To Interact with other community and citizens' groups and government bodies on issues of a city-wide or regional nature.

PROPOSED WORDING

(a) To determine, reflect, and actively promote the concerns, aspirations and opinions of the Constituents.

(b) In order to accomplish (a), the Association shall:

i)organize public participation in community issues;

(ii)make representation to governments;

(iii)advocate and develop services and amenities for the Constituents and assist in community planning;

(iv)liaise with other community groups in the Ward and in the City.

(c) "Dalhousie community" shall mean that area of Somerset Ward that lies West of Bay Street.

(d) "Constituents" shall mean all individuals who: (i)reside in the Dalhousie community, (ii)have their place of business or employment in the Dalhousie community, or (iii) own property in the Dalhousie